

Bylaws of

SPECTRUM – Waterloo Region's Rainbow Community Space

Bylaw #1

BE IT ENACTED as a bylaw of SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”) as follows:

Article I. Interpretation

1.1 In this bylaw and all other bylaws and resolutions of SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”) unless the context requires otherwise:

- a) ‘Act’ and ‘Corporations Act’ mean the Corporations Act R.S.O. 1990, C.38, as amended, and any statute enacted in substitution;
- b) ‘LGBTQ’ is a short form for Lesbian, Gay, Bisexual, Transgender and Queer;
- c) ‘Queer’ or ‘rainbow’ is a term that is taken to include any individual who is not wholly accommodated by a heterosexual cisgender identity, including the identities of lesbian, gay, bisexual, trans, transgender, transsexual, intersex, two-spirit, fluid, pansexual, asexual and questioning, notwithstanding those members of such a group who do not self-identify as queer;
- d) ‘SPECTRUM’ means SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”);
- e) ‘The Corporation’ and ‘The Society’ mean SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”) as incorporated under the Act;
- f) ‘Member’ means a regular member as defined in Section 3.01;
- g) ‘Board’ means the Board of Directors of SPECTRUM – Waterloo Region’s Rainbow Community Space (“SPECTRUM”);
- h) ‘Officer’ means a member of the Board of Directors, including Chair, Vice-Chair, Secretary, Treasurer and Directors;
- i) ‘resolution’ means a written motion adopted by simple majority of voters present at a meeting;
- j) ‘special resolution’ means a written motion adopted by a two-thirds majority of eligible voters present at a meeting of members;
- k) ‘simple majority’ and ‘majority’ mean more than 50% of all ballots or votes cast or of all members of a particular group;
- l) ‘in camera’ means the part of a meeting of the board in which information is not recorded in the minutes and is not made available to the public;
- m) ‘ex officio’ means a member of a group who is a member by virtue of holding another office, and who has all the same rights as other members including the right to vote on any business brought before the group;
- n) ‘executive office’ means an office the holder of which is an ex officio member of the Executive Committee (e.g. Secretary).

Article II. Object

The object of the society shall be consistent with the objects set forth in the Society's Articles of Incorporation as amended from time to time.

Article III. Membership

3.01 Members

a) Entitlement. The members of the Corporation shall be those persons as may from time to time be admitted into membership by the Secretary in accordance with rules for membership in the Corporation which have been approved by resolution of the board of directors and those persons as may from time to time be admitted into membership in the Corporation by resolution of the board of directors. Each member shall be promptly informed by the Secretary of their admission as a member.

b) Resignation. Members may withdraw from the Corporation by delivering to the Corporation a resignation in writing which shall be effective from acceptance thereof by the board of directors. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Corporation prior to acceptance by the Corporation.

c) Termination of Membership. The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

1. upon death; or
2. dissolution; or
3. when the member's period of membership (if any) expires; or
4. when the member ceases to be a member by resignation. or otherwise in accordance with the By-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a special meeting of which notice specifying the intention to pass such resolution has been given (provided the member shall be granted the opportunity to be heard) terminate the membership of any member of the Corporation.

Section 3.02 Membership Eligibility

Membership in the Corporation is open to any person who:

- a) Self-identifies as LGBTQ OR is willing to publicly declare themselves to be an ally of

- LGBTQ people;
- b) Lives, works, plays and/or studies within Waterloo Region;
- c) Has paid the membership dues set by the Board of Directors;
- d) Has, in the opinion of the Board, a genuine interest in promoting the objectives of the Corporation; and
- e) Has had an application for membership accepted by the Board.

Section 3.03 Rights of Members

A member of the Corporation shall have the right to:

- a) receive notice of all meetings of members;
- b) attend and participate in all meetings of members;
- c) sit, subject to the Board's approval, on any Committee except the Executive Committee;
- d) vote on matters brought before Committees of which they are members; and
- e) periodically receive information about SPECTRUM and its programs.

Section 3.04 Responsibilities of Members

The Board shall, from time to time, establish policies pertaining to appropriate conduct of members of The Corporation.

Section 3.05 Accessibility

In recognition that the Corporation should seek to eliminate barriers that would unfairly impede an applicant from promoting the objectives of the Corporation as a member, the Board shall be empowered to waive membership dues for any member on a case by case basis by board resolution.

Section 3.06 Membership Dues

The Board shall, from time to time, establish a fee schedule for membership.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

Section 3.07 Application and Renewal

Applications for membership shall be submitted in the form prescribed by the Board. The Board shall, from time to time, establish policies pertaining to the procedures and fees relating to

membership application.

A decision to refuse membership on the grounds of ineligibility shall be communicated in writing to an applicant within 30 days of the submission of an application.

Membership dues for all members are due at the start of the fiscal year. The dues paid by new members within 60 days of the fiscal year end cover both that and following fiscal year. Non-payment of annual membership dues shall be grounds for termination of membership. A member whose dues have not been paid shall have a grace period of two months following written notice of dues owed in which to renew membership without loss of privileges.

Section 3.08 Register of Members

A register of members for each membership classification that includes contact information for each member shall be kept at the head office.

Article IV. Officers

Section 4.01 Officers and Duties

The officers of the society shall be a Chair, a Vice-Chair, a Secretary, a Treasurer, and two to nine Directors. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Society.

Section 4.02 Nomination and Election of Officers

The officers of the society will appoint a nominating committee of three (3) members of the society, in good standing. The nominating committee will prepare a slate of officers to be presented at the following annual general meeting held for the election of officers, and to make every effort to ensure representation on the Board reflects the diversity of the LGBTQ community in Waterloo Region.

The nominating committee shall make a public call for nominations at least 30 days prior to the general meeting at which officers will be elected. Individuals may nominate themselves. Each nominee will be interviewed by the nominating committee, which will then decide whether to add the nominee's name to the election slate. A nominee is not required to be a regular member in order to stand for election, but if elected must become a regular member prior to assuming office.

An individual must be a member in good standing 48 hours before the start time appearing on the notice of an Annual General Meeting or General Meeting in order to be eligible to vote in an

election process held at that meeting.

At the election of officers at a general meeting, no nominations from the floor shall be accepted. Nominees shall each be permitted five minutes to address the membership prior to a vote. Other individuals wishing to address the membership on the subject of elections may do so within the guidelines of the meeting procedures in effect. A slate of officers prepared by the nominating committee shall be presented to the membership. This slate may consist of any combination of offices, and only the office of Director may specify more names than there are positions, and the slate shall not specify more names than the total number of positions. The membership shall ratify the slate by a simple majority vote. The election process shall be conducted and the counting of the ballots shall be performed by a member who is not an officer and whose name has not been submitted for consideration. The resulting board may avail themselves of the provisions in Section 5.04 to fill vacancies if vacancies exist. The elected board shall elect from amongst themselves individuals to hold any executive office that was not specified by the slate presented by the nominating committee.

If the vote to ratify the slate presented by the nominating committee does not pass, the nominees are not accepted as officers, existing officers continue to hold their offices, and the nominating committee has 60 days in which to call a General Meeting and follow election procedures in this section in an attempt to secure membership ratification of a slate.

If a slate is not ratified at a General Meeting called to hold elections, a new nominating committee will be elected (as per the process described in this section) at that General Meeting and the new nominating committee will have sixty days to call a General Meeting for the purpose of securing membership ratification of a slate.

Officers shall serve for two years or until their successors are elected, and their term of office shall begin at the start of the fiscal year, or immediately if the fiscal year has already started.

Section 4.03 Vacancies

The board may fill a vacant office by appointing a member of the corporation. Any such appointment is effective only until the end of the fiscal year in which the member was appointed. Such appointments include naming a Director to the position of Chair, Vice-Chair, Secretary or Treasurer. Any such appointment constitutes a full term in office regardless of length.

Section 4.04 Office-Holding Limitations

No member shall hold more than one executive office at one time, and no member shall be eligible to serve more than three consecutive terms in the same executive office.

No member may serve more than six terms in any office.

Section 4.05 Resignation and Removal

An officer may leave office by submitting a resignation in writing to the Secretary for acceptance at the next regular meeting of the Board. The resignation is effective when accepted by the Board.

An officer may resign an office of Chair, Vice-Chair, Secretary, or Treasurer and remain a Director by submitting a resignation in writing to the board so long as the limits of Section 5.02 are not exceeded. The resignation is effective when accepted by the Board.

An officer is deemed to have resigned if found to be absent from three or more meetings of the Board without having given notice to the Secretary at least 24 hours prior to the meeting. The resignation is effective if and when the board, at its discretion, chooses to accept the resignation.

An officer may be removed from office prior to the end of her or his term by special resolution of the membership.

An officer whose membership has been revoked shall be deemed to have resigned from office effective on the date of the cancellation of membership.

Section 4.06 Leave of Absence

The board may grant a leave of absence of a fixed term to an officer, so long as not more than two directors are on such a leave at one time. The Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director of the time being.

Section 4.07 Voting and Quorum

The presence of at least 50% of the officers of the Corporation, not counting ex officio officers and officers on leave, is required for the valid transaction of business during any meeting of the Board of Directors.

Resolutions may be passed by a manner other than in-person meetings, as prescribed by the Board, so long as any such manner requires the unqualified agreement of 100% of the officers of the Corporation for the resolution to be adopted, not counting ex officio officers and officers on leave, and ensures that every voting officer receives the text of the resolution to be voted on in an identical way and has equal opportunity to participate in any discussion of the resolution.

Article V. Meetings

Section 5.01 Meetings of the Board of Directors

Meetings of the board of directors shall be open to the public, except those portions of any meeting that are designated in camera by the board.

Section 5.02 Annual General Meeting

The Annual General Meeting shall be held within 90 days following the fiscal year end at such date, time and place within the Region of Waterloo as determined by the Board, for the purpose of:

- a) Considering and approving the minutes of the previous annual general meeting and any general or special general meeting that may have been held since the last annual meeting;
- b) Receiving and adopting financial statements for the preceding fiscal year;
- c) Receiving and considering such other reports and statements as are required by the Corporations Act;
- d) Providing, as necessary, a recommendation for auditor(s) for the coming fiscal year;
- e) Electing officers [see section 4.02]; and
- f) Transacting any other business properly brought before the meeting.

Section 5.03 Special General Meeting

The Chair or Secretary shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by one-third of the members in good standing and stipulating the purpose of such meeting. A Special General Meeting shall be held within 60 days of the request at a date, time and place within the Region of Waterloo as determined by the Secretary. Discussion is limited to the initial purpose of the meeting unless a majority agrees to introduce other agenda items.

Section 5.04 Notice and Agenda

Notice for any meeting of members shall be given to each member at least twenty one days before the date fixed for the annual general meeting, and at least ten days before a special general meeting. All notices shall contain the date, time, place, agenda and proposed business of the meeting, including the text of any special resolution or bylaw to be considered.

Only business on the agenda or related thereto shall be transacted at a meeting of members unless:

- a) A notice of motion to place an item on the agenda has been delivered to the Secretary at least ten days prior to the Annual General meeting; or
- b) Subject to the Corporations Act, the notice provision is waived by a simple majority vote of those present and entitled to vote at such meeting.

Notices delivered by mail, electronic mail or telephone shall be deemed to satisfy the

requirement for member notification.

Notice of any meeting of the Board shall be communicated to every officer at least seven days prior to the meeting. Notice is not required for meetings scheduled by virtue of a standing arrangement (e.g. the Nth Monday of each month) if that agreement appears in the minutes of a previous meeting.

No error or omission in giving notice of an Annual General, Special General, Directors, or any other meeting will invalidate the meeting or make void its proceedings.

Section 5.05 Decisions in Lieu of Meetings

If all voting members agree to and sign a resolution or special resolution, it will be as valid as one passed at a meeting. It is not necessary to give notice for a decision in lieu of a meeting. The date on the resolution is the date it is passed.

Section 5.06 Quorum

A quorum for the transaction of business at any Annual General or Special General Meeting shall be the lesser of 20% of members in good standing or 15 members.

If the number of members in good standing at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

Section 5.07 Voting Procedures

Resolutions at an Annual General or Special General Meeting may be passed by simple majority of the votes cast in person by members in good standing, unless the issue must be decided by special resolution. Generally the Chair does not have a vote, but, in the event of a tie, the Chair casts the deciding vote. At member meetings, questions will be decided by a show of hands unless a poll is demanded.

Section 5.08 Proxy

At the Annual General Meeting and Special General Meetings, a member, in good standing, is entitled to a vote by proxy (by mail, telephonic, or electronic means) on any matter.

Section 5.09 Procedure

The procedures at all meetings shall be governed by a set of rules as determined by the Board.

Notwithstanding, all officers and members shall endeavor to understand, practice, promote and

facilitate an anti-oppression framework within the context of meetings of the Corporation.

Section 5.10 Minutes

The Secretary or a delegate shall take and keep a written record of the business conducted at each meeting of members and meeting of the Board of Directors. A copy of this record shall be maintained at the SPECTRUM Office.

Article VI. Board of Directors

Section 6.01 Composition

The officers of the society, including the Directors, shall constitute the Board of Directors.

Section 6.02 General and Specific Powers

The directors, acting together in their capacity as a Board, shall have the authority to exercise any and all powers prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, and without limiting the generality of the foregoing, shall have the following powers in particular:

- a) making contracts, exercising powers, and carrying out actions it is authorized by the objects to do;
- b) regulating admission of members, requirements of membership, and termination of membership;
- c) governing and regulating the operations, management, and control of the organization and all its activities;
- d) appointing committees as required in the Act and as will benefit the organization;
- e) interpreting the intent of any bylaw, policy, procedure, resolution, or report in connection with the organization and determining any dispute in that regard.

Section 6.03 Powers of Individual Directors

No individual officer shall have authority to act on behalf of the Corporation or the Board in any respect except as provided in this bylaw or by resolution of the Board. This includes but is not limited to the authority to direct employees and agents of the corporation and to enter the corporation into a contractual agreement.

Section 6.04 Accountability

Every director of the Corporation shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interest of the Corporation, and in connection therewith

shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances.

Section 6.05 Duties of Office

- a) **Chair:** Unless otherwise agreed by the Board of Directors, the Chair shall:
 - i. officially represent SPECTRUM on all occasions. If the Chair is absent, is unable or refuses to act, the Board of Directors shall assign a designate;
 - ii. preside as Chair of all meetings of the Board of Directors;
 - iii. perform such other duties as may from time to time be conferred on him or her as decided on by the Board of Directors;
- b) **Vice-Chair:** Unless otherwise agreed by the Board of Directors, the Vice-Chair shall:
 - i. assume the offices and duties of the Chair in the event that the Chair is temporarily or permanently unable to carry out his or her duties. In the event that the Chair resigns, the Vice-Chair shall become the Chair until the next scheduled election of Chair.
- c) **Secretary:** Unless otherwise agreed by the Board of Directors, the Secretary shall:
 - i. keep an accurate account in the minute-book of all meetings.
- d) **Treasurer:** Unless otherwise agreed by the Board of Directors, the Treasurer shall:
 - i. subject to the provisions of any resolution of the board of directors, have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

Article VII. Committees

Section 7.01 Executive Committee

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, and Treasurer.

Subject to any regulations imposed by the Board and by law, between Board meetings the Executive Committee may exercise all the powers of the Board in the management and direction of the affairs of the organization. The Executive Committee may operate in any manner that it deems best for the interests of the organization when the Board has not given specific directions.

Meetings of the Executive Committee may be held at any place and in any manner that suits the agenda. The Executive Committee shall keep minutes of its meetings, including all actions taken

by it, and shall submit them as soon as practical to the Board for ratification. Subject to any regulations imposed by the Board, the Executive Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.

Section 7.02 Nominating Committee

The Nominating Committee is established and has a mandate as described in Section 4.02.

Meetings of the Nominating Committee may be held at any place and in any manner that suits the agenda. Subject to any regulations imposed by the Board, the Nominating Committee has the power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure.

Section 7.03 Other Committees

Such other committees, standing or *ad hoc*, shall be appointed by the Chair as the Society or the Board of Directors shall from time to time deem necessary to carry on the work of the Society.

A chair for each committee shall be appointed by the Board of Directors. The committee may admit as a member any individual, including individuals who are not members of the Corporation, at the discretion of the committee chair. The Secretary shall keep an up-to-date list of committees and their members, including complete contact information for each member.

No member may serve as the chair of a committee for more than three consecutive years except if the position is granted by virtue of an office.

Subject to any regulations imposed by the Board, committees have the power to fix their quorum at not less than a majority of their members.

The chair of each committee shall report or assign a delegate to report to the Board of Directors on the activities of the committee at least once every thirty days.

Committees shall keep a written record of their meetings, a copy of which shall be stored at the head office of the Corporation.

Article VIII. Indemnification

Each officer holds office with protection from the organization. The organization indemnifies each officer against all costs and charges that result from any act done as an officer for the organization. The organization does not protect any officer for acts of fraud, dishonesty, or bad faith.

No officer:

- a) is liable for the acts of any other officer, agent or employee of the Corporation;
- b) is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the organization;
- c) is liable for any loss due to an oversight or error in judgment, or by an action when acting as an officer of the organization, unless the act is fraud, dishonesty, or bad faith;
- d) is liable for any loss or damage that results from acting on the statement or report of the Corporation's auditor.

Article IX. Amendment of Bylaws

The bylaws of the organization may be repealed or amended by resolution at an Annual General or Special General Meeting of the membership. The substance of any proposed change shall be included with the notice of the meeting at which the change will be presented to the membership.

Article X. Books and Records

The Board shall ensure that all books and records of the organization required by the Act or bylaws are regularly and properly maintained. The following records shall be open to inspection at the head office of the Corporation within fourteen days of a request by any member who has given such a request in writing: Objects, Bylaws, Minutes of Member Meetings, Register of Members, Register of Officers, Policies adopted by the organization, and Financial Statements.

Section 10.01 Privacy

The Secretary shall ensure that all records which contain any personal information of volunteers or individuals who access the services of the Society are kept in a locked space at the SPECTRUM Office.

The Secretary shall ensure that all records which contain any personal information of volunteers or individuals who access the services of the Society are destroyed after no more than five years of storage.

Section 10.02 Confidentiality

The Board shall from time to time prescribe Non Disclosure Agreements and other instruments for the protection of sensitive information collected and used in the regular operation of the Corporation, and shall have the power to require that officers, employees and volunteers be subject to such instruments.

No officer shall divulge to any individual information that was presented during an in camera session of the Board.

Any discussion by the Board of matters relating to personnel shall be discussed in an in camera session.

Section 10.03 Conflict of Interest

A director who is any way directly or indirectly interested in the contract or transaction, or proposed contract or transaction, with the corporation shall make the disclosure required by the Act. Except as provided by the act, no such director shall attend any part of the meeting of directors or vote on any resolution to approve any such contract or transaction.

Article XI. Financial Procedures

Section 11.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safe keeping.

Section 11.02 Fiscal Year

The fiscal year of the Corporation is August 1 to July 31.

Section 11.03 Audit

At each Annual General Meeting the membership shall appoint an auditor/ (review engagement) to audit the accounts of the Corporation, or shall appoint two persons to review the accounts of the Corporation, to hold office until the following Annual General Meeting. The report of the auditor or reviewers on the accounts of the Corporation shall be presented to the membership at the Annual General Meeting at the conclusion of their term.

The Board may fill any vacancy in the office of auditor or reviewer if such a vacancy exists between Annual General Meetings.

Section 11.04 Remuneration

Officers and volunteers shall not receive remuneration for acting in those capacities on behalf of the Corporation. Officers and volunteers may be reimbursed for out of pocket expenses incurred in the discharge of their duties as determined by the Board.

Officers are not prevented from serving the Corporation in other capacities and receiving compensation, subject to any established conflict of interest policies.

Section 11.05 Other Procedures

The Board of Directors shall from time to time establish financial policies and procedures to govern the affairs of the Corporation in a way that promotes transparency, accountability and generally accepted accounting practices.

Article XII. Dissolution of the Corporation

Upon the dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the Income Tax Act (Canada), in Canada.