

**QUEER ONTARIO
(QO)**

BY-LAWS

Original By-laws Approved May 18, 2011

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A by-law relating generally to the transaction of the affairs of "~~QUEER ONTARIO~~*Queer Ontario*" ("the Corporation"), a Corporation without share capital (Ontario Corporation Number: N/A) incorporated under the Ontario Corporations Act ("the Act").

BE IT ENACTED as a by-law of the Corporation as follows:

PART I: NAME

101 Name *and Abbreviation*

(1) The name of the *incorporated* body shall be ~~QUEER ONTARIO, hereinafter referred to as "QUEER ONTARIO (QO);~~ "*Queer Ontario*". The abbreviated name of *Queer Ontario* shall be "*QO*".

PART II: OBJECTS

201 Objects of QUEER ONTARIO

- (1) The objects of ~~QUEER ONTARIO~~*Queer Ontario* shall be:
- (a) To engage in advocacy, lobbying and political action efforts to address legal and social justice issues affecting Ontario's sexually diverse and gender-diverse communities, from this point forward referred to in this document as 'queer', with a commitment to equity outreach in its membership and activities; and
 - (b) To create a network of queer liberationists across Ontario as individuals or local chapters; and
 - (c) To collaborate with other anti-oppression groups to support mutual social justice goals while respecting mutual autonomy; and
 - (d) To ~~host a virtual think tank that~~ promotes a queer liberationist discourse *via events, publications, social media and other activities; via the QUEER* ~~—ONTARIO website or other suitable online location;~~ and
 - (e) To preserve the legacy of ~~QUEER ONTARIO~~*Queer Ontario*'s predecessor, the Coalition for Lesbian and Gay Rights in Ontario (CLGRO), as an archive on the ~~QUEER ONTARIO~~*Queer Ontario* website or other suitable online location.

202 No monetary gain to members

- (1) ~~QUEER ONTARIO~~*Queer Ontario* shall be operated without purpose of monetary gain to any of the members.
- (2) However, one or more member(s) or director(s) may be employed by or provide services to ~~QUEER ONTARIO~~*Queer Ontario* for a fixed remuneration under the provisions of part ~~XII~~ of these by-laws.
- (3) Any surplus or profits of ~~QUEER ONTARIO~~*Queer Ontario* shall be used solely for the purposes of ~~QUEER ONTARIO~~*Queer Ontario* and the promotion of its purposes.

PART III: PHYSICAL LOCATION

301 Contact Locations

(1) The head office of ~~QUEER ONTARIO~~*Queer Ontario* shall be located in the province of Ontario at such a place as determined from time to time by the ~~Board of Directors of QUEER ONTARIO~~*Steering Committee*.

(2) ~~QUEER ONTARIO~~*Queer Ontario* will function, for the most part, as a virtual entity, ~~without a physical location. Therefore, it will have various means of virtual contacts via social media, as well as a mailing address via post office (PO) box number.~~ *The Steering Committee will designate a mailing address from time to time.*

(3) ~~Meetings will usually take place physically in the Greater Toronto Area (GTA) in the province of Ontario with efforts to connect with members across the province through social media or hosting meetings outside the GTA within Ontario from time to time as determined by the QUEER ONTARIO Steering Committee.~~

Comment [AB1]: MM agreed Jan 16: use Steering Committee throughout, without /Board of Directors. A bylaw states that Board of Directors = Steering Committee.

PART ~~VIV~~*V*: MEMBERSHIP

~~401~~ *Voting Membership*

(1) *Voting Membership may be granted to any person who:*

- (a) is an individual person; and*
- (b) supports the objects of Queer Ontario as set out in part II of these by-laws; and*
- (c) pays any annual membership fee as may be set according to By-law 1104; and*
- (d) has followed any registration procedure that the Steering Committee may require from time to time; and*
- (e) has participated for at least six (6) hours in Queer Ontario activities, in person or by electronic means, which may include any combination of:*
 - i. attending any Queer Ontario meetings; and/or*
 - ii. volunteer work on Queer Ontario initiatives or events,**in the 365 days preceding the issuance of notice of an Annual General Meeting or Special General Meeting. Individuals unable to meet the six-hour requirement due to extenuating circumstances may apply to the Steering Committee to have this provision waived.*

(2) *Voting Membership entitles a person to:*

- (a) vote at all types of General Meetings; and*
- (b) run for a position on the Steering Committee.*

~~402~~~~505~~ *Discipline-Suspension and/or Removal*

(1) Upon receipt and investigation of a written complaint by a ~~participating Voting Member or supporter~~ of Queer Ontario, the Steering Committee may recommend suspension or involuntary removal

Comment [AB2]: Previous version (by-law 501) is shown at the end of the document.

of:

~~(a) -a Queer Ontario Voting Member's ability to vote, run for and hold a position on the Steering Committee; and/or~~

~~(b) any person's attendance at or participation in Queer Ontario meetings, gatherings, events or activities.~~

~~-or members, including participating members or electronic members, as well as members of the steering committee and coordinators;~~

~~(2) Suspension or removal may be for any of the following reasons including but not limited to the following:~~

- ~~(a) conduct or behaviour at Queer Ontario meetings, gatherings or events that has a negative impact on the integrity of the organization;~~
- ~~(b) conflict of interest violations;~~
- ~~(c) conviction of charges of illegal behaviour connected to Queer Ontario activities, events, projects, initiatives or facilities;~~
- ~~(d) malfeasance;~~
- ~~(e) conduct or behaviour at Queer Ontario meetings, gatherings or events that has a negative impact on the safety and security of Queer Ontario members and guests;~~
- ~~(f) conduct or behaviour at Queer Ontario meetings, gatherings or events, or on behalf of Queer Ontario at external meetings, gatherings or events, that contravenes Queer Ontario policies on discrimination or harassment;~~
- ~~(g) other conduct that violates the bylawby-laws or established policies and procedures of Queer Ontario.~~

~~(32) Suspension of a Queer Ontario member or participant for a period of not more than six months, regardless of the member's status, position or responsibility, may be enacted by the Steering Committee at a special meeting held for that purpose, exercising discretion commensurate with the problematic behaviour or conduct.-~~

~~(43) A member or participant may appeal their suspension to the general membership at an Annual or special meeting held for that purpose, adherent to requirements of a Special General Meeting as noted in the Queer Ontario bylaws.~~

~~(54) If a consensus on the matter cannot be reached by the membership at this meeting, dismissal or confirmation of the suspension of the member or participant in question may be enacted confirmed by a two-thirds majority vote of the members participating, providing quorum is achieved. The member in question may not vote on this matter. If the two-thirds majority is not obtained, the suspension is reversed and the member or participant in question is reinstated.~~

~~(65) Involuntary removal of a Queer Ontario member or participant, regardless of the member's status, position or responsibility, may be enacted through a consensus decision by the general Queer Ontario~~

membership at an ~~Annual or special meeting held for that purpose, adherent to requirements of a~~ Special General Meeting ~~as noted in the Queer Ontario bylaws.~~

(7~~6~~) If a consensus cannot be reached by the membership at this meeting, involuntary removal of the member in question may be enacted by a two-thirds majority vote of the members participating, ~~providing quorum is achieved.~~ *The member or participant in question may not vote on this matter.*

(8) *At least 18 months after involuntary removal was enacted, the removed person may apply to the Steering Committee for re-integration into Queer Ontario activities, and to re-start the process of qualifying for Voting Membership.*

(9) *If the Steering Committee refuses the application for re-integration, the removed person may appeal to an Annual or Special General Meeting, which may enact their re-integration by a two-thirds majority vote. The person in question may not vote on this matter.*

PART VI: ORGANIZATIONAL STRUCTURE

5601 General ~~assembly-membership~~ and Steering Committee/Board of Directors

(1) ~~QUEER ONTARIO~~ *Queer Ontario* shall consist of a General ~~Membership, Assembly~~ and a ~~Steering Committee~~ Board of Directors *known as the Steering Committee.*

~~PART VII: GENERAL ASSEMBLY~~

5027~~01~~ Composition and authority

(1) The General ~~Assembly~~ *Membership* shall consist of all ~~organizational, individual, and supporting~~ *Voting M*embers.

(2) The General ~~Membership~~ *Assembly* is responsible for adoption of amendments to the letters patent and by-laws and for approval of all statutory and other matters that must be dealt with at each Annual General Meeting or at ~~other~~ *Special* General Meetings.

(3) In all other matters, the General ~~Assembly~~ *Membership* is a consultative body for the Steering Committee and may make recommendations as to ~~QUEER ONTARIO~~ *Queer Ontario's* policy, strategies, and programs.

(4) ~~The General Assembly shall be entitled to elect annually up to four members at large to the Steering Committee, in accordance with by-law 803.~~

Comment [AB3]: Redundant

PART VIII: STEERING COMMITTEE/BOARD OF DIRECTORS

6801 Composition and authority

(1) The Board of Directors, ~~from this point forward~~ known as the Steering Committee, shall consist of

~~the chairs of each of the standing committees, four-six~~ members-at-large elected by the General ~~Assembly~~Membership to represent the individual members – as specified in ~~by-law~~by-law 602803 – and the Coordinators – *as defined in Part VII.*

(2) All members of the Steering Committee must be Voting Members of Queer Ontario.

(3) A member may hold no more than one Steering Committee position at a time. If a member is elected to multiple positions, they must resign from all but one position.

~~(2) Each member of the Steering Committee, including the Coordinators, may serve for a maximum of two consecutive terms, each term lasting a maximum of two years.~~

Comment [AB4]: Consensus was to loosen the term limits.

(4) A member may serve for a maximum of two consecutive terms, each term lasting a maximum of two years, in any one Coordinator position. After two full or partial terms in any one Coordinator position, the member may be elected to any other Steering Committee position (whether as a Member at Large or a different Coordinator position).

(5) To correctly begin the rotation process on the Steering Committee, at the first Annual General Meeting not fewer than 50% of the members of the Steering Committee must elect to serve a term of one year. At each subsequent Annual General Meeting, the Voting Members will elect three of the six Members-At-Large and two of the four Coordinators on a rotating basis, each for a two-year term.

~~(6)~~ The Steering Committee will from time to time develop and implement policies and procedures regarding the administration and conduct of the organization, its committees, its projects and initiatives, and its members. The general membership will be notified of these policies and procedures via e-mail and via the Queer Ontario website as they are implemented.

~~(7)~~ The Steering Committee establishes, interprets, and implements all ~~QUEER-ONTARIO~~Queer Ontario policies, strategies, programs, and activities.

~~(8)~~ Except as otherwise provided by the applicable statute(s), the letters patent, and these by-laws, the Steering Committee is the only *liable* body of ~~QUEER-ONTARIO~~Queer Ontario whose decisions in respect of policies, strategies, programs, and activities are *legally* binding on ~~QUEER-ONTARIO~~Queer Ontario.

~~802~~ Committee Chairs

~~(1) Each standing committee may designate up to two co-chairs who will handle the business relevant to their respective committees as well as represent them on the Steering Committee.~~

~~(2) One chair from each committee shall have voting status on the Steering Committee.~~

~~803-602~~ Members-at-large

(1) The General ~~Assembly~~Membership may elect up to ~~four-six~~ individual members-at-large to the Steering Committee all of whom *shall have voting status on the Steering Committee.*

~~(2) All Members at Large must be participating members in good standing of QUEER ONTARIO.~~

(2) ~~Two-Three~~ of these at-large positions shall be specifically earmarked for participating members residing outside of Toronto. ~~Each of these members at large shall have voting status on the Steering Committee.~~

(3) 'Residing outside of Toronto' means living outside of the boundaries of the City of Toronto, post-amalgamation, at the time of election.

804 Coordinators

~~(1) The Coordinators shall have voting status on the Steering Committee.~~

Comment [AB5]: the Chair's voting status is limited to tie-breaking. Thus this is redundant and misleading.

603805 Meetings

(1) Steering Committee meetings shall be held as often as is necessary to achieve the efficient administration and management of ~~QUEER ONTARIO~~ *Queer Ontario*.

(2) There shall not be fewer than ~~two-one~~ meetings of the Steering Committee annually. The dates and locations of the meetings may be set by the Annual General Meeting, the Steering Committee, or the coordinators.

(3) At the Chair's discretion, Steering Committee meetings may be closed, or open to invited guests.

(4) Only members holding a Steering Committee position (as a Coordinator or Member at Large) may vote or participate in consensus decision-making at Steering Committee meetings.

806046 Notice of meetings

(1) The chair or secretary shall send, or arrange to have sent, to each member of the Steering Committee, ~~at least 14 days a reasonable period in advance of prior to~~ the date of any Steering Committee meeting, a notice of the meeting giving the dates, times, location, and proposed agenda.

605807 Facilitator(s) for Steering Committee meetings

(1) Either the vice-chair, treasurer or secretary may preside at any meeting in the absence of the chair.

(2) Should none of the Coordinators be available, the members present at any Steering Committee meeting shall approve the facilitator(s) for the meeting. Such facilitator(s) need not be director(s) or member(s) of the Steering Committee.

606808 Quorum

(1) The quorum for any Steering Committee meeting shall be more than 50% of the Steering Committee members.

607809 Declaration of conflict of interest

(1) Any person having voting status at a Steering Committee meeting who has a conflict of interest, or the appearance thereof, must declare that conflict of interest and refrain from voting on that item at any meeting of the Steering Committee.

608 Removal from office

Comment [AB6]: Moved & clarified. Changed from 60% to 2/3 majority for consistency.

(1) Removal from office of a member of the Steering Committee may be enacted at an Annual or Special General Meeting, by a secret ballot requiring a two-thirds majority. The member in question may not vote on this matter. Removal from the Steering Committee does not constitute removal of Voting Membership.

(2) This vote on removal must be held, at the next available opportunity for a Special or Annual General Meeting, upon any Steering Committee member receiving a petition signed by at least 10% of people who were Voting Members at the previous Annual or Special General Meeting.

609810 Vacancies

Comment [AB7]: Distinguishes the emergency of not enough Coordinators from other SC vacancies.

(1) If fewer than three Coordinators are elected at any Annual General Meeting or if *fewer than three Coordinator positions are occupied* ~~any vacancy should occur among the Steering Committee members at any time~~ between Annual General Meetings, the Steering Committee shall fill such vacancies by a majority vote of the members of the Steering Committee. ~~Any Voting Member is eligible for such vacancies, regardless of the term limits in by-law 601(4).~~

(2) If any vacancies should occur on the Steering Committee, while it has at least three Coordinators, the Steering Committee shall, at its discretion,

(a) fill such vacancies by a majority vote of the members of the Steering Committee; or

(b) hold an election to fill the vacancies at a Special General Meeting; or

(c) leave the position(s) vacant until the next Annual General Meeting.

~~(32) Any Steering Committee member Coordinator so elected to fill a vacancy shall serve until the next Annual General Meeting.) next election.~~

811 Policy and procedure manual

~~(1) The Steering Committee shall maintain a policy and procedure manual and, as policies and procedures are adopted by the committee, they shall be reported in the manual.~~

812610 Resignation from the Steering Committee

(1) A member resigning from the steering committee must give two weeks' notice to the members of the steering committee before doing so. ~~In the event that a resigning member is also the chair of a standing committee, the co-chair of that committee will succeed the resigning member on the steering committee.~~

~~(2) If no one holds the position of the standing committee co-chair, the standing committee will select a chair from among their number and that person shall also serve on the steering committee.~~

~~(3) If the members of the standing committee agree by consensus, the resigning chair may take the role of co-chair for that standing committee.~~

PART ~~IX~~VII: COORDINATORS/EXECUTIVE

7901 Composition and authority

Comment [AB8]: Changes to unduplicate.

~~(1) At the first Annual General Meeting, after the election of the members at large to the Steering Committee, the voting members of Queer Ontario will elect four executive positions, known as the Coordinators, from among the participating members of the organization: Chair (two-year term); Vice-Chair (one-year term); Secretary (two-year term); Treasurer (one-year term).~~

~~(2) At each subsequent Annual General Meeting, on a rotating basis, the voting members of Queer Ontario will elect one of the two Members At Large and two of the following four executive positions, known as Coordinators, from among the Voting participating Mmembers of the organization on a rotating basis, each for a two-year term: Chair, Vice-Chair, Secretary and Treasurer.~~

~~(3) In the event that a standing committee chair is elected as a coordinator, the co-chair of that committee will succeed the elected coordinator on the steering committee.~~

~~(4) If no one holds the position of the standing committee co-chair, the standing committee will select a chair from among their number and that person shall also serve on the steering committee.~~

~~(25)~~ These Coordinators are responsible for:

- (a) managing and administering the business and affairs of ~~QUEER ONTARIO~~ *Queer Ontario* under the direction of the Steering Committee;
- (b) representing, or ensuring the representation of, ~~QUEER ONTARIO~~ *Queer Ontario* in official presentations, —delegations, and other matters; and
- (c) making emergency decisions concerning policies, strategies, programs, and activities of —~~QUEER ONTARIO~~ *Queer Ontario* between Steering Committee meetings, subject in all cases to review —and ratification by the Steering Committee at the next meeting.

7902 Chair

(1) The Chair shall:

- (a) chair all Steering Committee meetings and General Meetings unless another facilitator is designated;

(b) be a voting member of the Steering Committee, though only voting to break a tie in those situations

—where voting is required;

(c) be responsible for overseeing the administration and management of the affairs of ~~QUEER-ONTARIO~~ *Queer Ontario*

(d) ensure that all decisions of the General ~~Assembly~~ *Membership*, Steering Committee, and coordinators are —properly implemented;

(e) be *the primary* ~~a~~ spokesperson for QUEER ONTARIO.

7903 Vice Chair

(1) The Vice-chair shall:

(a) be a voting member of the Steering Committee;

(b) act in the capacity of chair in those instances when the chair is unavailable, in which case *By-laws* 7 —902 (1a) and 7902 (1b) apply;

(c) be responsible for overseeing the administration and management of the affairs of ~~QUEER-ONTARIO~~ *Queer Ontario*;

(d) ensure that all decisions of the General ~~Assembly~~ *Membership*, Steering Committee and coordinators are —properly implemented;

~~(e) be a spokesperson for QUEER ONTARIO.~~

Comment [AB9]: SC can assign spokesperson duties to any Coordinator, using new Volunteer Responsibilities bylaw.

7904 ~~Membership Coordinator~~/Secretary

(1) The ~~Membership Coordinator~~/Secretary shall:

(a) be a voting member of the Steering Committee;

(b) be responsible for ensuring the circulation of notices, agenda, and minutes of General ~~Assembly~~ —and Steering Committee meetings;

(c) ensure that minutes are prepared and ~~that minute books are properly maintained~~ *archived* for meetings of the General ~~Assembly~~ *Membership*, Steering Committee, and coordinators;

~~(d) maintain, or arrange for, proper custody of the seal of QUEER ONTARIO;~~

~~(de)~~ maintain, or arrange for the proper maintenance of, a register of the members of ~~QUEER-ONTARIO~~ *Queer Ontario*;

~~(e)~~ notify the minister responsible for administering the act of incorporation on all amendments to the —letters patent and by-laws and make all other required reports to the minister; and

~~(g) be a spokesperson for QUEER ONTARIO.~~

7905 ~~Financial Coordinator~~/Treasurer

(1) The ~~Financial Coordinator~~/Treasurer shall:

- (a) be a voting member of the Steering Committee;
- (b) be responsible for the care and custody of the funds and other assets of ~~QUEER-ONTARIO~~*Queer Ontario*;
- (c) keep, or arrange for the proper keeping of, records of all dues paid by members of ~~QUEER-ONTARIO~~*Queer Ontario*;
- (d) deposit, or arrange for the secure deposit of, all monies received in a chartered bank or other similar-
— financial institution and ensure the making of payments for all approved expenses incurred by
—~~QUEER-ONTARIO~~*Queer Ontario*;
- (e) maintain, or arrange for the proper maintenance of, full and accurate books of the accounts and of all
— financial transactions of ~~QUEER-ONTARIO~~*Queer Ontario*;
- (f) report, or arrange for a report to be made, to each regular meeting of the Steering Committee on the financial accounts of ~~QUEER-ONTARIO~~*Queer Ontario*;
- (g) present, or arrange for the presentation of, a financial report at the Annual General Meeting which
— shall include a budget for the next financial year; and
- (h) arrange for an annual review of the books of ~~QUEER-ONTARIO~~*Queer Ontario*;
- (i) ~~be a spokesperson for QUEER-ONTARIO.~~

PART ~~VIII~~: GENERAL MEETINGS

708012 ~~General assembly~~ meetings

- (1) There shall be at least one meeting of the General ~~Assembly~~*Membership* annually, which shall be the Annual General Meeting.-
- (2) The Annual General Meeting shall be held not more than six months after fiscal year end.
- (3) Special General Meetings shall be held:
 - (a) as required by statute, to amend the letters patent or by-laws of the group; or

(b) for other reasons specified in these by-laws; or

(c) as otherwise determined by the Steering Committee; or

(d) upon the submission of a request for a ~~special~~ Special General Meeting, in writing, by

- ~~i. 60% Two thirds of the individual participating Voting members in good standing, or~~
- ~~ii. 15% of the organizational members in good standing and 40% of the individual participating members in good standing.~~

Comment [AB10]: Changed for consistency with other two-thirds votes.

(4) Regular General Meetings shall be held on dates determined by the Steering Committee, with reasonable advance notice to the General Membership.

(5) All types of General Meetings shall be governed by the following instruments:

- a) First, by these By-laws;*
- b) Second, by any policies and procedures set by the Steering Committee from time to time;*
- c) For any matter not determined by the above, by the most recent edition of "Robert's Rules of Order".*

780204 Meeting notice and agenda

(1) The Annual General Meeting and any ~~Special~~ Special General ~~Assembly in~~ Meeting shall be called by the chair or secretary or at the request of the Steering Committee/~~Board of Directors~~ by giving at least 30 days notice of the date, time, place, and agenda.

(2) Such notice shall be sent to all ~~organizational, individual, and supporting Voting Mem~~bers as required by the Ontario Non-Profit Corporations Act.

(3) Items cannot be considered for decision or vote at any Annual or Special General Meeting unless notice of motion has been filed with the secretary and provided to all Voting Members at least 30 days prior to the date of the meeting.

803 Annual and Special General Meeting Agendas

Comment [AB11]:
Allow any of the Special items to happen at an AGM too. Remove redundant and misplaced clauses.

(31) The following items shall be included in the agenda for the Annual General Meeting:

- ~~(a) i.~~ adoption of the minutes of the previous Annual General Meeting and any intervening ~~Special~~ Special General Meeting;
- ~~(b) ii.~~ adoption of annual & financial report of the Steering Committee/~~Board of Directors~~;
- ~~iii.~~ special resolutions for which advance notice has been given to the Steering Committee/~~Board of Directors~~;
- ~~iv.~~ business from members for which advance notice has been given to the Steering Committee/~~Board of Directors~~;
- ~~(c) v.~~ election of the Steering Committee/~~Board of Directors~~;
- ~~vi.~~ election of the members at large to the Steering Committee/~~Board of Directors~~; and

~~—(d)vii. an opportunity for non-binding general discussion relevant to the affairs and operations of~~
~~QUEER ONTARIO~~*Queer Ontario*.

~~(4) Items cannot be considered for decision or vote at any General Assembly meeting unless notice of motion has been filed with the secretary and provided to all organizational, individual, and supporting members at least 30 days prior to the date of the meeting.~~

Comment [AB12]: Moved up one section.

705 Special Agenda Item Requirements

~~(+2) As indicated in by-law 704, the following items cannot may be considered at an Annual or Special General Meeting: Assembly meeting unless notice of motion has been filed with the secretary and provided to all organizational, individual, and supporting members at least 30 days prior to the date of the meeting:~~

- ~~(a) amendments to the letters patent or by-laws, as described in by-law 1501;~~
- ~~(b) election of members to fill vacancies on the Steering Committee/Board of Directors, as described in by-laws 609 and 803;~~
- ~~(c) removal from office of a member of the Steering Committee/Board of Directors, as described in by-law 608;~~
- ~~(d) suspension or removal or re-integration of a Voting Member or participant, as described in by-law 402;~~
- ~~(e) dissolution of QUEER ONTARIO/Queer Ontario, as described in Part XIV;~~
- ~~(f) special resolutions for which advance notice has been given to the Steering Committee;~~
- ~~(g) business from members for which advance notice has been given to the Steering Committee;~~

Comment [AB13]: Moved from clause (1) because they may or may not occur at an AGM.

~~(2) Amendments to the letters patent or by-laws may be passed by simple majority vote.~~

Comment [AB14]: redundant.

~~(4) Removal from office of a member of the Steering Committee/Board of Directors may be conducted via secret ballot, requiring approval from 60% of those participating members in attendance.~~

Comment [AB15]: Moved this to section with other SC matters.

~~(5) The requirements for dissolution of QUEER ONTARIO are specified in Part XVI—Dissolution.~~

804706 Facilitator(s) for Annual and Special General Assembly Meetings

(1) The members present at any *Annual or Special General Meeting*~~Assembly meeting~~ shall approve the facilitator(s) for the meeting.

(2) Such facilitator(s) need not be member(s) of the Steering Committee/~~Board of Directors~~.

~~805707~~ Quorum

(1) Except in the case of a ~~General Assembly~~ meeting at which a motion is put to dissolve ~~QUEER-ONTARIO~~ *Queer Ontario* (see by-law 14601), the quorum for any *Annual or Special* ~~General Assembly Meeting~~ shall be ten ~~participating-Voting~~ members ~~in good standing present at the meeting~~.

~~708~~ Voting at General Assembly meetings

~~(2) The provisions of by-law 1003 shall govern voting at any Annual General Meeting or special General Assembly meeting.~~

~~1080601~~ Participation at meetings

(1) ~~All~~ *General* meetings of ~~QUEER-ONTARIO~~ *Queer Ontario* are open to ~~organizational member representatives, supporting member representatives, and individual Voting M~~ members, as well as to other interested individuals.

~~(2)~~ All such individuals present at a meeting may participate in the discussions, and ~~Participating and Supporting m~~ *Voting Members* may engage in any decision-making process where consensus is used to arrive at the decision.

~~8071002~~ Reaching decisions by consensus

(1) Consensus is the primary decision-making process used by ~~QUEER-ONTARIO~~ *Queer Ontario* at all meetings. Consensus is a decision-making process that aspires to be inclusive and cooperative, where everyone has an opportunity to disagree and work toward a compromise that incorporates various perspectives.

(2) Consensus decision-making is based on mutual respect and a genuine concern for equitable group processes, aiming to meet the interests and understanding of all members.

(3) Decisions reached by consensus combine an adroit facilitation process operating in light of the best information available in order to arrive at a decision that all members can “live with.”

(4) Where full consensus cannot be reached, ~~participating~~ members should be apprised of a range of dissenting positions that can be taken.

(5) ~~QUEER-ONTARIO~~ *Queer Ontario* shall make available (online or in print form) specific resources that members can consult about consensus decision-making process.

~~8081003~~ Voting

~~(1) To be eligible to vote on any matter brought before any meeting other than a conference, an organization or individual must be a participating member in good standing, and must have become so more than 30 days prior to the date of the meeting.~~

(12) Voting ~~at any meeting~~ shall take place, by *paper or electronic* ballot or by show of hands, under

any of the following circumstances:

(a) when required by statute, for the purpose of legal agreements or in accordance with any provision of the letters patent or these by-laws, or when unable to reach a consensus;

(b) for the election of *members to the board of directors and the members at large to the Steering Committee* ~~where there are more candidates than positions to be filled~~; or

Comment [AB16]: Since we use yes/no instead of acclamation, the deleted clause does not apply.

(c) at the discretion of the Chair.

(23) No member ~~or director or organization~~ shall cast more than one vote on any motion.

~~(4) At General Assembly meetings all QUEER ONTARIO organizational and individual participating members in good standing who also meet the provisions of by law 1003(a) may vote. At Steering Committee meetings, only Steering Committee members may vote.~~

Comment [AB17]: Redundant.

(3) Ballots or other votes may be accepted during the meeting, and/or during an advance period specified in the meeting notice.

~~(45)~~ After any balloted vote, ballots will be kept confidentially for 14 days by the Secretary or designate, and then destroyed.

~~(53)~~ Election of members to the Steering Committee ~~Board of Directors~~ may be conducted via secret ballot using a preferential voting system as determined by the Steering Committee.

(6) If a Coordinator receives a written complaint from a Voting Member about the fairness or legitimacy of a voting process:

(a) The Steering Committee will decide whether to retain or cancel the vote's results.

(b) Such a complaint will only be considered up to 14 days after the vote was held.

(c) Cancelling an election vote creates one or more vacancies on the Steering Committee, which shall be filled according to by-law 609.

(d) If any vote other than an election is cancelled, the Steering Committee shall call an Annual or Special General Meeting at the earliest opportunity to re-do the vote.

809 Nominations for Elections

The following rules apply to any Steering Committee position, and to any Annual or Special General Meeting where an election will be held:

- 1) Candidates nominate themselves;*
- 2) Nominations must be received by a date and time specified by the Secretary in the Notice of Annual or Special General Meeting;*
- 3) Candidates shall provide the Secretary with all the aliases by which they are generally known amongst Queer Ontario members, which need not include the candidate's legal name;*

- 4) *Prior to the Annual or Special General Meeting, the Secretary shall inform all Voting Members of all the aliases of the candidates for each position.*

PART ~~IXI~~: COMMITTEES AND WORKING GROUPS

~~9011401~~ Committees and working groups

- (1) The Steering Committee *in consultation* with ~~approval from~~ the general membership shall establish and dissolve such standing and ad-hoc committees and working groups as they deem to be appropriate, *and publish a list of the recognized committees and working groups.-*
- (2) Any such committees or working groups shall carry out their responsibilities in conjunction with the Steering Committee, ~~the directors~~, or such other individual(s) as the Steering Committee may determine. *A representative of the committee or working group shall discuss its recent and upcoming activities with the Steering Committee regularly or upon request.*
- (3) *Committees and working groups may be responsible for a set of tasks, for specified political issues, or for activities in a region or locality of Ontario.*
- (4) *The meetings of committees and working groups are considered “Queer Ontario activities” for purposes of determining Voting Member status in by-law 401.*
- (5) *The meetings of standing committees and regional/local committees shall be open to all Queer Ontario supporters.*
- (6) *Ad-hoc committees and working groups may choose whether to open their meetings to all Queer Ontario supporters, or close them to ongoing members of the committee or working group.*

PART X: VOLUNTEERING

1001 Value of Volunteering

- (1) *We hold these beliefs and seek to demonstrate them in our actions:*
- a) *We believe in the potential of people to make a difference.*
 - b) *We believe in volunteering and its value to individuals and society.*
 - c) *We believe that change and progress are possible.*
 - d) *We believe that diversity in views and in voluntary contribution enriches our effort.*
 - e) *We believe that tolerance and trust are fundamental to volunteering.*
 - f) *We believe in the value of individual and collective action.*

g) We believe in the substantial added value represented by the effective planning, resourcing and management of volunteers.

1002 Volunteer Management

(1) We also believe that we share the responsibility:

- a) To manage the contributions of volunteers with care and respect*
- b) To act with a sense of fairness and equity*
- c) To ensure that our services are responsible and accountable, and*
- d) To demonstrate the practices of honesty and integrity*

The complexity of the problems the world faces reaffirms the power of volunteering as a way to mobilize people to address those challenges.

1003 Volunteer Responsibilities

In order for volunteering to have the greatest impact and to be as inclusive as possible, it must be well planned, adequately resourced and effectively managed. Therefore:

- 1) The Steering Committee, or its designate, may assign volunteer duties to any Voting Member or other individual who consents to carry out the duties.*
- 2) The Steering Committee may authorize any Voting Member to be a spokesperson for Queer Ontario in a specified context (an event, an online forum, an issue in the news, etc.).*
- 3) The Steering Committee may authorize any Voting Member to use a key or password that grants access to Queer Ontario physical or information assets.*
- 4) The Steering Committee may limit or revoke any duties or authorizations of a volunteer.*
- 5) When a volunteer completes, resigns from or is removed from their duties, the volunteer shall return any keys, passwords, and assets of Queer Ontario to a Steering Committee member.*

PART XIII: FINANCIAL MATTERS

11301 Fiscal year

(1) The ~~QUEER ONTARIO~~*Queer Ontario* fiscal year shall be from April 1 to March 31.

11302 Financial report

(1) A statement of the accounts of the past fiscal year, together with a budget for the current fiscal year, shall be presented by or on behalf of the treasurer for approval at each Annual General Meeting of ~~QUEER ONTARIO~~*Queer Ontario*.

1103 Auditors

(1) *At each Annual General Meeting, the Voting Members shall either:*

(a) By a simple majority, appoint an independent auditor (eligible under to the Public Accounting Act) to hold office until the close of the next annual meeting; or

(b) By a simple majority, appoint an independent person (eligible under to the Public Accounting Act) to conduct a review engagement in respect of Queer Ontario's financial year; or

(c) By an 80% majority, pass a resolution to not appoint an auditor and to not have an audit or a review engagement in respect of Queer Ontario's financial year. This option is only permissible if Queer Ontario had annual revenue in that financial year of \$500,000 or less.

1130043 Membership fees

(1) The annual fees for ~~organizational, individual, and supporting~~ membership shall be determined from time to time by the Steering Committee and shall be forwarded for ratification by the General ~~Assembly~~Membership at an annual or special General Meeting.

(2) Note that any or all annual membership fees ~~for individuals or organizations~~ may be set to zero by the Steering Committee, and that membership fees may be adjusted or waived on a case-by-case basis if the annual membership fee is greater than zero.

1103054 No remuneration for members

(1) No voting member of the Steering Committee or director shall receive remuneration for duties performed on behalf of ~~QUEER-ONTARIO~~Queer Ontario unless such individual has been hired for a paid staff position in accordance with by-law 202, but such person may receive reimbursement for reasonable expenses incurred while performing such duties.

(2) Except for any individual holding a paid staff position or who has been retained as a consultant to provide services related to the mandate of the committee or working group, no member of ~~QUEER-ONTARIO~~Queer Ontario shall receive remuneration for serving on any committee or working group but such member may receive reimbursement for reasonable expenses incurred while carrying out duties or responsibilities essential to serving in such capacity.

1103065 Limits on expenditures

(1) All expenditures of funds that are not included in the budget for the current fiscal year shall ordinarily require approval of the ~~QUEER-ONTARIO~~Queer Ontario Steering Committee.

(2) In emergency or other extraordinary situations where a ~~QUEER-ONTARIO~~Queer Ontario response or action is immediately needed (such as in respect of a crisis or similar event in the queer communities or in respect of a legislative or governmental initiative affecting the queer communities), the Coordinators may approve the expenditure of unbudgeted funds sufficient to appropriately respond or act within the financial ability of ~~QUEER-ONTARIO~~Queer Ontario to do so.

(3) Any such emergency expenditure of funds shall be reported to the next ~~QUEER-ONTARIO~~Queer

Ontario Steering Committee Meeting.

1103076 Inspection of accounts

(1) The financial accounts of ~~QUEER ONTARIO~~*Queer Ontario* shall be made available for inspection by members upon reasonable request.

1103087 Banking provisions

(1) The coordinators shall establish such bank accounts as are necessary.

1103098 Signing authority

(1) Signing officers shall consist of the treasurer and not fewer than two other ~~QUEER ONTARIO~~*Queer Ontario* Steering Committee members authorized by the ~~QUEER ONTARIO~~*Queer Ontario* Steering Committee, provided that any two such members must sign all cheques and other negotiable or transferrable instruments.

1131009 Borrowing powers

(1) Subject to any statute, the letters patent, or any provision(s) of a specific or general nature embodied in a resolution of an Annual General Meeting or the Steering Committee, the Steering Committee may authorize the coordinators...

(a) to borrow money from a financial institution in the name of ~~QUEER ONTARIO~~*Queer Ontario* and limit or increase the amount to be borrowed;

(b) to issue debentures or other securities of ~~QUEER ONTARIO~~*Queer Ontario* and pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

(c) to secure any debentures or other securities or money borrowed, or other debt, or any other obligation of ~~QUEER ONTARIO~~*Queer Ontario* by charging, mortgaging, hypothecating, or pledging all or any of the real or personal, movable and immovable property of ~~QUEER ONTARIO~~*Queer Ontario*, including book debts, rights, powers, franchises, and undertakings;

...provided that

(d) any money borrowed pursuant to (a) or any debentures or securities issued pursuant to (b) may only be used for current operating expenses of ~~QUEER ONTARIO~~*Queer Ontario* unless secured pursuant to (c).

1111310 Other

(1) Subject to any statute, the letters patent, or any provision(s) of a specific or general nature embodied in a resolution of an Annual General Meeting or the Steering Committee, the Steering Committee may

authorize the directors:

- (a) to accumulate part of the funds of ~~QUEER-ONTARIO~~*Queer Ontario* and income therefrom;
- (b) to invest funds of ~~QUEER-ONTARIO~~*Queer Ontario* in such manner as the Steering Committee may determine;
- (c) to solicit and receive donations, bequests, legacies and grants, and to enter into agreements, contracts and undertakings incidental thereto;
- (d) to acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered appropriate;
- (e) to acquire real property by purchase, lease, devise, gift, or otherwise, and to hold such real property or interest therein necessary for the actual use and occupation of ~~QUEER-ONTARIO~~*Queer Ontario* or for the carrying on of its objects and purpose and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
- (f) to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary; and
- (g) to demand and compel payment of all sums of money and claims to any real or personal property in which ~~QUEER-ONTARIO~~*Queer Ontario* may have an interest.

PART ~~XIV~~: EXECUTION OF DOCUMENTS

12401 Execution of documents

(1) Contracts and documents made in the name of ~~QUEER-ONTARIO~~*Queer Ontario* shall be binding on ~~QUEER-ONTARIO~~*Queer Ontario* when signed by no less than two of the signing officers, provided that in the case of contracts the prior approval of the Steering Committee and general membership has been obtained.

PART ~~XIII~~: AMALGAMATION

13501 Amalgamation of organizations

(12) Any amalgamation of ~~QUEER-ONTARIO~~*Queer Ontario* with any other organization or incorporated body is prohibited and, accordingly, any discontinuation of ~~QUEER-ONTARIO~~*Queer Ontario* as an organizational entity shall occur only as the result of its dissolution as provided in part ~~XIV~~ of these by-laws or in accordance with the provisions of the applicable act governing incorporation.

PART ~~XIV~~: DISSOLUTION

16401 Motion of dissolution

(1) A motion to dissolve ~~QUEER-ONTARIO~~*Queer Ontario* requires a two-thirds majority of votes cast by ~~participating members in good standing~~*Voting Members* present at an ~~Annual or S~~*Special* General

~~Assembly in~~ Meeting called for such purpose, provided that the quorum for any such meeting shall be...

- (a) at least one quarter of ~~participating members in good standing~~ Voting Members who sit on the standing committees; or
- (b) at least ten ~~individual participating members in good standing~~ Voting Members;

... provided that

~~(c) in each such case participating membership is in good standing and must have become so more than 30 days prior to the date of the special General Assembly meeting.~~

14602 Liquidation of assets

(1) A motion to liquidate the assets of ~~QUEER ONTARIO~~ Queer Ontario shall be considered to be included in the general motion of dissolution or amalgamation.

14603 Disposition of property on dissolution

(1) Upon the dissolution of ~~QUEER ONTARIO~~ Queer Ontario and the payment of all debts and liabilities, the directors shall distribute or dispose of all the remaining property of ~~QUEER-ONTARIO~~ Queer Ontario to one or more community or charitable organizations having as objects the rights, interests or welfare of the queer communities.

PART XVH: AMENDMENT OF BY-LAWS

1501 Amendment of By-laws

(1) These by-laws may be amended by approval of a motion by two thirds of the votes cast at ~~any-an~~ Annual or Special General ~~Assembly~~ Meeting called for that purpose.

Sections Entirely Deleted

Comment [AB18]: These sections refer to old by-law numbers.

PART IV: SEAL

401 Seal

(1) The seal of QUEER ONTARIO shall be in the form of a circle, inside of which shall be the QUEER ONTARIO logo.

Comment [R19]: According to the new Not-for-Profit Corporations Act, a seal is no longer required.

From Part V: MEMBERSHIP

501 Individual membership (*version to delete*)

(1) Individual membership is divided into three categories—Participating membership, Supporting membership and Electronic or e-membership.

(2) Individual membership may be granted to any person who supports the objects of QUEER ONTARIO as set out in part II of these by-laws and pays an annual membership fee as set by the Steering Committee and valid for one year from the date of payment; and

(3) dependent upon the category of membership, may allow the person to access relevant mailings, to participate in the consensus decision-making process at all meetings and to vote at the Annual General Meeting and other General Assembly meetings, but does not entitle such person to vote at Steering Committee meetings unless elected to the Steering Committee.

(4~~3~~) Participating membership:

(a) may be granted to any person living in Ontario who:

- i. has filled out the official QUEER ONTARIO registration form; and

has contributed six (6) hours to the research, writing, planning, or execution of one or more QUEER ONTARIO initiative(s) per year; or

- iii. has participated in person or by other means in at least three (3) QUEER ONTARIO meetings per year, which need not be monthly meetings and need not be consecutive; or
- iv. has engaged in a combination of (ii) and (iii) for a total of six (6) hours.

(b) entitles a person to:

- i. i. participate in the consensus *formal* decision-making process at all meetings; and
- ii. vote at the Annual General Meeting and other General Assembly meetings; and
- iii. run for a position on the Steering Committee.

(5~~4~~) Electronic membership or e-membership

(a) may be granted to any person who:

- i. follows or subscribes to QUEER ONTARIO's QO-News, social and/or electronic media.

(b) entitles a person to:

- i. attend all meetings and participate in discussion;
- ii. but not engage in decision-making or voting

(6) The membership year for QUEER ONTARIO members begins the day of each Annual General Meeting and concludes the day before the following Annual General Meeting.

(7) Sixty (60) days before each Annual General Meeting, all QUEER ONTARIO members will be contacted by the secretary/membership coordinator to renew their membership by completing or updating their official registration form.

(8) Members who wish to vote at the Annual General Meeting or any other General Meetings in the coming year will be required to submit their updated registration forms 30 or more days before the Annual General Meeting. Members who do not submit their registration forms 30 days before the Annual General Meeting will be considered to be e-members or non-voting members.

502 Organizational membership *(to delete)*

(1) Organizational membership is divided into two categories: Participating organizational membership and Supporting organizational membership.

(2) Participating organizational membership:

(a) may be granted to any Ontario-focused organization that:

- i. has the primary purpose of meeting the needs of sexually diverse and gender diverse communities, from this point forward referred to in this document as 'queer'; and/or
- ii. has the primary purpose of working towards social justice objectives; and
- iii. supports the objects of QUEER ONTARIO as set out in part II of these by-laws; and
- iv. pays an annual membership fee valid for one year from the date of payment at a rate determined by the Steering Committee.

(b) entitles an organization to:

- i. receive all minutes of General Assembly and Steering Committee meetings; and
- ii. access all relevant mailings; and
- iii. be involved in the consensus decision-making process at all meetings; and
- iv. vote at all General Assembly meetings and the Annual General Meeting (one vote per organization).

(3) Supporting organizational membership:

(a) may be granted to any other organization:

- i. with a primary purpose which may or may not be that of meeting the needs of queer communities and/or of working towards social justice objectives;
- ii. but which supports the aims of the objects of QUEER ONTARIO as set out in part II of these ~~bylaw~~*by-laws*; and
- iii. pays the annual membership fee as determined by the Steering Committee.

(b) entitles an organization to:

- i. access to relevant mailings; and
- ii. participate in the consensus decision-making process at all meetings and conferences;
- iii. but does not entitle such organization to vote at Steering Committee meetings.

504 Membership in good standing *(to delete)*

(1) "Member(s) in good standing" means organization(s) or individual(s) not in arrears in respect of the applicable membership fee.

PART XII: CONFERENCES *(to delete)*

1201 Conferences

(1) The Steering Committee may, from time to time, call for provincial conferences to bring together queer individuals and their supporters in a spirit of unity and cooperation.

(2) Conferences play a consultative role for QUEER ONTARIO and may make recommendations to the Steering Committee.

(3) Anyone officially registered at a conference may vote on all motions.

(4) A conference may be held at the same time as an Annual General Meeting.