

OutSport Toronto By-Laws

Article I. NAME

The association shall be known as OutSport Toronto, hereinafter referred to as OST.

Article II. DEFINITIONS

Delegate:

A representative selected by a member organization to vote on behalf of that organization at General Meetings.

Board of Directors:

Hereinafter referred to as the Board; elected by Delegates at the Annual General Meeting (AGM) to conduct the ongoing business of OST.

General Meeting:

A meeting of the Board and Delegates that is open to all members in good standing of the member organizations.

Article III. STATEMENT OF PURPOSE

Mission Statement:

OST's mission is to serve and support Lesbian, Gay, Bisexual and Transgendered (LGBT) amateur sport organizations in the Greater Toronto Area (GTA) by:

- encouraging participation in sport within the LGBT community;
- facilitating interaction and communication amongst member LGBT sport organizations;
- providing opportunities for learning and mentoring; and
- effectively advocating to external stakeholders.

Article IV. BUSINESS

Contact information shall be outlined on the OST website at: outsport.ca

The fiscal year shall run from January 1 through December 31.

Article V. BOARD OF DIRECTORS

Section A: COMPOSITION

1. The Board shall consist of a minimum of five Directors.
2. A Director must be a member in good standing of a member organization.
3. Directors shall serve one-year terms.
4. The Board shall be composed of the following positions:
 - a. Chair
 - b. Past Chair (ex-officio position)
 - c. Treasurer
 - d. Secretary
 - e. Membership Liaison Officer
 - f. Communications Officer
5. Any additional Directors shall be determined by resolution at a General Meeting.

Section B: DUTIES AND RESPONSIBILITIES OF THE BOARD

All members of the Board shall uphold these By-laws and undertake as required and execute to the best of their abilities responsibilities other than those specified below.

1. The Chair shall:
 - a. give notification of all meetings.
 - b. preside at all meetings.
2. The Past Chair shall:
 - a. serve as an advisor without voting rights.
 - b. preside at meetings in the absence of the Chair.
3. The Treasurer shall:
 - a. maintain an up-to-date record of all money received and paid by the organization.
 - b. complete a monthly bank reconciliation.
 - c. prepare and provide financial statements as requested by the Board.
 - d. prepare and provide budgets as requested by the Board.
4. The Secretary shall:
 - a. create and distribute an agenda for all meetings.
 - b. record the minutes of all meetings.
 - c. distribute the minutes of all meetings within one week of the meeting date.
 - d. have custody of all documents and records except those required to be kept by the Treasurer.
5. The Membership Liaison Officer shall:
 - a. serve as the ombudsperson.
6. The Communications Officer shall:
 - a. be responsible for all written communication and have such communication approved by a majority of the Board prior to its distribution.

BOARD OF DIRECTORS (continued)

Section C: ELECTION

1. The election of the Board shall take place at the AGM.
2. A nominee to the Board must be endorsed by his/her member organization.
3. Nominations are made to a specific position on the Board.
4. Where more than one person is nominated to a position on the Board, an election shall be held. Otherwise, the nominee shall be acclaimed.

Section D: VACANCY IN OFFICE

Should any Board position become vacant prior to the completion of its term, the Board may appoint a member in good standing from a member organization to fill the vacancy and, in so doing, make a change to the positions held by existing Board members if deemed necessary. A Director so appointed holds office until the conclusion of the next AGM.

Section E: REMOVING A DIRECTOR

1. A member of the Board may be removed from office by a minimum two-thirds vote of the remaining members of the Board.
2. Prior to the Board meeting where a removal of a Director is to be considered, a notice of resolution for removal, together with a brief statement of the reasons for the proposed removal, must be provided to the Director who is the subject of the proposed resolution no later than two weeks prior to the meeting.
3. The Director who is the subject of the proposed resolution for removal must be given an opportunity to be heard at the Board meeting before the resolution is put to a vote.

Article VI. POLICIES AND PROCEDURES

The Board shall be empowered to enact policies and procedures to conduct the business of OST. No policy or procedure shall contravene the provisions of these By-laws, nor shall they give OST the authority to interfere in any way with a member organization's autonomy.

Article VII. MEMBERSHIP

Section A: ELIGIBILITY FOR MEMBERSHIP

Membership in OST is voluntary and shall be open to all LGBT organizations, leagues, teams and groups that are involved in a recreational or competitive sport as defined by Sport Canada.

Section B: RIGHTS & RESPONSIBILITIES OF MEMBER ORGANIZATIONS

- a. Responsible for written notification to OST of the name of a Delegate who is to represent their organization at General Meetings.
- b. Right to have their Delegate cast one vote on all business brought before General Meetings.
- c. Right to nominate members from within their organization to serve on the Board with the proviso that no more than two of their members may hold office on the Board at any one time.
- d. Right to propose nominees to serve on committees established by the Board.
- e. Such other rights and responsibilities as may be determined by the Board from time to time.

Section C: REVOCATION OF MEMBERSHIP

When deemed necessary by the Board or when three or more member organizations petition the Board, the Board shall review and make recommendations with respect to revocation of the membership of an organization. Revocation of a membership shall require a simple majority vote at a General Meeting.

Article VIII. COMMITTEES

Membership in committees is open to the following persons:

1. All members in good standing of member organizations.
2. Any person who is not a member of a member organization approved by resolution of the Board.

Wherever possible, liaison from a committee to the Board shall be provided by a Board member serving on the committee. Otherwise, the Chair of the committee selected by the members of the committee shall liaise with the Board.

Committees shall report directly to the Board and have no authority to establish OST policy.

Standing committees shall include but not be limited to Team Toronto, responsible for co-ordinating Gay Games/Outgames participation.

Article IX. MEETINGS

Section A: BOARD MEETINGS

1. The Board shall meet at least quarterly on the call of the Chair or a majority of the Directors.
2. Notice of meetings, including the date, time and location, must be communicated to the Directors at least two weeks prior to the date of the meeting. The agenda must be communicated to the Directors at least one week prior to the date of the meeting.
3. A quorum shall be greater than fifty percent of the existing Directors.
4. There must be a quorum in order for official business to be conducted.
5. If at any time there ceases to be a quorum present, business then in progress must be suspended until there is a quorum.
6. All Board meetings shall be open to member organization Delegates and invited guests. A Delegate or guest wishing to address the Board must notify the Board at least two weeks prior to the scheduled meeting in order to be included on the agenda.

Section B: GENERAL MEETINGS

1. There shall be an AGM held within the first two months of the fiscal year.
2. Additional General Meetings may be called by either the Board or by petition of twenty-five percent of Delegates.
3. Notice of General Meetings, including the date, time and location, must be communicated to Board members and Delegates at least three weeks prior to the date of the meeting. The agenda must be communicated to Board members and Delegates at least two weeks prior to the date of the meeting.
4. A quorum shall be greater than fifty percent of the existing Board and greater than one third of the Delegates.
5. If within thirty minutes from the time appointed for a General Meeting a quorum is not present, official business cannot be conducted.
6. If at any time there ceases to be a quorum present, business then in progress must be suspended until there is a quorum.
7. All General Meetings shall be open to the Board, Delegates, members in good standing of member organizations, and invited guests.
8. Board members and Delegates have a vote at General Meetings.
9. Member organizations that have representation on the Board may not have an additional Delegate at a General Meeting.

Section C: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern OST in all cases to which they are applicable and in which they are not inconsistent with these By-laws or Policies and Procedures adopted by the Board.

Article X. AMENDMENTS

PROPOSAL

Amendments to these By-laws may be proposed by either the Board or by petition of twenty-five percent of the Delegates.

PROCEDURE

1. The details of a proposed amendment must be included on the agenda of the General Meeting at which such an amendment will be considered.
2. Approval of By-law changes requires a two-thirds majority vote.

Article XI. DISSOLUTION

Upon dissolution of OST, the Board shall:

1. Pay or make provisions for payment of all liabilities of OST.
2. Dispose of all assets of OST in such a manner and to such organization(s) which are sympathetic to the Statement and Purpose of OST and are organized as a not-for-profit organization.