

## **APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL**

1. Name: Ontario Gay and Lesbian Chamber of Commerce
2. Head Office: 9 Gloucester Street Toronto, Ontario M4Y 1L8
3. First Directors:

Ian M. Adams 807 -2 Carlton Street Toronto, Ontario M5B 1J3

Colm P. Foley 33 Yonge Street, main floor Toronto, Ontario M5E 1G4

Dr. Arnold Goldman 547 Eglinton Ave W. Toronto, Ontario M5N 1B5

Doug Hall 230 George Street ~ Toronto, Ontario M5A 2N1

Simona Jellinek 9 Gloucester Street Toronto, Ontario M4Y 1L8

Paula Miles 130 Chatham Avenue Toronto, Ontario M4J 1K7

Alan Ray 980 Broadview Avenue, Suite 2103 Toronto, Ontario M4K 3Y1

Scott B. Reeves 200 -4145 North Service Road Burlington, Ontario L7L6A3

Gililiana Rossini 701 King Street West, Suite 303 Toronto, Ontario M5V 2W7

4. The objects for which the corporation is incorporated are:

- a) To promote and protect the interests of businesses that are owned, operated and friendly to the lesbian, gay, bisexual and Transgendered communities of Ontario.
- b) To provide business information and statistics of interest to businesspersons in the lesbian, gay, bisexual and Transgendered communities of Ontario.
- c) To promote trade and commerce with businesses that are owned, operated and friendly to the lesbian, gay, bisexual and Transgendered communities of Ontario.
- d) To influence government on behalf of lesbian, gay, bisexual and transgendered businesses in a positive, visible and consistent manner.



## DRAFT BYLAWS OF OGLCC

### ARTICLE I- NAME

Pursuant to its Articles of Incorporation under the Province of Ontario, the name of this Corporation shall be the ONTARIO GAY AND LESBIAN CHAMBER OF COMMERCE. It shall be a non-profit corporation. The Association shall hereinafter be referred to OGLCC.

### ARTICLE II -OBJECTS AND PURPOSES

Pursuant to its Articles of incorporation, the specific purposes of OGLCC are:

- a) To promote and protect the interests of businesses that are owned, operated and friendly to the lesbian, gay, bisexual and transgendered communities of Ontario;
- b) To provide business information and statistics of interest to businesspersons in the lesbian, gay, bisexual and transgendered communities of Ontario;
- c) To promote trade and commerce with businesses that are owned, & operated and friendly to the lesbian, gay, bisexual and transgendered communities of Ontario;
- d) To influence government on behalf of lesbian, gay, bisexual and transgendered businesses in a positive, visible and consistent manner; and
- e) And such other complementary purposes not inconsistent with these objects.

### ARTICLE III -NON-DISCRIMINATION

As an organization formed to elicit the best in all people, OGLCC is pledged to offer opportunities to all individuals without regard to any personal or physical quality or characteristic that may be the basis for discrimination.

### ARTICLE IV -MEMBERSHIP

Section I. There shall be three types of membership within OGLCC: (a) Full Membership, (b) Associate Membership and (c) Corporate Membership.

Section 2. Full Membership shall extend to any person granted full membership status by the Board of Directors upon his or her application for such and payment of yearly dues.

Section 3. Associate Membership shall extend to any person granted associate membership status by the Board of Directors upon his or her application for such and payment of yearly dues.

Section 4. Corporate Membership shall extend to any person or business entity granted corporate membership status by the Board of Directors upon his or her application for such and payment of yearly dues.

Section 5. Voting Rights of Full Membership -Any person who enjoys Full Membership for at least 30 days preceding the Annual General Meeting of OGLCC shall have the right to vote for the election of the Board of Directors of OGLCC in the manner described in Article VI -Section 2, and shall have the right to vote on all matters decided at the Annual General Meeting as described in Article VI -Section 2.

Section 6. Voting Rights of Corporate Membership -Any entity holding a corporate membership for at least 30 days preceding the Annual General Meeting shall be entitled ~ to a maximum of two (2) votes provided that there are two (2) individuals in attendance at the Annual General Meeting and shall have the right to vote for the election of the Board of Directors of OGLCC in the manner described in Article VI -Section 2 and shall have the right to vote on all matters decided at the Annual General Meeting as described in Article VI -Section 2.

Section 7. Revocation of Member -OGLCC encourages members to solve disputes amongst themselves. However, in cases where a member's conduct brings into disrepute the image and values of OGLCC, or is a breach of the OGLCC code of conduct, membership may be revoked.

Section 8 - Procedure for Revocation –

- a) Any member in good standing may make a written complaint to the Board of Directors.
- b) Upon initial review of the complaint, the Board of Directors may decide to dismiss the complaint in its entirety or may refer the complaint to an investigation committee, consisting of at least one Director.
- c) If the complaint is referred to the investigation committee, the member's whose conduct is complained of will be notified within seven days of the Board of Director's decision to refer the complaint.
- d) The member is afforded at least two (2) weeks, and not more than four (4) weeks to respond to any complaint in the hands of the investigation committee.
- e) The Board of Directors shall be presented with the results and recommendations of the investigations committee at the next meeting of the Board of Directors.
- f) Upon presentation of the results of the investigation committee, the Board shall take a vote regarding said member's removal and any revocation of membership shall pass by a two-thirds majority.
- g) The Board of Directors may at its discretion amend any of the time requirements of this section.

Section 9. -If a member is removed from "good standing" status for any of the above reasons, the following actions shall be taken:

- a) The OGLCC Secretary shall notify the Member within seven (7) days of his or her removal as a member in good standing. Such notification shall include an explanation as to the reason(s) for removal.
- b) The Secretary shall inform the member that within seven (7) days the member may make further membership decisions as the member might desire, including re-applying for membership or disputing the decision of the Board of Directors.

Section 10 -Member's Dispute -should a member dispute the Board of Directors, decision of removal, such a dispute must be in writing and contain any additional information not presented to the investigation committee. Upon presentation of additional information, the Board of Directors shall at the next meeting of the Board shall take a vote regarding the dispute. Any vote to overrule the previous decision must pass by two-thirds majority.

Section 11 - Membership will be renewed upon meeting the following conditions.

- a) Payment to OGLCC annual dues in the amount set forth by the Board of Directors from time to time.
- b) Submit a completed renewal application to the OGLCC Secretary.

Section 12 -Reclassification of a Membership -At any time, a Member may, upon written notification to the Secretary, request reclassification of Membership and membership dues shall be adjusted accordingly. Reclassification can only be from Associate Member to Full Member or Corporate Member or be from Full Member to Corporate Member.

Section 13 - Withdrawal from Membership -At the Member's discretion; membership from OGLCC may be withdrawn. Upon withdrawal, any paid dues are forfeited to the OGLCC.

## ARTICLE V CORPORATE POWERS

### Section 1 -Division of Powers

The corporate power of OGLCC shall be administered as provided for in this Article.

### Section 2 -Powers of the Annual General Meeting.

- a) Exclusive Powers -The annual general meeting, may by resolution, take any action not inconsistent with Law, or the Articles of incorporation, or these Bylaws.

### Section 3 - Powers of the Board of Directors

- a) Powers of the Board -The board of directors shall have the power to take any action not inconsistent with Law, or the Articles of Incorporation, or these Bylaws, or with any duly enacted resolution of the annual general meeting.
- b) Delegation of Power -The board of directors may delegate to any committee or officer any portion of its powers, subject to any limitation imposed by the Ontario Law or which the board may see fit to impose.
- c) Board of Directors -The board of directors is empowered between meetings of the membership to handle all matters, subject to ratification by the membership as required herein.

### Section 4 – Powers of Officers

The officers of OGLCC shall have those powers delegated to them by the Bylaws and such additional powers as may be delegated by the annual general meeting or by the board of directors.

### Section 5 - Indemnification

OGLCC shall indemnify and hold all Directors, Officers, Trustees, and committee members harmless from all liabilities, obligations, claims, causes of action, or expenses of any kind, including, without limitation, lawyer's fees that may arise or be incurred by them as a result of the performance of their duties, in good faith, for or on behalf of OGLCC, to the full extent allowed by law.

## ARTICLE VI ANNUAL GENERAL MEETING

### Section 1 - Time and Place

The Annual General Meeting of OGLCC shall be held at a place decided upon by the Board of Directors at least sixty (60) days prior to the Annual General Meeting.

The legal notice shall be sent no more than fifty (50) days and no less than thirty (30) days prior to the Annual General Meeting date and shall specify the place, date and hour of the Meeting, any related meetings (i.e. board of directors, Trustees, committees, training seminars, etc.), and those matters which the board of directors, at the time of giving notice, intends to present for action by the Membership. Such notice shall be given either personally or by first class mail addressed to each Member. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail.

### Section 2 -Attendance and Voting

- a) Registration -all voting members must register.
- b) Suspension of Voting Rights -A voting Member in arrears on dues or any other fees owed to OGLCOC shall not be entitled to vote at the annual general meeting.
- c) All members in good standing shall be entitled to attend any annual general meeting and have floor privileges. However, they shall not solely by reason of such membership be entitled to vote.

- d) All voting Members shall be entitled to vote on all questions properly coming before the meeting and non-voting members shall not be entitled to vote.
- e) Quorum –
  - i) A quorum to do business shall consist of a simple majority of the voting members authorized by Article IV, hereof, who have been duly registered at the meeting.
  - ii) If the total of those voting on a measure is not equal to or greater than the quorum as announced at the beginning of convention, then a call for quorum must be issued.
  - iii) The presence of a quorum validates the vote.
- f) Special Measures -Voting members may submit a special measure to the Board of Directors to be included in the mailing notice at least thirty (30) days prior to the mailing notice being sent. In the alternative, a voting member, may, at his or her expense, notify the membership of the special measure within thirty (30) days of the Annual General Membership.
  - i) The favourable vote of two-thirds (2/3) of all the voting members authorized by Article IV, hereof, who have been duly registered at the convention shall be required to:
    - 1) Enact, repeal, or amend the Bylaws.
    - 2) Change the effective date of any new, amended, or repealed Bylaw or Standing Rules,
    - 3) Amend the Articles of Incorporation. iv. Dissolve the Corporation.
  - ii) An abstention here counts as a non-positive vote and effectively increases the negative vote total in the final vote analysis.
- g) Ordinary Measures –
  - i) A majority of the votes cast shall be necessary for the election of an officer or for the adoption of any other measure.
  - ii) An abstention here is a non-vote, and the final vote result is based only upon a tally of those voting yea or nay.
- h) Presiding Officer -The Presiding Officer of the annual convention shall not vote except on a secret ballot or in the case of a tie.
  - i) Proxies -Voting by proxy shall not be permitted.

## ARTICLE VII DIRECTORS

Section 1. Enumeration -The board of directors shall consist of seventeen (17) members including five (5) regional members whose places may remain vacant, *and include among their number* a Chair, Vice- Chair, Secretary, and Treasurer.

Section 2 -Election of Directors – (revised at the Annual General Meeting of January 25, 2007) At the Annual General Meeting the five (5) regional directors shall be elected for a one (1) year term. Six (6) of the remaining twelve (12) Directors shall be elected for a two (2) year term and the remaining six (6) shall be elected for a one (1) year term.

Section 2 (a) The Board of Directors shall also include the immediate past chair, who shall serve a term determined by the length of the term of his or her successor.

### Section 3 - Qualification

Each director shall at all times during his/her continuance in office be a member in good standing as determined by Article IV, hereof

### Section 4 - Officers

Officers *of the Board* shall be a Chair, Vice-Chair, Secretary, Immediate Past Chair and Treasurer and who are elected to office pursuant to Article VII -Officers, hereof, for the period for which so elected and until the election and qualification of his/her successor to such office. These officers shall also comprise the Executive Board for as long as they shall serve in their respective positions.

### Section 5 - Vacancies

- a) Any vacancy occurring between annual general meetings may be filled by a Member appointed by the Board of Directors by a vote until the next Annual General Meeting.
- b) Officers - Any vacancy in the officers shall be filled by vote of the board of directors.

### Section 6 - Meetings

- a) Annual Meeting -There shall be an annual meeting of the board of directors immediately following each Annual General Meeting. Notice of such annual meeting shall not be required.
- b) Special Meetings -Special meetings of the board of directors may be held at any time and place on the call of three (3) officers or eight (8) Directors; in either case upon five (5) days notice delivered personally or by telephone, fax or email. Such notice shall state the time and place of the meeting.
- c) Regular Meetings -A regular meeting shall be held not less than four (4) times a year. All regular meetings shall be at the call of the Chair on fifteen (15) days notice.
- d) Minutes -Minutes shall be kept as per Robert's Rules of Order to include: Attendance, roll call votes (with exception of annual convention), business,

transactions, and any other necessary information. All topics discussed at the meetings, both open and closed, shall be noted within the minutes.

- e) Quorum -At any meeting of the board of directors, fifty percent (50%) of the board's membership and one (1) officer shall constitute a quorum to transact business.
- f) Participation by Conference Telephone -Directors may participate in any regular or special meeting of the board through use of conference telephone or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting in this manner shall constitute presence in person at such meetings.

#### Section 7 -Voting

- a) At meetings, absentee ballots shall not be allowed.
- b) Voting by certified mail without a meeting may be allowed provided each Director is notified by certified mail of the proposal to be acted upon.
- c) Voting by telephone conference or other electronic means is permissible.
- d) An abstention here is a non-vote, and the final vote result is based only upon tally of those voting yea or nay.

#### Section 8- Receipts and Disbursement of Funds

- a) Bank Account - the Treasurer shall maintain a bank account. Signatures on file shall be the Treasurer, Chair, Vice-Chair, Secretary and Membership Secretary. All cheques require two (2) signatures, one of which must be that of the Treasurer.
- b) Approval of Disbursements -Monthly reports consist of a balance sheet, a profit and loss statement, an operating statement, and a year-to-date budget comparison which shall be sent to all members of the board. Disbursements are subject to final approval by the board.
- c) Records -Records of all receipts and disbursements, bank statements, and bank reconciliations shall be included in the account records to be audited annually.

#### Section 9 - Duties

- a) The board of directors shall have fiduciary responsibility to OGLCC.
- b) The auditor shall be elected by the membership at the Annual General Meeting.

- c) The Executive Board is empowered between meetings of the board of directors to handle all matters pertaining to Directors' duties, subject to ratification by the board of directors, at the next meeting of the board of directors.

## ARTICLE VIII OFFICERS

### Section 1 -Enumeration

The officers OGLCC shall consist of a Chair, Vice-Chair, Secretary, Immediate Past Chair and Treasurer. No individual may hold two (2) offices at the same time.

### Section 2 - Election

The officers shall be elected by written ballot, at the discretion of the Board, by Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting. In the event there are three (3) or more candidates for any office, and no candidate receives a majority of the votes cast, there shall be a run-off between the two (2) candidates receiving the largest number of votes.

### Section 3 - Qualification

Each Officer shall at all times during his/her continuance in office be a qualified member of OGLCC as determined pursuant to Article IV.

### Section 4 - Duties of the Chair

- a) The Chair shall preside at all meetings and board of directors, except for the Annual General Meeting.
- b) Except as otherwise provided, he/she shall be an ex-officio member of all committees with the exception of the Nomination Committee.
- c) Within any limitation imposed by the Articles of Incorporation, these Bylaws, or duly adopted resolutions of annual general meeting or the board of directors, he/she shall have general power to conduct and manage the affairs and business of OGLCC.
- d) He/she shall have such other and further powers as may be specifically delegated to him/her pursuant to Article V- Corporate Powers, Section 4, hereof.

### Section 5 -Duties of the Vice-Chair

- a) The Vice-Chair shall assume the duties of the Chair in the event of the Chair's absence or inability to act as Chair, or at the Chair's request.
- b) He/she shall have such other duties, respectively, as may be specifically delegated to him/her pursuant to Article V- Corporate Powers, Section 4 hereof.

#### Section 6- Duties of the Secretary

- a) The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the annual general meeting and of the meetings of Board of Directors, and of actions taken at these meetings.
- b) The Secretary shall keep or cause to be kept the seal, books, documents, and papers of OGLCC and affix the seal to all instruments executed by the President, or by his/her direction, which may require it.
- c) The Secretary shall have such other duties as may be delegated him/her pursuant to Article V -Corporate Powers, Section 4, hereof.

#### Section 7 -Duties of the Membership Secretary

- a) The Membership Secretary shall be responsible for all applications for membership and record of membership.
- b) The Membership Secretary shall administer membership benefits as approved and directed by the board of directors from time to time.
- c) The Membership Secretary shall chair the membership committee.
- d) The Membership Secretary shall have such other duties as may be delegated him/her pursuant to Article V -Corporate Powers, Section 4, hereof.

#### Section 8 - Duties of the Treasurer

- a) The Treasurer shall be the chief financial officer of OGLCC and shall receive or cause to be received all moneys belonging to or paid into OGLCC and shall safely keep the same. Payments are recommended not to be in cash.
- b) The Treasurer shall disburse funds of OGLCC in accordance with the direction given him/her pursuant to Article V -Corporate Powers, Section 4, hereof.
- c) The Treasurer shall keep a complete record of accounts.
- d) Financial reports shall be submitted to the board of directors at each meeting of the Board of Directors.
- e) The reports shall include an updated budget.
- f) The fiscal year's final financial report shall be presented to the board of directors at their first meeting of the following calendar year.

- g) The financial report presented at the annual general meeting shall be for the period through the financial year of OGLCC.
- h) The Treasurer shall report to the annual general meeting and make such interim reports as may be required by the Bylaws, President and the board of directors.
- i) The Treasurer shall prepare and submit, in an orderly fashion, all books of account and records to the tax accountant for preparation of Provincial and Federal tax returns.
- j) The Treasurer shall prepare and submit in an orderly fashion all books of account and records to the Auditors pursuant to Article x- Auditors, hereof.
- k) The Treasurer shall have such other duties as may be delegated him/her pursuant to Article ? -Corporate Powers, Section ? , Hereof.

#### Section 9 - Duties of the Immediate Past Chair

- (a) The Immediate Past Chair shall co-chair the Annual General Meeting of the Association with the sitting Chair of the Association;
- (b) The Immediate Past Chair shall, in the absence of the Chair or Vice-Chair preside over meetings of the Board or the Executive Board with full authority as outlined for the Chair in these by-laws;
- (c) Sit as a member of the Board and Executive Board as outlined in Articles VII and VIII;

#### Section 9-Vacancies

In accordance with Article VII -Directors, Section 1 hereof, the board of directors, in its' entirety shall fill vacancies in the office of Chair, Vice-Chair, Membership Secretary, Secretary, and Treasurer.

#### Section 10 - Officer Removal

Officers may be removed for cause, with or without prejudice, by a two thirds (2/3) majority vote of all of the board of directors present at a meeting specifically called for that purpose.

### ARTICLE IX -Executive Director

#### Section 1 -Enumeration

The Executive Director (hereinafter E.D.) is an ex officio member of the board, and, accordingly, has no voting rights.

#### Section 2 -Selection and Vacancies

The E.D. shall be selected by a majority vote of the board of directors based upon their knowledge of OGLCC and the skills required for the position at any time there is an opening in the position and as recommended by the Human Resources Committee.

### Section 3 - the Board of Directors assigns Duties of the E.D.

- a) The E.D. shall be under the direct supervision of the Chair. He/she will work closely with the entire board and the committee chairpersons on any business of OGLCC. The Chair will be consulted whenever there appears to be conflict of interest, time, or area of responsibility.
- b) The E.D. shall prepare and submit to each meeting of the board of directors a summary of all significant activities of his/her position. Further, a summary of these reports will be submitted to the annual convention as part of the Administrative Assistant's report.

### Section 4 - Performance Evaluation.

- a) At least thirty (30) days prior to the final board meeting prior to the annual general meeting, each member of the Executive Board will submit to the President an appraisal of the E.D.'s performance.
- b) The Chair will submit a performance evaluation to the Executive Board prior to the final board meeting of the year. The performance evaluation must then be approved by the board of directors at the final board meeting prior to the annual general meeting.
- c) The E.D. will receive his/her annual performance evaluation on the anniversary of hire or at any time the Board sees fit. Any wage or financial adjustment will be based upon this evaluation and will become effective at the beginning of the date set out by the board.

### Section 5 - Removal from Position

The E.D. serves at the will of the Executive Board and may be removed by a majority vote of the board of directors.

Section 6 - Exclusion -the Board may, at its discretion, exclude the E.D. from any board meeting.

## ARTICLE X AUDITORS

### Section -Corporate Auditor

- (a) Appointment -The Auditor shall be elected by the membership at the Annual General Meeting. The appointment will be for one (1) fiscal year.
- (b) Reports -The Corporate Auditor shall file written reports with the board of directors and make an oral report to the board. An oral report shall also be given at the annual general meeting.
- (c) Recommendations for any additional control will also be made in writing.

## ARTICLE XI COMMITTEES

### Section 1 -Committee Chairpersons

All Committee Chairpersons shall serve at the request of the Chair, and the Chair shall be an ex-officio member of all committees with the exception of the Nominations Committee. Any paid employee of OGLCC shall not serve as a Committee Chairperson. It is the duty of all Committee Chairpersons to report to the Board, as necessary.

### Section 2 -General

- (a) All Committee Chairs, or their alternates, shall present a written report to the Board as needed or at the request of the Chair, and not less than once a year. A report must be presented to the Board at the board meeting immediately preceding the last board meeting prior to the distribution of the notice of the Annual General Meeting. The committee report may include committee recommendations to change areas of the By-Laws or Standing Rules that directly affect their committee
- (b) The Bylaws/Standing Rules Committee may submit recommendations to add, delete, or change any Bylaw or Standing Rule.
- (c) All committees must send their recommendations through the respective Bylaws/ Standing Rules. This review will be limited to proper placement and research on whether other Bylaws or Standing Rules will be contradicted or affected.
- (d) All committees may submit recommendations to the Bylaws/Standing Rules to be approved, modified, or rejected.

### Section 3 - Membership Committee

- a) Appointment -The Board shall elect a Membership Secretary who will be the Chair of the committee and who will select two (2) or more members to serve on the committee.
- b) Duties –
  - i. It shall be the committee's responsibility to promote and encourage membership in OGLCC and to design and recommend membership benefits.
  - ii. The Membership Committee shall serve as the Credentials Committee at annual general meeting.

### Section 4 -Bylaws/Standing Rules Committee

- a) Appointment- The Board shall elect a Bylaws Committee Chairperson.

- b) Duties -The Bylaws Committee shall review amendments to bylaws and standing rules presented for consideration at annual general meeting or any board of directors meeting.
- c) Proposed Bylaws and Standing Rules/Procedures Changes -Proposed changes must be submitted in writing by the proponent to the Bylaws Committee, Chairperson at least sixty (60) days prior to annual general meeting. The Chairperson shall mail the proposals to each Member and request each Member to submit their compromise for consideration by the Bylaws Committee. The Bylaws Committee will present a final version of proposals at annual convention for approval or disapproval.

#### Section 5 - Finance Committee

- a) Appointment -The Board shall elect a Treasurer who will select two (2) or more members to serve on the committee.
- b) Paragraph B. Duties -It shall be the committee's responsibility to create an operating budget for submittal to the board of directors at the board meeting prior to the next annual general meeting for approval. This budget will incorporate appropriate expense limits for all annual expenses based on projected annual revenue.

#### Section 6 - Communications Committee

- a) Appointment -The Board shall elect a Communications Chair who will select a two (2) or more members to serve on that committee.
- b) The Board can, at its discretion, select an official Public Relations Spokesperson(s).
- c) Duties of the Chair -The Chair will report to the OGLCC Board of Directors at each scheduled board meeting.
- d) The Public Relations Spokesperson(s) will perform any other actions deemed necessary by the Communications Committee and/or the Board of Directors.
- e) Other –
  - i. Members may use the use of OGLCC name or logo in a manner prescribed by the Board.
  - ii. Any Members purporting to represent the integrity, interests, goals, and operations of OGLCC must receive written consent to appear or participate in or on any form of media.
  - iii. OGLCC, it's Media Chairperson, and it's Board of Directors will at all times do their best to respect each person's confidentiality with regard to OGLCC sanctioned events if they have not signed a waiver of consent. However, OGLCC, it's Media Chairperson, and it's Board of Directors

shall not be liable for the reproduction of any such person's name, voice, likeness, biography, and photograph in or on any form of media present, or not present, at an OGLCC sanctioned event.

#### Section 7 - Nominations Committee

- a) Appointment -The Board shall elect a Nominations Committee Chairperson.
- b) Duties -The Nomination Committee shall have the responsibility to organize and run the Annual General Meeting and nominate candidates for the Board of Directors.
- c) Nominations -Each Member may submit a nomination, which must be seconded, prior to the annual general meeting or from the floor of the annual general meeting.

#### Section 8 – Human Resources Committee

- a) The Board shall elect a Human Resources Committee Chairperson.
- b) The Human Resources committee shall be responsible for establishing policies and procedures including, but not limited to, policies on conflicts, harassment, non-discrimination and any job descriptions.

#### Section 9. General

All committees shall have additional duties as may be delegated by the Chair or at the request of the board of directors.

### ARTICLE XII BUDGET

#### Section 1 -General

- a) The operating budget will be for the OGLCC business year.
- b) The operating budget will obtain final approval from the board of directors at the board meeting immediately following the annual general meeting.
- c) All disbursements must be in accordance with the operating budget.

#### Section 2 - The operating budget may be amended pursuant to the following:

- a) At the annual general meeting. Any committee changes to budgeted line items must be submitted to the Budget Committee Chair following committee meetings and prior to the start of annual general meeting.

- b) By the board of directors at any regular, special, or annual meeting without special notice.
- c) In extreme situations, the Executive Board may adjust the budget by majority vote "'-' in a telephone poll or other manners approved by the Board. The adjustment may only be one in which any expense limit is raised only if other expense limits are lowered by the same amount.

#### Section 3 - Process

- a) Requests for disbursements must be made on the currently approved cheque request form or approved invoice, which must be complete and signed as required. No disbursement of funds will be made without a fully completed check request form or approved invoice that is accompanied by any appropriate supporting documents and that is within the approved budget.
- b) All requests for disbursement of funds shall be processed, and if approved, every effort shall be made to disburse funds within thirty (30) days of receipt.

#### Section 4 -Approved Expenditures

- a) The annual operating budget shall allow for reimbursement of officers and officials for expenses within budgeted limits as identified.
- b) OGLCC will not reimburse any officer or official for any expense that is V eligible for reimbursement from another source.
- c) OGLCOC will make reimbursement for approved travel and/or hotel expenses only if OGLCC business is the sole purpose for which the expense is incurred and approved in advance.
- d) Any non-re-occurring expense over \$500.00 must be approved by the Board.

#### ARTICLE XIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall be the sole parliamentary authority.

#### ARTICLE XIV AMENDMENTS AND EFFECTIVE DATE

Bylaws and Standing Rules/Procedures may be amended or repealed, or new Bylaws, or Standing Rules/Procedures may be made and adopted at the annual general meeting and the proposed amendment shall contain an effective date of the proposed amendment. The respective Committee Chairperson may make editorial amendments or changes that do not change the context or intent.

#### ARTICLE XV RECORDS

All books and records of OGLCC shall be kept at a place designated by the Board and will be made available for inspection by any member or their agent for any purpose at any reasonable time.

#### ARTICLE XVI MONETARY EXCHANGE

For the purpose of continuity, all monetary amounts recited in these Bylaws and appended Rules are in Canadian currency, and the amount payable to OGLCC for any purpose is to be calculated in and paid in Canadian currency-

#### ARTICLE XVII SUPERSESION

These Bylaws supersede any and all Bylaws in effect heretofore and annul and supersede " any and all resolutions inconsistent herewith.

#### **History of Revisions:**

**At the duly constituted Annual General Meeting of April 28, 2009, the assembly passed unanimously the proposed revisions from the Board of Directors to,**

**ARTICLE VII DIRECTORS, Section 1, the number of directors changed from 15 to 17 and the position of membership secretary deleted. Section 2, the addition of the position of immediate past chair. Section 4, removal of membership secretary and additional of immediate past chair.**

**ARTICLE VIII OFFICERS, Section 1, removal of membership secretary and addition of immediate past chair. Addition of Section 9—duties of the immediate past chair. Revise and renumber, Section 8-Vacancies as, Section 9-Vacancies and Section 9-Officer Removal as, Section 10-Officer Removal**

**The revised Article is included in the by-laws.**

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**At the duly constituted Annual General Meeting of January 25, 2007, the assembly passed unanimously a proposed revision from the Board of Directors meeting of November, 2006 to,**

**Article VII, Section 2, Election of Directors, revising and deleting the following section,**

**‘At the Annual General Meeting the five (5) regional directors shall be elected for a one year term. Five (5) of the remaining ten (10) Directors shall be elected for a two (2) year term and the remaining five (5) shall be elected for a one year term.’**

**The revised Article is included in the by-laws.**