



A by-law relating generally to the conduct of the affairs of Inside Out Lesbian & Gay Film & Video Festival Inc.

Contents of Articles

One	-	Interpretation
Two	-	Business of the Corporation
Three	-	Execution of Documents
Four	-	Directors
Five	-	Officers
Six	-	Indemnification of Officers/Directors
Seven	-	Members
Eight	-	Meeting of Members
Nine	-	Auditor
Ten	-	Conflict of Interest Guidelines
Eleven	-	Dissolution of the Corporation
Twelve	-	Objects of the Corporation/Statement of Principles

ARTICLE ONE

Interpretation

1.00 Meaning of Words

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

.01 "Act" means the *Corporations Act* of Ontario and any act that may be substituted therefor, as from time to time amended; **M-a**

.02 "board" means the Board of Directors of the Corporation from time to time in force and effect; **M-b**

.03 "Corporation" means the corporation without share capital incorporated under the Act by letters patent dated December 20th, 1990 and named Inside Out Lesbian & Gay Film & Video Festival Inc.;

.04 "Letters patent" means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

.05 "Meeting of members" includes an annual meeting of members and a special meeting of members;

.06 Words importing the singular number include the plural and the vice versa; words importing one gender include the other gender, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations. **M-c**

ARTICLE TWO

Business of the Corporation

2.01 Head Office

The head office of the Corporation shall be in the City of Toronto, in the province of Ontario, and at such place therein as the Board may from time to time determine in accordance with the Act.

2.02 Corporate Seal

Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.

2.03 Financial Year

Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of July in each year. **C**

2.04 Banking arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize by way of resolution.

ARTICLE THREE

Execution of Documents

3.01 Cheques. Drafts. Notes. Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board. The administrative assistant will be responsible for all deposits and the executive director(ED) will handle all disbursements. Any cheque over the amount of \$200.00 requires two signatures. Three members of the Board as well as the ED will be given cheque signing authority by the Board every term.

Q-a

3.02 Execution of documents

Documents requiring execution by the Corporation may be signed by the chairperson or co-chairperson and the secretary or the treasurer or any two (2) directors, and all documents so signed are binding upon the Corporation without any further authorization of formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

3.03 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept by the ED and overseen by the Board.

ARTICLE FOUR

Directors

4.01 Number of directors

Until changed in accordance with the Act , the number of directors shall be a total of eleven, all of whom shall be elected by the members as hereinafter specified.

4.02 Qualifications

No person shall be qualified as a director unless he or she shall be eighteen or more years of age and shall at the time of election, and throughout the term of office be a member of the Corporation. Any member interested in running for a Board position must communicate in writing their intent to the existing Board no less than thirty days prior to the date of the AGM.

4.03 Election and term

All directors shall be elected to a one-year term of office at annual meetings of the membership in each year but if the new directors are not elected thereat, the directors then in office shall continue in office until their successors are duly elected. The election may be a show of hands or by resolution of the members, unless a ballot be demanded by any member. **R-a**

4.04 Board Composition

The Board will be divided equally between men and women. The ED will be included in this ratio as his/her presence is required at all Board meetings. Five of eleven directors will be aboriginal and/or people of colour to ensure that the Board represents the diversity of the community. **R-b**

4.05 Removal of Directors

The members may, by resolution passed by at least 3/4 of the votes cast thereon at a meeting of members called for that purpose, remove any director elected pursuant to paragraph 4.03 hereof before the expiration of the term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the director who has been removed. A notice of two weeks to the Board prior to such a meeting will be required. **R-c**

4.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be the smallest whole number that is not less than 1/2 of the number of members of Board.

4.07 Meetings

Meetings of the Board may be held at any place within Toronto, or elsewhere in Ontario, as designated in the notice calling the meeting. Meetings of the Board shall be held from time to time at the call of the Board or the chair or any two directors.

4.08 Notice

Subject to the provisions of section 4.09, notice of Board meetings shall be delivered, mailed, or telephoned to each director not less than 48 hours before the meeting is to take place. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. The statutory declaration of the secretary or chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. **M-d**

4.09 Regular Meetings

The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the regular meetings need be given. **M-e**

4.10 First meeting of a new board

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

4.11 Voting

Decisions of the Board shall be made by consensus but if no consensus can be reached the question shall be decided by a majority of the votes cast by the members present. All duly elected directors shall be entitled to one vote on each question to be decided by the board. In case of an equality of votes the chair of the meeting shall not be entitled to a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken the

usual way by assent or dissent. A declaration by the chair that a resolution has been carried and an entry to the effect in the minutes shall be admissible evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

4.12 Renumeration

The Directors of the Corporation shall serve without renumeration and no director shall directly or indirectly receive any profit from that position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of the duties of a director.

4.13 Other Committees

The Board may by resolution create one or more other committees which must include at least two members of its Board. However, membership in the programming committee is limited to a maximum of two Board members. Until otherwise provided, the executive director shall be a member ex officio of all committees. Committee reports must be made at every board meeting. At least two Board members must be present in order for any decisions made by a committee to be binding on the Board.

4.14 Duties of Board members

The affairs of the Corporation shall be managed by its board of directors. Each member of the Board is expected to attend each and every meeting of the full Board. At minimum, they must attend seven meetings during their one year term. A member may be excused from attending a meeting of the Board if prior notice is given. However, if a Board member fails to attend three consecutive Board meetings, regardless if prior notice was given, the Board may remove that member from the Board by calling a special meeting of the Board for that purpose by following the procedure set out in section 4.05. Each member of the Board must sit on at least two committees and participate in fundraising activities.

Board members are also expected to:

- always act in good faith with the best interests of the Corporation and its objects in mind.
- attend all annual general meetings of the membership.
- hire and oversee the executive director of the festival. **R-d**

4.15 Interim Board Members

The Board may from time to time bring in temporary board members during the term of office to fill vacancies. The interim Board member's term will expire at the next annual general meeting.

4.16 Powers of Directors

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name, any kind of contract which the Corporation may lawfully enter into and generally may exercise all such powers and do all such other acts and things as the Corporation is by its objects otherwise authorized to exercise and do.

4.19 Advisory Board

An advisory Board of persons whose function will be to base between the business community and the film festival mainly in a fundraising capacity. They will not have any Board voting rights or decision making capabilities without prior consent from the Board.

R-e

Article Five

Officers

5.01 Officers of the Corporation

There shall be a Chairperson, Secretary, and a Treasurer and such other officers as the Board may determine by resolution from time to time. All officers shall be elected by directors from among their numbers. Officers shall be elected by the Board at their first meeting following each annual general meeting of the members and there upon the term of office of the previous existing officers (except such of them as have been re-elected to their previous positions) shall cease, provided that in default of such election, the existing officers shall continue to hold office until such election is held. Vacancies among the officers, however caused, shall be filled by election by the Board within sixty days after the vacancy has occurred. The election of officers by the directors shall be by consensus or where consensus cannot be reached, by majority vote. Any director who is removed as a director pursuant to these by-laws who is also an officer of the Corporation shall cease to be an officer upon removal as a director. **R-f**

5.01 Chairperson

The Chairperson shall, when present, preside at all meetings of the Board and of the members. The Chairperson shall supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the Chairperson, have the other powers and duties from time to time prescribed by the Board, set agendas at meetings together with the secretary, and sit on the personnel committee. The Board may decide to appoint a co-chairperson to share equally in these duties. **R-g**

5.02 Secretary

The Secretary shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to directors: shall distribute minutes, one week prior to the following meeting and shall perform the other duties from time to time prescribed by the Board. **M-f**

5.03 Treasurer

The Treasurer shall have the custody of the corporate funds and securities and keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board. **M-g**

Article Six

Indemnification of Officers/Directors

6.01 Limitation of Liability

No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any other loss occasioned by any error of judgement or oversight on her or his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of his or her office or in relation thereto unless the same are occasioned by her or his own wrongful act or willful neglect.

6.02 Indemnity

Every director and officer of the Corporation and his or her 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:

- a) all costs, charges and expenses what so ever that such director or officer sustains or occurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any deed, act, matter or thing what so ever made, done or permitted by her or him in or about the execution of his or her office; and
- b) all other costs, charges and expenses that she or he sustains or occurs about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by her or his own willful neglect or default.

6.03 Validity of Actions

No act or proceeding by any director or Board of directors shall be deemed invalid or ineffective by reason by the subsequent ascertainment of any irregularity in regard to such or proceeding or the qualification of such director or Board of directors.

6.04 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible and held liable for any loss or damage resulting from acting upon such statement or report.

Article Seven

Members Q-b

7.01 Membership

Membership shall consist of those persons who declare that they support the aims and objectives of the Corporation and have paid the annual membership dues established by the Board from time to time by resolution, provided that the Board may waive such membership fees in particular cases where, in its sole discretion, determines that there is just cause for so doing.

7.02 Terms of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his or her death or when he or she ceases to be a member by resignation. Membership shall be for a period for one year.

7.03 Levels of Membership

The Board may from time to time designate different levels of membership with varying membership fee structures and corresponding membership privileges.

7.04 Voting rights

All members, no matter which level of membership, shall have the right to vote and be heard at the annual general meeting.

Article Eight

Meeting of Members

8.01 Annual General Meeting

An annual general meeting (AGM) shall be held each year at such place within the City of Toronto, on such day and such time as the Board members may determine.

8.02 Agenda of AGM

The following business shall be conducted at the AGM:

- a) The election of directors as set out in paragraph 4.03;
- b) The presentation of the annual report by the ED of the Corporation or his/her nominee;
- c) The presentation of the financial report by the Treasurer or his/her nominee;
- d) The transaction of such business as may properly be brought before the meeting or as required by law. **M-h**

8.03 Notice of AGM

A written notice shall be sent to members at the address last known by the Corporation by ordinary mail or by personal delivery at least fourteen clear days prior to the AGM. This notice shall include copies of any resolutions or amendments or by-laws; list of candidates for the Board of Directors; and any other information relevant to the agenda as determined by the Board. **R-h**

8.04 Conduct at AGM

All membership meetings shall be open for the general public to attend, for the purpose of observation, but non-members shall have neither voice nor vote at such meetings. Any member is entitled to be heard on any business at the AGM. Members shall be entitled to one vote on any resolution brought forward by the Board. Tie votes shall fail. The Board reserves the right to set time limits on discussion and votes. There shall be no proxy voting and voting shall be by a show of hands unless a ballot vote is demanded by any member. **Q-c**

8.05 Quorum

A quorum for the transaction of business at any meeting of members shall be at least 15 persons present in person and entitled to vote thereat.

8.06 Votes to govern

At any meeting, every resolution shall, unless otherwise required by the Letters Patent, supplementary Letters Patent, the By-Laws of the Corporation or by the Act, be determined by the majority of votes duly cast.

Article Nine

Auditor

9.01 Appointment of Auditor

The members shall at each AGM appoint an auditor to audit the accounts of the Corporation until the next AGM, provided that the Directors may fill any interim vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

Article Ten

Conflict of Interest Guidelines

10. Guidelines

Board of Directors, employees of the Corporation, committee members, volunteers, and members of the Corporation are permitted to submit their work to the festival. Members of the screening and programming committees cannot review, comment or make programming decisions on any work that they have worked on, in any capacity. Where a conflict occurs, the committee member whose work is being reviewed or evaluated, must not be present for that discussion or evaluation.

10.02 Ineligibility for awards

Programming committee members, Board of Directors, Executive Director, Program Coordinator, and any paid staff are not eligible for any of the Inside Out Lesbian and Gay Film and Video Festival awards except the Peoples' Choice Award. **M-i**

Article Eleven

Dissolution

11.01 Dissolution

Upon the dissolution of the Corporation, and after payment of all debts and liabilities, the remaining property of the Corporation to the extent the same was provided by a Ministry, department or agency of Canada, the Province of Ontario or municipality, shall be repaid to that source and thereafter, any remaining property of the Corporation shall be distributed or disposed of, to charitable organizations which carry on their work solely in Canada.

Article Twelve Q-d

Objects of the Corporation/Statement of Principles

To advance cultural production, primarily film or video, by and/or about lesbians, gay, bisexual, and transgendered people of all races, classes, creeds and abilities in order to represent, support and develop their identities and sexualities and cultures.

PREVIOUS AMENDMENTS APPROVED BY MEMBERS

a) At 2000 AGM on October 25, 2000

i) **Article 4.03 Election and Term**

Read:

“All directors shall be elected to a one-year term of office...”

Proposed change:

“All directors shall be elected to a two-year term of office, on a staggered calendar, so that no more than 6 directors are completing a term in a given calendar year.”

Moved by David Oiye, seconded by Roberta Best. Carried unanimously.

b) At 2002 AGM on November 5, 2002

i) **Article 4.14 Duties of Board Members**

Read:

“...Each member of the Board must sit on at least two committees and participate in fundraising activities.”

Proposed change:

*“...Each member of the Board must sit on at least **one** committees and participate in fundraising activities.”*

Moved by Justine Pimlott, seconded by Wil Thompson. Carried unanimously.

ii) **Article 10.02 Ineligibility for Awards**

Read:

“...Programming committee members, Board of Directors, Executive Director, Program Co-ordinator and any paid staff are not eligible for any of the Inside Out Lesbian and Gay Film and Video Festival awards except the People’s Choice Award.”

Proposed change:

*“...Programming committee members, Executive Director, Program Co-ordinator and any paid staff are not eligible for any of the Inside Out Lesbian and Gay Film and Video Festival awards except the **Audience Awards**.”*

Moved by Larry Hughsam, seconded by Nas Khan. Carried unanimously.

SUGGESTED BYLAW REVISIONS

JULY 2009

MINOR ALTERATIONS

- a) 1.01
"Act" means the *Corporations Act* of Ontario and any act that may be substituted therefor^e, as from time to time amended;
- b) 1.02
"B^oard" means the Board of Directors of the Corporation from time to time in force and effect;
- c) 1.06
Words importing the singular number include the plural and the vice versa; words importing one gender include the other genders^s, and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- d) 4.08 Notice
Subject to the provisions of section 4.09, notice of Board meetings shall be delivered, mailed, **emailed** or telephoned to each director not less than 48 hours before the meeting is to take place. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in then-absence. The statutory declaration of the secretary or chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- e) 4.09 Regular Meetings
The Board may appoint one or more days in each year for regular meetings of the Board at a place and time named; no further notice of the **regular** meetings need be given.
- f) 5.0³ Secretary
The Secretary shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose; shall give all notices required to be given to members and to directors: shall distribute minutes, one week prior to the following meeting and shall perform the other duties from time to time prescribed by the Board.

g) 5.04 Treasurer

The Treasurer shall have the custody of the corporate funds and securities and keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account; shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation; shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and shall perform the other duties from time to time prescribed by the Board.

h) 8.02 Agenda of AGM

The following business shall be conducted at the AGM:

- a) The election of directors as set out in paragraph 4.03;
- b) The presentation of the annual report by the ED of the Corporation or **the ED's** nominee;
- c) The presentation of the financial report by the Treasurer or **the Treasurer's** nominee;
- d) The transaction of such business as may properly be brought before the meeting or as required by law

i) 10.02 Ineligibility for Awards

Programming committee members, **Board of Directors**, ~~Executive Director,~~ ~~Program Co-ordinator~~, and any paid staff are not eligible for any of the Inside Out Lesbian and Gay Film and Video Festival awards except the **Audience Awards**.

REVISIONS

a) 4.03 Election and Term

All directors shall be elected to a one-year term of office at annual meetings of the membership in each year but if the new directors are not elected thereat, the directors then in office shall continue in office until their successors are duly elected. The election may be a show of hands or by resolution of the members, unless a ballot be demanded by any member.

Suggested to read:

All directors shall be elected to a two-year term of office, on a staggered calendar, so that no more than six directors are completing a term in a given calendar year. All directors shall be elected at annual meetings of the membership in each year but if the new directors are not elected thereat, the directors then in office shall continue in office until their successors are duly elected. The election may be a show of hands or by resolution of the members, as prescribed by 7.04, unless a ballot is demanded by any member.

b) 4.04 Board Composition

The Board will be divided equally between men and women. The ED will be included in this ratio as his/her presence is required at all Board meetings. Five of eleven directors will be aboriginal and/or people of colour to ensure that the Board represents the diversity of the community.

Suggested to read:

No more than half of the members of the Board will be representative of one gender identity. The ED will be included in this ratio as the ED's presence is required at all Board meetings. Five of eleven directors will be Aboriginal and/or People of Colour to ensure that the Board represents the racial diversity of the community.

Also include in Article 1.00 Meaning of Words

“Aboriginal” refers to organic political and cultural entities that stem historically from the original peoples of North America, not to collections of individuals united by so-called “racial” characteristics. The term includes the First Nation, Inuit and Métis peoples of Canada.

“People of Colour” is a term which applies to members of racial minorities, other than Aboriginal people, who are identified or self-identify as belonging to cultural communities historically outside of European heritage.

“Community” is a term which can be used in a broad or narrow sense. Community can refer to a group of people who share common gender and/ or sexual identities within the broader LGBT communities including but not limited to gay, lesbian,

bisexual, transgendered, transsexual, two spirited, queer, questioning, intersexed and allies of aforementioned communities.

“Gender identity” is a self aware / self defined aspect of gender – the way one identifies oneself, which may or may not match the gender and / or sex assignment at birth.

c) 4.05 Removal of Directors

The members may, by resolution passed by at least 3/4 of the votes cast thereon at a meeting of members called for that purpose, remove any director elected pursuant to paragraph 4.03 hereof before the expiration of the term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the director who has been removed. A notice of two weeks to the Board prior to such a meeting will be required.

Suggested to read:

*The members may, by resolution passed by at least 3/4 of the votes cast thereon at a meeting of members called for that purpose, remove any director elected pursuant to paragraph 4.03 hereof before the expiration of the term of office and may, by majority vote at that meeting, elect any person as a replacement for the remainder of the term of the director who has been removed. A notice of two weeks to the **members** prior to such a meeting will be required.*

d) 4.14 Duties of Board members

The affairs of the Corporation shall be managed by its board of directors. Each member of the Board is expected to attend each and every meeting of the full Board. At minimum, they must attend seven meetings during their one year term. A member may be excused from attending a meeting of the Board if prior notice is given. However, if a Board member fails to attend three consecutive Board meetings, regardless if prior notice was given, the Board may remove that member from the Board by calling a special meeting of the Board for that purpose by following the procedure set out in section 4.05. Each member of the Board must sit on at least two committees and participate in fundraising activities.

Board members are also expected to:

- always act in good faith with the best interests of the Corporation and its objects in mind.
- attend all annual general meetings of the membership.
- hire and oversee the executive director of the festival.

Suggested to read:

The affairs of the Corporation shall be managed by its board of directors. Each member of the Board is expected to attend each and every meeting of the full

Board; however, at a minimum they must attend two-thirds of the meetings annually. A member may be excused from attending a meeting of the Board if prior notice is given; however if a Board member fails to attend three consecutive Board meetings, regardless if prior notice was given, the Board may remove that member from the Board by calling a special meeting of the Board for that purpose by following the procedure set out in section 4.05. Each member of the Board must sit on at least one committee and participate in fundraising activities.

Board members are also expected to:

- always act in good faith with the best interests of the Corporation and its objects in mind.
- attend all annual general meetings of the membership.
- hire and oversee the executive director of the festival.

e) 4.19 Advisory Board

An advisory Board of persons whose function will be to base between the business community and the film festival mainly in a fundraising capacity. They will not have any Board voting rights or decision making capabilities without prior consent from the Board.

Suggested to read:

4.17 Advisory Board

An Advisory Board may be struck from time to time for a fixed or undefined term to undertake the mandate given to it by the Board and under the direction of the Board Chair. The Advisory Board will not have any decision making authority with respect to the business of the corporation.

f) 5.01 Officers of the Corporation

There shall be a Chairperson, Secretary, and a Treasurer and such other officers as the Board may determine by resolution from time to time. All officers shall be elected by directors from among their numbers. Officers shall be elected by the Board at their first meeting following each annual general meeting of the members and there upon the term of office of the previous existing officers (except such of them as have been re-elected to their previous positions) shall cease, provided that in default of such election, the existing officers shall continue to hold office until such election is held. Vacancies among the officers, however caused, shall be filled by election by the Board within sixty days after the vacancy has occurred. The election of officers by the directors shall be by consensus or where concensus cannot be reached, by majority vote. Any director who is removed as a director pursuant to these by-laws who is also an officer of the Corporation shall cease to be an officer upon removal as a director.

Suggested to read:

There shall be a Chairperson, Secretary, and a Treasurer and such other officers as the Board may determine by resolution from time to time. All officers shall be elected by directors from among their numbers. Officers shall be elected by the Board at their first meeting following each annual general meeting of the members and there upon the term of office of the previous existing officers shall cease, provided that in default of such election, the existing officers shall continue to hold office until such election is held. Vacancies among the officers, however caused, shall be filled by election by the Board within sixty days after the vacancy has occurred. The election of officers by the directors shall be by consensus or where consensus cannot be reached, by majority vote. Any director who is removed as a director pursuant to these by-laws who is also an officer of the Corporation shall cease to be an officer upon removal as a director.

g) 5.01 Chairperson

The Chairperson shall, when present, preside at all meetings of the Board and of the members. The Chairperson shall supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the Chairperson, have the other powers and duties from time to time prescribed by the Board, set agendas at meetings together with the secretary, and sit on the personnel committee. The Board may decide to appoint a co-chairperson to share equally in these duties.

Suggested to read:

5.02 Chairperson

The Chairperson shall, when present, preside at all meetings of the Board and of the members. The Chairperson shall supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the Chairperson, have the other powers and duties from time to time prescribed by the Board, set agendas at meetings, and sit ex-officio on all Board committees.

h) 8.03 Notice of AGM

A written notice shall be sent to members at the address last known by the Corporation by ordinary mail or by personal delivery at least fourteen clear days prior to the AGM. This notice shall include copies of any resolutions or amendments or by-laws; list of candidates for the Board of Directors; and any other information relevant to the agenda as determined by the Board.

Suggest to read:

A written notice shall be sent to members at the address last known by the Corporation by ordinary mail, electronically or by personal delivery at least fourteen days prior to the AGM. In computing the date when notice must be given, the date of giving the notice shall be excluded and the date of the meeting shall be included. This notice shall include any new resolutions or amendments to the by-laws; list of candidates for the Board of Directors; and any other information relevant to the agenda as determined by the Board.

QUESTIONS

a) 3.0 1 Cheques. Drafts. Notes. Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board. The administrative assistant will be responsible for all deposits and the executive director(ED) will handle all disbursements. Any cheque over the amount of \$200.00 requires two signatures. Three members of the Board as well as the ED will be given cheque signing authority by the Board every term.

Suggested to Read:

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer(s) or person (s) and in the manner from time to time prescribed by the Board. The senior operations staff member will be responsible for all deposits and the executive director(ED) will handle all disbursements. All cheques require two signatures. Three members of the Board as well as the ED will be given cheque signing authority by the Board every term.

b) Membership

- Should staff be allowed to be voting members

Governance Committee recommends that staff cannot be members. Individuals who are no longer employees of Inside Out can become members after the one year anniversary of their completing their employment with Inside Out. Therefore:

Suggested to read:

7.01 Membership

Membership shall consist of those persons who declare that they support the aims and objectives of the Corporation and have paid the annual membership dues established by the Board from time to time by resolution, provided that the Board may waive such membership fees in particular cases where, in its sole discretion, determines that there is just cause for so doing. Inside Out staff cannot be members and must have been unemployed from Inside Out for a minimum of one year before being permitted to become a member.

7.02 Terms of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon his or her death or when he or she ceases to be a member by resignation. Membership shall be for a period for one year.

7.03 Levels of Membership

*The Board may from time to time designate different levels of membership with varying membership fee structures and corresponding membership **privileges**.*

7.04 Voting rights

All members, no matter which level of membership, shall have the right to vote and be heard at the annual general meeting.

c) 8.04 Conduct at AGM

All membership meetings shall be open for the general public to attend, for the purpose of observation, but non-members shall have neither voice nor vote at such meetings. Any member is entitled to be heard on any business at the AGM. Members shall be entitled to one vote on any resolution brought forward by the Board. Tie votes shall fail. The Board reserves the right to set time limits on discussion and votes. There shall be no proxy voting and voting shall be by a show of hands unless a ballot vote is demanded by any member.

Do we allow for proxy voting? The Governance Committee recommends the following:

All membership meetings shall be open for the general public to attend, for the purpose of observation, but non-members shall have neither voice nor vote at such meetings. Any member is entitled to be heard on any business at the AGM. Members shall be entitled to one vote on any resolution brought forward by the Board. Tie votes shall fail. The Board reserves the right to set time limits on discussion and votes.

Proxy voting will be allowed. A proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such person, the same voting rights that the member appointing the proxyholder would be entitled to exercise if present at the meeting. A proxyholder need not be a member and can exercise a maximum of two proxies from members. An instrument appointing a proxy shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the meeting by 5pm the day before the AGM or as may be directed in the notice calling the meeting.

Voting shall be by a show of hands unless a ballot vote is demanded by any member.

d) Article Twelve

Recommendation to remove this Article.