Gay West
Community Network

Queer West By-Laws

Amended and approved April 28, 2008

Revised Removal of a Director Section 3.07 approved July 18, 2008

BE IT ENACTED **as a By-Law of the Corporation as follows:**

Article I - Identification

Section 1.01 Name.
Founded in 2001 and incorporated on April 7, 2008 as Gay West Community Network Inc. (legal name), as not for profit charity in the Province of Ontario #1752698. (**hereinafter referred to as "Queer West"**).

Section 1.02 Head Office.

The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, at such place therein as the Board of Directors (hereinafter called the "Board") may from time to time determine.

Section 1.03 Corporate Seal.

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the corporation.

Article II - Purpose

Section 2.01 Purpose.
The purpose of Queer West shall be to form an agency whose goals are:

a. *To produce performing arts festivals for the purposes of educating and advancing the public's understanding and appreciation of performing arts and to educate artists through participation in such festivals and related workshops. and outreach programming for the lesbian, gay, bisexual, transgendered, transsexual, questioning and two-spirited (queer community).*

b. *Queer West provides educational workshops, community events community newspaper, and public forums. Our mandate will be to work with all members of the community, including youth, seniors, disadvantaged, and unemployed to provide the necessary counseling and services needed.*

Article II – Mission & Vision Statement

Section 2.02 Mission Statement.
The mission of Queer West is to achieve respect and equality within a supportive environment, it responds to the needs of the local neighbourhood and the broader Lesbian, Gay, Bisexual, Transsexual, Transgender, and Queer (LGBTTQ) communities in Toronto Ontario.

Section 2.03 Vision Statement.
Our vision is a community that promotes positive attitudes and eliminates discrimination toward people of all sexual orientations; Inspires change through positive educational effort. Provides social, recreational and cultural opportunities for our members and the larger community.

Article III - Membership

Section 3.01 Qualification.
1 - **The Individual Members** shall consist of those individual persons who declare that they support the Purposes of Queer West, and have paid the annual membership dues, and who remain in good standing.

Membership shall be granted regardless of age, gender expression, race, sexual orientation, nationality, religion, culture, colour, age, income, life style, occupation, persons living with HIV/AIDS (Servostatus), or physical or mental challenged.

The amount of membership dues shall be set from time to time by the Board.

Section 3.02 Resignation, Suspension And Termination Of Membership.

a. A member may resign at any time by giving notice to either of the Vice-Presidents or Secretary of Queer West.
b. Members whose annual fees are in arrears for a period of 3 months shall be suspended from membership and cease to be members in good standing. If the dues remain in arrears after a period of one year, such members shall cease to be members.

Article IV - Membership Meetings

Section 4.01 Annual Meeting.
An Annual Meeting General (AGM) of the members for the election of the Directors and transaction of other business to come before the membership shall be held each year. Date and time shall be set by the current board and communicated as noted in Article IV, Section 4.03.

Section 4.02 Special Meetings.
Special meetings of the membership may be called at any time upon proper notice by the President or, by written request of any three Directors, or by written petition of at least ten percent (10%) of the current membership of the Community Center entitled to vote on the matter proposed to be considered, who shall so notify the Secretary stating the reason for such a meeting. Only such business as is authorized in the notice issued for the meeting may be transacted at a special meeting.

Section 4.03 Notice.
Written notice of the location, date and time of any membership meeting (including the Annual General Meeting) and the reason for any special membership meeting, will be sent by electronic mail to each current member at their last known electronic or mailing address not less than ten (10) days nor more than sixty (60) days in advance of the meeting. Any member may waive his or her right to be notified of meetings by providing a written request to the Secretary of the Board.

Section 4.04 Quorum And Voting.

a. At all meetings of the members, whether special or Annual, the members present in person shall constitute a quorum. However, if a matter to be voted on at any meeting is not described in the meeting notice, a quorum of at least one-third (1/3) of the members eligible to vote on the matter is required.
b. Quorum being established, any matter placed before the membership for voting, except as otherwise provided in these bylaws, shall be carried if approved by majority vote of the members present.

c. Every member, is entitled to one vote on any matter brought before the membership including the right to vote for each seat on the Board of Directors up for election.

Article V - Maintenance and Release of Membership and Mailing Lists

Section 5.01 The Corporation shall keep a mailing list containing the names and addresses of each member. Such list shall be maintained by the Secretary or a designated person by the Secretary and shall be available for inspection by any Director of the Center during regular business hours, except as restrictions in (2) may apply.

Section 502 Any membership or mailing list established under the authority of the Center shall remain confidential and may not be disclosed to any other group or organization, except as follows: Use of such lists shall be restricted to persons specifically authorized by the Board , and to purposes of determination of eligibility, and mailings and notices as authorized by the Board.

Article VI - Non-Liability of Membership

A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of this Corporation.

Article VII - Board Of Directors

Section 7.01 Functions.
The business, property and affairs of Queer West shall be managed and controlled by the Board of Directors, herein referred to as the “Board". Which shall exercise all powers of Queer West and take any action which is not prohibited or which is reserved to the membership (by law, by the Articles of Incorporation or by these bylaws). It shall be the express duty of all Directors to work towards the achievement of the Purpose and Mission Statement within the restrictions of these bylaws.

Section 7.02 Composition.
The number of Directors shall be not less than 3(3) or more than 10 (10). The number of Directors will normally be set at the Directors' Annual Meeting. The number of Directors may be increased or decreased within the limits prescribed herein by a majority vote of the Directors present at a properly called meeting of the Board.

Section 7.03 Terms.
Each Director shall serve a one year term. A Director may serve any number of consecutive terms.

Section 7.04 Vacancies.
Any vacancies in the membership of the Board, whether caused by death, resignation, removal or otherwise, may be filled by the Board of Directors at any regular or special meeting of the Board called for that purpose. Directors so appointed shall serve the unexpired term of their predecessors and until their successors are elected and qualified. The Board, at its discretion, may provide for soliciting nominations or securing other input from the membership before filling a vacancy.

Section 7.05 Nominations and Elections.
A Nominating Committee to nominate candidates for positions on the Board may be established from time to time as the Board may direct. Candidates may also be selected through the BoardMatch Organization

Section 7.06 Resignation
Any Director may resign by delivering written notice of resignation to either of the President. Such resignation shall be effective upon receipt unless otherwise provided by the terms thereof. In the event of cause which prevents confirmation of a resignation, the Board shall have the power to immediately declare that position vacant.

Section 7.07 Removal.
Any Director may be removed from office by 66% of all of the Directors at a regular meeting or a special meeting called for that purpose. Such removal shall be for just cause, which shall include, but is not limited to;

a. Three (3) consecutive absences,
b. A total of five (5) absences during a term from regularly held meetings of the Board,
c. Consistent failure to discharge the duties of the office; and/or
d. Financial irregularities with regard to Queer West business.

Any Director whose removal is proposed shall be entitled to written notice specifying the proposed removal and cause therefore at least ten (10) days prior to any meeting of the Board at which such removal shall be considered.

Any Director may be removed at a meeting of Board called expressly for that purpose, by a two-thirds (2/3) vote of the members.

Section 7.08 Meetings.

a. The meeting of the Board of Directors for election of officers and for the transaction of such other business as may properly come before it, shall be held within thirty days of the Annual Meeting.

b. The regular business meetings of the Board shall be held at least monthly, at such time and place as may be determined by the Board. All meetings of the Board of Directors shall be open meetings, except for executive sessions for personnel or litigation matters.
c. Notice of regular and special meetings of the Board shall be given by mailing, e-mailing, telephoning or delivering notice personally at least one (1) week before the meeting to the usual home or business address of the Directors. Notice of regularly scheduled meetings may be achieved by provision of a calendar at the beginning of the Director's term. Any Director may waive his or her right to be notified of meetings by providing a written request to the Secretary of the Board. Neither the business to be transacted at, nor the purpose of any regular business meeting of the Board, need be specified in the notice or waiver of notice of such meeting unless specifically required by law or these bylaws.
d. Meetings shall be conducted in accordance with the most recent edition of Robert's Rules of Order unless the Board of Directors, by a 2/3 vote, agrees to a different method of conducting meetings, or wherein that authority conflicts with these bylaws, or any statute of the Province.

Section 7.09 Quorum and Voting.
A majority of the filled Board positions will constitute a quorum, but in no case shall be less than one-third (1/3) of the total number of Director positions then established pursuant to these by-laws. No business will be transacted or Board decisions made without a quorum, but the Board may choose to discuss matters before the Board in the absence of a quorum. At all meetings of the Board of Directors, except as otherwise specifically required by these bylaws, all matters shall be decided by a vote of the majority of the Directors present at the meeting at which quorum is assembled.

Section 7.10 Business Arising Between Regularly Scheduled Meetings.

New business may occasionally arise between regularly scheduled Board meetings. A majority of the Executive Committee shall decide if such business requires a special meeting of the Board or may be placed on the agenda of the next regularly scheduled meeting or if it can be discharged within the duties of the Executive Committee as defined by these bylaws.

Section 7.11 Compensation

The Directors shall receive no compensation for their services as Directors.

Article VIII - Committees

Section 8.01 Executive Committee.
The Board of Directors may appoint from among its members an Executive Committee, which shall be subject to the control and direction of the Board.

The Executive Committee shall consist of the President, Two Vice-Presidents, Secretary, Treasurer, and such other members of the Board as may be deemed necessary. The Executive Committee shall possess and exercise the authority of the Board of Directors in the management of the ordinary business affairs of the Queer West between meetings of the Board, except that the Executive Committee shall not have the authority to:

d. Appoint officers of Queer West or to fill vacancies on the Board or the Executive Committee or Nominating Committee;
e. Call meetings of the membership;
f. Obligate Queer West in an amount in excess of One Hundred Dollars ($100.00) or encumber the assets of the Community Center;
g. Approve any plan for merger or consolidation of Queer West, the sale, lease or mortgage or other disposition of all or substantially all of the assets of Queer West, the dissolution of Queer West or any fundamental change in the character or business of Queer West;
h. Enter into any contracts on behalf of Queer West

i. The Executive Committee acts for the Board of Directors in emergencies or in other situations where time factors do not permit awaiting the next regularly scheduled meeting of the Board of Directors. A summary of the business conducted at any meeting of the Executive Committee shall be reported to the full Board at the next regularly scheduled Board meeting.

Section 8.02 Nominating Committee.
As determined necessary by the Board of Directors, the Board may appoint a Nominating Committee composed of two (2) or more Directors who shall serve from the date of appointment until the position for which the committee was established is filled.

The Nominating Committee shall nominate not less than one (1) candidate for each position of Director or Officer to be filled at the next Annual Meeting of members at least fourteen (14) days prior to the Annual Meeting. In the event of a vacancy on the Board, the Nominating Committee shall nominate not less than one (1) candidate for each position to be filled at the first Board of Directors meeting following the vacancy.

The Nominating Committee shall evaluate current and prospective Directors and Officers and shall establish the credentials of any candidate nominated in order to verify that:

c. S/He is willing to serve as a Director or Officer if elected, and
d. S/He is qualified to become a Director and/or Officer in accordance with these bylaws.

The Nominating Committee shall give deliberate consideration to achieving representation on the Board of Directors by transgendered persons, people of colour, persons with disabilities, bisexual persons and women.

Section 8.03 Other Committees. The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and effect the purpose of Queer West. Such committees shall perform as the President or the Board of Directors may direct. Any such committees may be abolished at any time by the Board of Directors.

Section 8.04 Committee Procedures.

The procedures set forth herein shall govern the operations of any committee established by these bylaws or by the Board of Directors unless otherwise provided by these bylaws.

a. The presence at any committee meeting of a majority of the members of that committee shall constitute a quorum for the transaction of business. At any committee meeting, all matters shall be decided by a vote of the majority of the members of that committee present at which a quorum is assembled.
b. Notice of committee meetings shall be mailed, e-mailed, or delivered personally, in writing or orally, to each member of the committee not less than five (5) days before the date on which the meeting is to be held. However, notice of any meeting may be waived in writing filed with the Board or by attendance in person.
c. Any actions required or permitted to be taken at any committee meeting may be taken without a meeting if, prior to such action, a written consent is signed by all members of the committee, and such written consent is filed with the minutes of the proceedings of the committee.
d. Each committee shall keep regular minutes of its proceedings and shall report briefly on its activities at the regular meetings of the Board of Directors.

Article IX - Officers

Section 9.01 Officers.

The Officers of Queer West shall consist of one President, Secretary and Treasurer of the Board of Directors.. A Vice President and other assistant officers, may be appointed but shall be of different gender, where gender is self-identified. Gender parity will be strongly encouraged to aid in maintaining equal representation. The Board can only five officers

Section 9.02 Election and Term.
The Officers of Queer West shall be elected or appointed each year by the Board of

Directors at the meeting immediately following the Annual Membership Meeting, and Officers so selected shall serve from the date of such meeting. Each Officer shall serve for a term of two years. Terms shall be staggered, so that approximately one-half of the terms expire each year..Officers may not hold more than 2 positions at one time. An officer's tenure is limited to three consecutive terms for one officer position, or until their successors have been elected or appointed and assumed their duties. This does not preclude a person from returning, after a break of one (1) year.

Section 9.03 Resignation.

Any Officer may resign at any time by delivering a written resignation to either of the President or Secretary. The acceptance of any such resignation, unless required by the terms therefore, shall not be necessary to make the same effective.

Section 9.04 Removal.
Any Officer may be removed at any time, with just cause, by a two-thirds (2/3) vote of the Directors at a duly held meeting of the Board, a quorum being assembled. Any Officer whose removal is proposed shall be entitled to written notice by electronic or Canada. Post specifying the proposed removal at least ten (10) days prior to any meeting of the Board of Directors at which such removal shall be considered. However, removal of an Officer from her/his office does not automatically constitute removal from the Board.

Section 9.05 Vacancies.

Vacancy of any Officer position shall be filled by majority vote of the Board of Directors at the next regularly scheduled or special meeting of the Board. Any vacancy in an office may be filled for the unexpired portion of the term of the officer being replaced.

Section 5.06 Duties of the Officers.

The President shall alternately preside at all meetings of the Board of Directors of Queer West, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors. The President shall act as the exclusive Spokesperson for Queer West except where the Board of Directors designates a Specific Spokesperson. The President is specifically tasked with the promotion and development of Queer West within the restrictions of these bylaws.

The Secretary shall prepare meeting agendas under the direction of the President, shall take minutes of all meetings of the Board of Directors, shall keep copies of the minutes of committees. Shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:

1. Keep corporate records;
2. Provide proper notices in accordance with these bylaws;

3. Ensure that a proper list of members is maintained;
4. Upon consultation with the Executive Committee, respond to and keep records of all official correspondence and documentation.

The Treasurer shall have the responsibility for all funds and securities for Queer West, and shall have such other powers and duties not inconsistent with these bylaws as may be assigned from time to time by the Board of Directors, including the duty to:

5. Oversee the financial management of Queer West;
6. Provide for the payment of all bills and obligations of Queer West as directed by the Board;
7. Keep a complete and correct account of all monies received and disbursed by Queer West;
8. Provide a financial statement of Queer West to the Board at each regularly scheduled meeting; and
9. Submit a full financial report to the members at the Annual Membership Meeting.

Section 9.07 Records

There shall be maintained at the principal office of Queer West, all financial books and records of accounts, all minutes of the meetings of the Board of Directors, the membership and Executive, Nominating and other Committees of Queer West, the list of members and copies of all other material corporate records, books, documents and contracts. With the exception of the membership list and the identity of contributors, the foregoing records shall be made available at any reasonable time during usual business hours for inspection by any member of record or any Director of Queer West for any lawful and proper purpose. The membership list and identity of contributors shall be kept confidential, with the exception of the Officers who shall have access for business purposes only. Upon leaving office, each Officer or agent of Queer West shall deliver to her/his successor or the President, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of Queer West as have been in the custody of such Officer or agent during her/his term of office.

Article X - Financial Affairs

Section 10.01 Contracts.

No member of Queer West shall be authorized to make any contracts for or on behalf of Queer West; nor shall any member be authorized to obligate Queer West to perform under any contract or to pay any sum of money.

a. All written contracts shall require the approval of the Board of Directors and shall be executed by the President, or in their absence, the Treasurer and attested by the Secretary.

Section 10.02 Cheques.

All cheques require 2 signatories and three officers are granted signing authority: President, 1st. and Secretary or the Treasurer, in case one is absence

Section 10.03 Funds.

All funds of Queer West shall be deposited in the name of Gay West Community Network Inc., in such banks, credit unions, trust companies or other depositories as the Board of Directors may select. All funds of Queer West shall be deposited in such accounts in a timely fashion.

Article XI - Fiscal Year

Section 11.01 Fiscal Year.

Until otherwise ordered by the Board, the Financial Year of the Corporation shall end on the last day of September in each year.

Article XII - Amendments

Section 12.01 Amendments.

These bylaws may be altered, amended, or repealed and new bylaws adopted by a two-thirds (2/3) vote of the Board of Directors present at a meeting called for that purpose, a quorum assembled. Notice of any meeting to consider bylaws revisions, including the proposed changes with explanations, must be given in accordance with Section 4.03 herein.

A detailed description of bylaw changes (not full print of bylaws) must be printed and emailed to the membership within 30 days of those changes being approved by the Board of Directors

Members may request a full printed copy of the bylaws at any time. A reasonable fee for photocopying and mailing may be assessed by the Executive Committee to fulfill this request. The request must be fulfilled within 30 days of receipt of the request and any fee, if assessed.

Article XIII - Confidentiality

Section 13.01 Confidentiality

Under no circumstances shall any member of the Board, or its agents those employed by the Corporation reveal to others outside the corporation any private information received through his/her relationship with the Corporation regarding the business and or affairs of a client, employee, member, sponsor or volunteer.

Article XIV - Nonpartisan Activities

Section 14.01 Nonpartisan Activities.

Queer West has been formed for the purpose of fulfilling the mission statement described in Article II of these bylaws and it shall be non-profit and nonpartisan. No substantial part of the activities of Queer West shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation. Queer West shall not substantially participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

Article XV – Dissolution

Section 15.01 Dissolution

1 - A motion to dissolve the Corporation or amalgamate with another corporation requires a two-thirds majority vote of the membership.

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

3 - Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the Directors shall distribute or dispose of all the remaining assets of the Corporation to a registered charity in Canada, who is a qualified done under the income tax act or its successor legislation and whose goals as well as objectives complement those of the Corporation. The approval of said charity shall be given by the membership at the time of dissolution.

Article XVI – Amendments to the bylaws

Section 16.01 Amendments to the bylaws

1 - The Charter of the Corporation maybe enacted by a majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at a general meeting duly called for the purpose of considering the said by-law.

2 - Proposals to enact, amend, repeal, or re-enact the By-Laws may be put forward by the Board however that intention to enact, amend, repeal, or re-enact as well as the written text of any proposed change must be contained in the notice for the meetings at which they are to be voted upon.

3 - Proposals to enact, amend, repeal, or re-enact the By-Laws may be put forward by any member provided that such proposals are presented to the Board at a regularly scheduled Board meeting. Any bylaw, as amended, enacted, repealed or re-enacted shall be brought forward for approval at the next Annual General meeting. The amended bylaw(s) shall be made available and widely circulated for a reasonable time in advance of the Annual General meeting.

Article XVII Interpretation

Section 17.01 - Interpretation

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

2 - The term GLBTT2SQ shall include Homosexual, Bisexual, Transgender, Transsexual, Two Spirit, Queer and other such persons by whatever analogous terms they may be known.

3 - In these by-laws and in all other by-laws of the corporation hereafter passed unless the context otherwise requires, words importing.

(a) - The singular number shall include the plural number.

(b) - A specific gender shall, in accordance with the realities of the GLBTTQ community, include other genders and gender identities.

(c) - A specific biological sex shall, also in accordance with the realities of the GLBTT2SQ community, include those, of other sexes, in transition from one sex to another, with characteristics of more than one sex, and those without sex.

(c1) The foregoing bylaws for Queer West were adopted on "April 28, 2008"

Revised Removal of a Director Section 3.07 approved July 18, 2008