

OUTLoud North Bay

Constitution and By-laws (Revised for ONCA)

A comprehensive governance document establishing the framework for OUTLoud North Bay, a not-for-profit corporation dedicated to supporting 2SLGBTQ+ youth in North Bay and surrounding areas through safe, inclusive programming and advocacy.

Article 1 – NAME

1.1 Name

The name of the organization shall be **OUTLoud North Bay** (hereafter referred to as "OUTLoud").

OUTLoud is a not-for-profit corporation, incorporated under the *Ontario Not-for-Profit Corporations Act, 2010 (ONCA)*.

Article 2 – DEFINITIONS

2.1 Act – The *Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15*, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

2.2 Auditor – A Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of the Corporation. The Auditor shall not be an Employee, Director, or Officer of the Corporation, nor affiliated with one.

2.3 Board – The Board of Directors of the Corporation.

2.4 Corporation – OUTLoud North Bay.

2.5 Director – An individual elected or appointed to serve on the Board pursuant to these Bylaws.

2.6 Officer – An individual appointed to serve as an Officer of the Corporation.

2.7 Special Resolution – A resolution passed by at least two-thirds (2/3) of the votes cast by Members entitled to vote.

2.8 LGBTQ2S – Refers to gender identities and sexual orientations, including, but not limited to, lesbian, gay, bisexual, transgender, Two-Spirit, queer, and questioning.

2.9 Youth – Anyone between the ages of 10 to 18 years.

2.10 Ally – Someone who believes in the dignity and respect of all people and supports/advocates with groups experiencing social injustice.

Article 3 – PURPOSE

Many 2SLGBTQ+ youth face challenges such as difficulty finding a trusted person to be open with about their identity; a lack of safe and welcoming spaces that are inclusive of 2SLGBTQ+ identities; supports or caregivers who lack awareness and understanding of the needs of the 2SLGBTQ+ youth and/or the resources available to them; challenges developing lasting relationships or accessing appropriate services due to stigma and discrimination, a lack of understanding of families in supporting youth who may be struggling with the gender identity, gender expression, and/or sexual orientation; lack of specific inclusion policies and practices (e.g. access to gender-affirming health care); not seeing themselves and other 2SLGBTQ+ identities represented among peers, caregivers and leaders.

3.1 Purpose – The purpose of OUTLOUD shall be to prevent and address problems related to the mental health and well-being, while better meeting the above-mentioned needs of 2SLGBTQ+ youth in North Bay and surrounding areas.

Although OUTLOUD's purposes are specific to a particular "at-risk" youth group (those directly affected by or experiencing the identified issue or problem), other youth are welcomed to participate in the activities or programs by serving as role models and allies

Article 4 – OBJECTIVES

Objectives include, but are not limited to:

- Providing a safe, inclusive, supervised facility for youth.
- Offering job skills training, resume writing, and employment assistance.
- Operating after-school and weekend programming.
- Providing counselling and workshops on bullying, peer pressure, and mental health.
- Teaching life skills (e.g., budgeting, cooking).
- Developing teamwork, leadership, and social interaction skills.
- Advocating on behalf of youth for rights and services.
- Recruiting and training volunteers for sustainability.

- Raising funds to support OUTLoud's activities.

Article 5 – MEMBERSHIP

5.1 Classes of Membership

OUTLoud shall have one (1) class of membership. Members shall include:

- Staff of OUTLoud
- Volunteers of OUTLoud
- A caregiver of youth participants per household
- Board members or Officers
- Any individual, corporation, or organization admitted by Board resolution

5.2 Voting Rights

All Members in good standing have the right to receive notice of meetings, attend meetings, and vote. Each Member has one (1) vote.

5.3 Good Standing

Members are in good standing if they uphold the constitution and bylaws and have paid any required membership dues.

5.4 Duration

Membership is annual or monthly, as determined by the Board.

5.5 Termination

Membership ends if:

- A member resigns;
- A member no longer meets the criteria.
- A member is expelled by Special Resolution of Members, after notice and opportunity to be heard.

5.6 Changes to Membership Rights

Any amendment affecting membership rights requires approval by Special Resolution of Members (ONCA s.197).

5.7 Dues

Membership dues shall be set by the Board.

Article 6 – FINANCE AND MANAGEMENT

6.1 Fiscal Year

The fiscal year ends June 30, or as determined by the Board.

6.2 Auditor

Members shall appoint an Auditor at each Annual General Meeting.

6.3 Financial Statements

Annual financial statements shall be provided to Members in accordance with ONCA s.84.

6.4 Books and Records

The Board shall ensure that books and records are maintained and available for inspection.

6.5 Banking

The banking business shall be transacted at institutions as the Board designates.

Article 7 – GOVERNANCE

Board of Directors

- 7.1 The Board shall consist of not fewer than three (3) and not more than ten (10) Directors.
- 7.2 Directors shall be elected by the Members at a General Meeting.
- 7.3 Eligibility: Any individual 18 years of age or older, with legal capacity, may serve as a Director.

Officers

- 7.4 Officers: Chair, Vice-Chair, Secretary, Treasurer (appointed by the Board following AGM).

- 7.5 Duties:
 - Chair – Chief Officer; presides at meetings.
 - Vice-Chair – Acts in the absence of the Chair.
 - Secretary – Keeps records, issues notices.
 - Treasurer – Oversees financial records/statements.
- 7.6 Officers serve at the pleasure of the Board and may be removed by Ordinary Resolution of the Board.

Conflict of Interest

- 7.7 Directors/Officers must disclose conflicts of interest and refrain from influencing related decisions.

Meetings

- 7.8 Types: Annual General Meetings (AGMs) and Special General Meetings.
- 7.9 Notice: Written notice given 10–50 days before meetings.
- 7.10 AGM: Held within 15 months of the previous AGM and within 6 months of the fiscal year-end.
- 7.11 Electronic Meetings: Permitted if communication is adequate.
- 7.12 Quorum: 50% of Members entitled to vote.
- 7.13 Voting: By Ordinary Resolution; each Member has one vote; tie votes fail.
- 7.14 Proxy/Absentee Voting: Allowed by proxy, mail-in, or electronic ballot if approved by the Board and consistent with the Act.

Article 8 – FUNDAMENTAL CHANGES

Special Resolution of Members is required for fundamental changes, including:

- Change of name or registered office
- Change of purposes
- Change in membership classes or rights
- Change in the number of Directors
- Dissolution
- Other matters required by the Act

Article 9 – DISSOLUTION

Upon dissolution, after paying debts and liabilities, the remaining property shall be distributed to one or more qualified donees under the *Income Tax Act (Canada)*.

Article 10 – ADOPTION OF BYLAWS

These bylaws were adopted by the Board of Directors of OUTLoud North Bay on **October 29th, 2025**.