



## TEN OAKS PROJECT

A by-law relating generally to the conduct of the affairs of the Ten Oaks Project, (the "Corporation") BE IT ENACTED as a by-law of the Corporation as follows:

### SECTION 1: GENERAL

#### 1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;

"**special meeting of members**" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.



**1.2 Interpretation**

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in above, words and expressions defined in the Act have the same meanings when used in these by-laws.

All references to written notice shall include written notice by electronic means.

**1.3 Objects**

It is hereby declared that the objects of the Corporation are:

- to provide programming for children and youth of lesbian, gay, bisexual, trans, queer (LGBTQ) and/or non-traditional families, youth who identify as LGBTQ and their allies;
- to ensure that all programming is economically accessible to these individuals or families regardless of income;
- to ensure that all programming is grounded in the principles of education and social justice, while also offering artistic and recreational elements;
- to address the unique situations of children and youth with LGBTQ and/or non-traditional family structures, youth who identify as LGBTQ and their allies by creating empowering opportunities in a space that (1) advances inter-personal growth, (2) fosters the development of social and leadership skills and (3) values community diversity.

**1.4 Principal Office**

The principle office of the Corporation shall be located in the National Capital Region, and at such address as the Board of Directors may from time to time determine.

**1.5 Seal**

The seal of the Corporation shall be of such form as prescribed by the Board of Directors, and shall bear the name of the Corporation. The Secretary shall be the custodian of the seal.



## **1.6 Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any two signing officers as designated by the Board, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The Board of Directors shall have power from time to time by resolution to appoint one or more signing officers to sign specific contracts, documents and instruments in writing.

The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation.

The seal of the Corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any two signing officers appointed by resolution of the Board of Directors.

## **1.7 Fiscal Year**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall be from January 1 to December 31.

## **1.8 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 MEMBERSHIP – Matters Requiring Special Resolution**

### **2.1 Membership Classes**

There shall be five classes of membership: *individual, family, community, employee and life member*. Any person becomes eligible to become a member in the appropriate class upon actively participating in the Corporation's programs or activities, provided they are of legal voting age.

2.1.2 The Board of Directors will notify individuals or organizations eligible to become members. Upon becoming members, individuals or organizations' names will be added to the Membership List of the Corporation. The Corporation will maintain an



accurate list of members at all times.

2.1.3 In the event of a dispute regarding membership, a majority vote by the Board of Directors will determine the resolution of the issue.

2.1.4 No membership may be transferred to another party.

## **2.2 Individual Membership**

2.2.1 An individual membership shall be available to a person who has:

Completed, 15 hours of volunteer work for or on behalf of the Corporation, during the twelve month period preceding membership, or

Been accepted to register for one of the Corporation's programs during the twelve month period preceding membership, provided they reached or exceeded the age of majority within that twelve month period, or

Been approved to register for one of the Corporation's programs during the twelve month period preceding membership, provided they were 16 or 17 years old during their time of participation, and have not since reached the age of majority, in which situation:

(a) that individual will be provided with the opportunity to appoint a representative who has reached the age of majority.

(b) that individual will forfeit their individual vote if they appoint a representative who already holds a vote; or

Committed to, or completed, other work for or on behalf of the Corporation, during the twelve month period preceding membership, such that a majority vote of Board of Directors determines to extend membership to the individual, and remains in good standing.

2.2.2 Any such Member shall be notified of and be entitled to vote at the Annual General Meeting or at Special Meetings, subject to other provisions of this article.

2.2.3 Any such Member shall be considered eligible to be a candidate for election to the Board of Directors or to participate on a committee provided that member has reached the age of majority, except for any person who currently holds a volunteer program leadership position (e.g. Director, Assistant Director, Coordinator), who will not be eligible for a concurrent position on the Board.

2.2.4 In the event that an otherwise eligible individual is also an appointed representative of a Family or Community Member, or later becomes the appointed representative of a Family or Community Member, that individual is not eligible to be an Individual Member.



## 2.3 Family Membership

2.3.1 A Family membership shall be available to a group of individuals who self-identify as a 'family' when

(a) at least one member of that family has been approved to register for at least one program offered by the Corporation within the twelve month period preceding membership, unless

(b) the sole member of that family who has been approved to register for at least one program offered by the Corporation within the twelve month period preceding membership has reached the age of 16 or 17 during the time of participation, or

(c) the sole member of that family who has been approved to register for at least one program offered by the Corporation within the twelve month period preceding membership has reached the age of majority, and the member remains in good standing.

2.3.2 The Corporation will use as default the legal parent or guardian of the individual who was accepted to register for the Corporation's program, unless (i) the legal parent or guardian of the individual who was accepted to register for the Corporation's program provides the Corporation with the name of an alternative representative. (ii) the individual has reached or exceeded the age of majority, (iii) the individual was 16 or 17 years of age during their participation in at least one of the Corporations programs. Each such Family Membership shall provide the Corporation with the name of its appointed representative for the purposes of voting and representation at meetings of the membership.

2.3.3 Should there be an individual within a family membership that is eligible for individual membership, by virtue of these by-laws, each member shall be deemed to have separate membership with all the rights and privileges that adhere thereto, unless

(a) the Individual Member appoints a representative who is also the appointed representative of a Family Membership, in which case only one membership will be recognized, or

(b) an individual is also an appointed representative of a Family or Community Membership, in which case only one family membership will be recognized.

2.3.4 Family Members shall be notified of and be entitled to exercise one vote at the Annual General Meeting or at Special Meetings, subject to other provisions of this article.



2.3.5 The appointed representative of Family Members shall be considered eligible to be a candidate for election to the Board of Directors.

#### **2.4 Community Membership**

2.4.1 A Community Membership shall be available to any person or Corporation:

(a) who actively participates in or commits to furthering the Corporation's objectives through in-kind or financial contributions approved by the Board of Directors, within the twelve month period preceding membership, or

(b) who is committed to furthering the objects of the Corporation through involvement in other community Corporations whose Objects are consistent with the Corporations during the twelve month period preceding membership, and

(c) whose membership has been approved by a majority vote of the Board of Directors, and

(d) remains in good standing.

2.4.2 In the case of a Corporation, each such Member shall provide the Corporation with the name of its appointed representative.

2.4.3 The appointed representative of any such Member shall be notified of and be entitled to speak at the Annual General Meeting or at Special Meetings, subject to other provisions of this article.

2.4.4 No such Member shall be entitled to vote at either the Annual General Meeting, or at Special Meetings.

2.4.5 No such Member shall be considered eligible to be a candidate for election to the Board of Directors.

#### **2.5 Life Membership**

2.5.1 An Individual Member of the Corporation may, upon a majority vote of the Board of Directors, become Life Members of the Corporation, in recognition of their long-standing contributions to the Corporation.

2.5.2 Life Members shall be notified of and be entitled to speak at the Annual General Meeting or at Special Meetings, subject to other provisions of this article.

2.5.3 Life Members are eligible to vote at either the Annual General Meeting, or at Special Meetings.



2.5.4 Life Members shall be considered eligible to be a candidate for election to the Board of Directors, or to participate on a committee.

## **2.6 Employee Membership**

2.6.1 An Employee Membership shall be available to any individual who is currently employed by the Corporation or has completed a contract of employment within the past year, and remains in good standing.

2.6.2 Employee Members shall be notified of and entitled to speak at Annual General Meetings or at Special Meetings, subject to other provisions of this article.

2.6.3 No such Member shall be entitled to vote at either the Annual General Meeting or at Special Meetings.

2.6.4 In the event that an Employee Member also meets criteria for either Individual or Family Membership the rules governing Employee Membership will apply to that individual.

## **2.7 Voting Privileges**

2.7.1 Only those individuals or families whose Membership with the Corporation has been in effect for a minimum of 30 days prior to the Annual General Meeting or a Special Meeting shall be eligible to exercise their vote.

2.7.2 The right to vote shall be immediately suspended for any Member determined by the Board of Directors to have fallen from good standing.

## **SECTION 3: MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **3.1 Dues**

Membership fees or dues, where applicable, may be determined from time to time by the Board of Directors.

### **3.2 Standing**

3.2.1 Members who have paid any required fees or dues shall be considered Members in good standing.

3.2.2 A Member shall cease to be in good standing if they have failed to pay fees or dues, if any, within ninety days following the date when such balances became payable to the Corporation.

### **3.3 Resignation**

Any Member may withdraw from the Corporation by tendering their written notice to



the Board of Directors.

### **3.4 Removal**

Any Member, including Life Members, may have their status removed by the Board of Directors if it is determined that the Member has ceased to act in a way that is consistent with the Corporation's objects, policies or procedures.

Any Member, including Life Members, may have their status removed by the Board of Directors if it is determined that the Member has acted to the detriment of the Corporation.

The Board of Directors must give any such Member written notice of its intentions to consider removal at least thirty days prior to the meeting at which the decision will be deliberated. Members retain the right defend their Membership status before the Board of Directors or in writing.

Removal shall require a two-thirds majority vote at the meeting of the Board of Directors during which the decision is deliberated.

## **SECTION 4: MEETINGS OF MEMBERS**

### **4.1 Meetings**

4.1.1 The Members may consider and transact any business at any Meeting of the Members, subject to other provisions of this article or provision of the Act.

4.1.2 The quorum for the transaction of business at any Meeting of the Membership shall consist of whichever is the greater of ten per cent or five voting Members present in person.

4.1.3 Votes to Govern: At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **4.2. Notice of Meetings**

4.2.1 Notice of any members meetings shall be communicated to the Corporation's membership no less than fourteen days before the date of the meeting.

4.2.2. Notice of any members meetings shall be in writing and will establish the time, date, location and agenda of the Meeting.

### **4.3 Special Meetings**





4.3.1 Subject to an in accordance with the Act, The Board of Directors may call a Special Meeting on its own initiative or at the written request of twenty per cent of the Membership.

4.3.2 Notice of any Special Meeting shall be communicated in writing to the Corporation's membership no more than fourteen days after the decision was deliberated and approved at a meeting of the Board of Directors, and no less than fourteen days prior to the date of the Meeting.

4.3.3 Notice shall include details on the time and place of a Special Meeting, the reason it was called and shall identify the Directors or Members who requested the Meeting.

4.3.4 Where the Members have requested a Special Meeting, they may withdraw their sponsorship by written request to the Board of Directors.

4.3.5 A Special Meeting may be cancelled by written notice to the Board of Directors by a majority of the Corporation's Membership.

#### **4.4 Voting by Proxy**

Voting by proxy shall be permitted at any meeting of the members. At any meeting of the members, each member who is present and entitled to vote may serve as a proxy on behalf of one member only. With respect to all other matters relating to proxy voting, the board shall determine at its sole discretion the manner and form in which the right to vote by proxy shall be exercised.

### **SECTION 5: DIRECTORS**

#### **5.1 Board Composition**

5.1.1 The Board of Directors shall consist of between three and six Executive Officers, and not less than three Directors, with a total board compliment of no more than eighteen.

5.1.2 A slate of Directors shall be nominated for the Board of Directors by the existing Board of Directors and put forward for decision by the Membership at a meeting if the members. Directors shall be elected for staggered terms of two years.

#### **5.2 Meetings of Directors**

5.2.1 The Board shall hold Regular Meetings at least four times annually, at intervals not exceeding 150 days.

5.2.2 Meetings of the Board of Directors shall be chaired by the President or another individual designated by the Board of Directors.



5.2.3 Where at all possible, the Board of Directors will employ a consensus-based decision making-process. Barring consensus after a reasonable time, the President shall open the decision to a vote. A vote on the decision must be supported by whichever is the greater of three or at least one-quarter of the Directors in attendance. A vote shall be determined by a two-thirds majority decision.

5.2.4 Regular Meetings of the Board of Directors shall be called by the Executive Officers of the Corporation with ten days written notice as to time, date and location.

5.2.5 Special Meetings of the Board of Directors, for which five days written notice must be given, may be called at the request of at least half of the Directors to deal with only those topics inciting such a Meeting.

5.2.6 The quorum for Meetings of the Board of Directors shall be a majority of the total numbers of Directors elected. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

5.2.7 In the event that a quorum is not present, the Executive Officers are entitled to take such actions or make such decisions as may be necessary for the operations of the Corporation.

5.2.8 The minutes of the Board of Directors shall be available to the Membership of the Corporation, excluding in-camera items, which shall only be available to members of the Board of Directors.

5.2.9 No error or omission in giving notice of any Meeting of the Board of Directors shall invalidate such Meeting or make void any proceedings taken thereat.

### **5.3 Committees**

5.3.1 The Board of Directors may appoint standing or ad hoc committees whose members will hold their offices at its will in the Terms of Reference set out at the time of appointment. The Board of Directors shall determine the duties of such committees and may determine, by resolution, any reimbursement for reasonable expenses incurred in the performance of committee activities or duties.

5.3.2 The Terms of Reference for any committee shall include its composition, the preferred time and method for reporting, the overall purpose, the scope of its authority, the status of the committee, and any specific directives defining the committee's objectives or tasks.

5.3.3 Any committee established shall have as its chair a Director and/or an Executive Officer.

5.3.4 Meetings of committees shall be called by the chair.



5.3.5 Committee membership is open to Members of the Corporation or to the appointed representative of Family Members, community members appointed by the Board of Directors; or on a non-voting basis to volunteers of the Corporation who are not of legal voting age.

5.3.6 Quorum shall be a majority of voting committee members.

## **SECTION 6: EXECUTIVE OFFICERS**

### **6.1 Executive Officers**

6.1.1 The Executive Officers of the Corporation shall be a President; two Vice Presidents; a Treasurer; and a Secretary.

6.1.2 The President shall be elected at the AGM. Executive Officers other than the President shall be appointed by resolution of the Board of Directors at its first Regular Meeting following the Annual General Meeting.

6.1.3 The Executive Officers, shall hold office for two year(s) from the date of appointment or election or until their successors are elected or appointed in their stead. Executive Officers shall be subject to removal by resolution of the Board of Directors at any time.

### **6.2 Duties of the Executive Officers**

6.2.1 The President shall be responsible for the overall affairs of the Corporation. The general duties of the President are:

- Provides leadership to the Board of Directors.
- Chairs the Executive Committee.
- Makes sure the Board adheres to its bylaws and constitution.
- Prepares the Board meeting agendas with input from Board Members and the senior staff person. Chairs meetings of the Board.
- Encourages Board members to participate in meetings and activities.
- Keeps the Board's discussion on topic by summarizing issues.
- Keeps the Board's activities focused on the organization's mission.
- Makes sure that committee chairpersons are appointed.
- Orients Board Members and committee chairpersons to the Board.
- Serves as ex-officio member of committees and attends their meetings as needed.
- Makes sure there is a process to evaluate the effectiveness of Board Members, using measurable criteria.
- Makes sure there is a process to evaluate the senior staff person annually, using measurable criteria.
- Recognizes Board Members' contributions to the Board's work.



- Acts as a signing officers for cheques and other documents, such as contracts and grant applications.
- Plays a leading role in supporting fundraising activities.
- Promotes the organization’s purpose in the community and to the media.
- Prepares a report for the Annual General Meeting.
- Delegates duties to the Ten Oaks Project staff members as needed.

6.2.2 The Vice-Presidents shall fulfil the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of the office; and, to perform all specific duties assigned by the President, or requested by the Board of Directors or the Membership.

6.2.2.1 One Vice-President shall represent the Greater Toronto Area region and the other Vice-President shall represent the National Capital Region.

6.2.2.2 At the discretion of the President, the two Vice Presidents shall Co-Chair the Human Resources and Nominations Committee and divide the following duties:

- Serves on the Executive Committee.
- Learns the duties of the President and keeps informed on key issues.
- Works closely as consultant and advisor to the President.
- Acts as a signing officer for cheques and other documents.
- Co-Chair the Human Resources and Nominations Committee
- Perform leadership and stewardship roles in the National Capital Region and Greater Toronto Area
- Acts as the main support for Board Members in their respective cities when questions, concerns or conflicts arise related to the Board of Directors and its work.
- Delegates duties to the Ten Oaks Project staff members as needed.

6.2.3 The Board Treasurer oversees the day-to-day financial affairs with input and support from the senior staff person and is responsible for the accounting of the funds of the organization, its budget and expenditures.

The general duties of the treasurer are as follows:

- Serves on the Executive Committee.
- Gives regular reports to the Board on the financial state of the organization.
- Keeps financial reports on file.
- Chairs the Finance Committee.
- Acts as a signing officer on cheques and other documents
- Ensures the senior staff person is keeping full and accurate accounts of all organizational receipts and disbursements, receiving and banking all monies due to the organization, disbursing all monies as directed by the board, and issuing charitable and non-charitable receipts.



- Oversee payroll tasks
- Files necessary financial reports, tax reports and audits.

Delegates duties to the Ten Oaks Project staff members as needed.

6.2.4 The secretary is responsible for maintaining all documents required by the organization in accordance with legislation.

The general duties of the secretary are as follows:

- Serves on the Executive Committee
- Keeps copies of the organization's bylaws and the Board's policy statements.
- Keeps lists of officers, Board Members, committees and General Membership.
- Notifies Board Members of meetings.
- Keeps record of Board attendance.
- Makes sure that there is a quorum at Board meetings.
- Keeps accurate minutes of meetings.
- Records all motions and decisions of meetings.
- Maintains official minute book to meetings.
- Signs Board minutes and corrections to confirm their accuracy.
- Records all corrections to minutes.
- Ensures copies of minutes of both Board and committee meetings are maintained.
- Distributes copies of minutes to Board Members promptly after meetings.
- Conducts general Board correspondence.
- Keeps records of all Board correspondence.
- Signs official documents of the organization as required.
- Files the annual return, amendments to the bylaws and other incorporation documents with the Corporate Registry.
- Makes sure members are notified of General Meetings.
- In the absence of the President and Vice-Presidents, chairs Board meetings until the election of an alternate President.
- Oversees the coordination of the Annual General Meeting.
- Delegates duties to the Ten Oaks Project staff members as needed.

### **6.3 Indemnity to the Board of Directors**

6.3.1 Every Director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

6.3.1.1 All costs, charges and expenses which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the good faith execution of the duties of their office or in respect of any such liability;



6.3.1.2 All other costs, charges and expenses which are sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by that Director's own willful neglect or default.

#### **6.4 Public Statements**

6.4.1 On matters where the Corporation has a policy or decision, public statements on its behalf may be made by the President.

6.4.2 In certain circumstances, the Board of Directors may decide to elect a spokesperson other than the President on a given issue. In these instances, the Board of Directors will appoint such a spokesperson at a meeting of the Board of Directors.

6.4.3 On matters where the Corporation has no policy or decision, no public statement may be made until the Board of Directors or, in its absence, the Executive, has been consulted.

#### **6.5 Limits on Expenditures**

Any expenditure of funds not included in the budget for the current fiscal year shall require approval by the Board of Directors.

#### **6.6 Rules and Regulations**

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next members meeting when they shall be confirmed; and, failing such confirmation at such meeting, shall at and from that time cease to have any force and effect.

### **SECTION 7: DISSOLUTION**

7.1 A motion to dissolve the Corporation or amalgamate with another Corporation requires a two-thirds majority vote of the Membership.

7.2 A motion to liquidate the assets of the Corporation shall be considered to be included in the general motion of dissolution or amalgamation.

7.3 During liquidation, the Board of Directors shall distribute or dispose of all the remaining property of the Corporation to a recognized charity in Canada whose goals and objectives parallel those of the Corporation and who is eligible to receive such property under the relevant provisions of the *Income Tax Act*. The approval of said charity shall be given by the Membership.