



A by-law relating generally to the conduct of the business and affairs of

Ontario Rainbow Alliance of the Deaf

Amended on October 19, 2013
Amended on October 15, 2011
Amended on November 14, 2009
Amended on October 13, 2007
Amended on October 11, 2007
Replaced (Amended) on January 1, 2007
Repealed on December 31, 2006
Established on January 1, 2005

TABLE OF CONTENTS

ARTICLE I- INTERPRETATION.....	3
Section 1 Definitions.....	3
Section 2 Interpretation.....	3
Section 3 Repeal and Replacement	3
ARTICLE 2- LOCATION.....	3
ARTICLE 3- PURPOSE	4
ARTICLE 4- DERIVATION OF AUTHORITY	4
ARTICLE 5- LANGUAGE.....	4
ARTICLE 6- MEMBERSHIP.....	4
Section 1 Membership	4
Section 2 Member Classification.....	4
Section 3 Membership Fees.....	5
Section 4 Termination of Membership.....	5
ARTICLE 7- BOARD COMPOSITION	5
Section 1 Eligibility.....	5
Section 2 Duties	6
ARTICLE 8- DIRECTORS.....	6
ARTICLE 9- DIRECTORS' DUTIES	7
Section 1 President.....	7
Section 2 Vice President.....	7
Section 3 Secretary.....	7
Section 4 Treasurer.....	8
Section 5 Pride Directors at Large (2 positions) Directors at Large	8
Section 6 Events Director at Large	8
Section 7 Public Relations Director at Large.....	8
Section 8 Outreach Director at Large	9
ARTICLE 10- EXECUTIVE DIRECTOR.....	9
ARTICLE 11- MEETING.....	10
ARTICLE 12- COMMITTEES.....	10
Section 1 Board Committee	10
ARTICLE 13- ELECTIONS AND ANNUAL GENERAL MEETING	11
ARTICLE 14- VACANCY	11
ARTICLE 15- RESIGNATION.....	11
ARTICLE 16- SUCCESSION	12
ARTICLE 17- INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS.....	12
ARTICLE 18- FINANCE	12
Section 1 Fiscal Year	12
Section 2 Logo.....	12
Section 3 Cheques, Drafts, and Notes	13
Section 4 Execution of Documents	13
Section 5 Auditors.....	13
ARTICLE 19- AMENDMENT TO BY-LAWS	13
APPENDIX 1- BOARD MEETING PROCEDURE	14

ARTICLE I- INTERPRETATION

Section 1 Definitions

In this by-law and all other by-laws of ORAD:

- a) “Act” means that the *Corporations Act* (Ontario) and where the context requires, includes the regulations made thereunder, as amended from time to time;
- b) “ORAD” means Ontario Rainbow Alliance of the Deaf;
- c) “Board” means the Board of Directors of ORAD.
- d) “By-laws” means any by-laws of ORAD from time to time in effect;
- e) “AGM” means Annual General Meeting where every year Directors of ORAD are elected by the membership;
- f) “Director” means a member of the Board

Section 2 Interpretation

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- a) All terms which are contained in the by-laws and which are defined in the Act shall have the meanings given to such terms in the Act;
- b) The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine, and neutral genders, and the word “person” shall include an individual, trust, partnership, body corporate or public, an association or other incorporated or unincorporated organization or entity;
- c) The headings used in the by-laws are inserted for reference purposes only and are not to be considered in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- d) Any reference herein to any law, by-laws, rule, regulation, order or act of government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

Section 3 Repeal and Replacement

All previous by-laws relating to the administration of the affairs of ORAD are hereby repealed and replaced with this by-law.

ARTICLE 2- LOCATION

The head office of ORAD shall be located in the City of Toronto, in the Province of Ontario, until changed in accordance with the Act.

ARTICLE 3- PURPOSE

(1) To coordinate events and activities for the Deaf, deaf, deafened, hard of hearing, and hearing people who are gay, lesbian, bisexual, transgendered, transsexual, queer, two-spirited, intersexed, bisexual-curious, straight-curious, and queer positive regardless of race, age, sexual orientation, sex, gender, religion, ethnic background or abilities.

(2) To represent and encourage the growth and advancement of the ORAD community within the Province of Ontario as a whole.

(3) To provide referral resources to individuals during the coming-out process, and to attempt through educational and social outreach to reduce promulgation of homophobia, heterosexism, transphobia, biphobia, lesbophobia, audism and any other forms of discrimination and racism.

ARTICLE 4- DERIVATION OF AUTHORITY

ORAD shall be a non-profit organization and shall be affiliated with Rainbow Alliance for the Deaf (RAD).

ARTICLE 5- LANGUAGE

(1) American Sign Language (ASL) and/or Langue des Signes Québécoise (LSQ) shall be the languages of communication for ORAD. ASL and/or LSQ shall be the languages of all video documents for ORAD.

(2) English and/or French shall be the language for ORAD's official documents.

ARTICLE 6- MEMBERSHIP

Section 1 Membership

(1) The membership of ORAD shall consist of those persons interested in furthering the objects of ORAD, who have been admitted to the membership by resolution of the Board. Membership shall be open to any individual in good standing. Any membership in ORAD shall be effective for a period of one (1) or two (2) years, as applicable.

(2) The interest of a membership in ORAD is not transferable and lapses and ceases to exist upon death or upon delivery of written resignation to the Secretary of ORAD or otherwise in accordance with the by-laws of ORAD.

Section 2 Member Classification

(1) Honorary Life Members shall be those individuals who have provided extensive service to ORAD

and the Deaf community and awarded Honorary Life Memberships by the Board. Honorary Life Members may be active members in ORAD, share their opinions and ideas at AGM and are entitled to vote.

(2) Active Members shall be any persons and are entitled to vote. Active members can make motions at any AGM. Active members must be residents of Ontario.

(3) Associate members shall be any persons who wish to support the objectives of ORAD but are not residents of Ontario. Associate members are not entitled to make motions or vote.

(4) The term “members” when used herein shall include Honorary Life Members, Active Members and Associate Members.

Section 3 Membership Fees

(1) A member shall be notified in writing of the membership fees at any time payable by them and, if any are not paid within one calendar month of the written request, the members in default shall thereupon cease to be members of ORAD. A member shall not be entitled to vote at any meetings of ORAD unless all membership fees have been paid in full at least 10 days prior to the date of the meeting.

(2) The amount of fees for membership may be determined by the Directors of ORAD from time to time.

Section 4 Termination of Membership

Upon thirty days’ notice in writing to a member of ORAD, the Board may pass a resolution with conditions authorizing the removal and/or return of such member from the membership of ORAD and thereupon such person shall cease to be a member of ORAD. Any such member may re-apply for membership in ORAD. If any membership fees are not paid within one (1) month calendar of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of ORAD.

ARTICLE 7- BOARD COMPOSITION

The property and business of ORAD shall be managed by a Board of a minimum of five (5) and a maximum of nine (9) Directors.

Section 1 Eligibility

No person shall be qualified to be a Director of ORAD unless s/he is eighteen (18) or more years of age and, subject to the provisions of the Act, and shall be a member of ORAD throughout her/his term as a Director.

Section 2 Duties

(1) The Board has the authority, from time to time, to purchase, lease or otherwise acquire transfer ownership, sell, exchange or otherwise of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or not moveable, real or personal, any right or interest in the property owned by ORAD, for payment upon agreements that they believe advisable.

a) The Board may prescribe such rules, regulations and policies not inconsistent with the by-laws relating to the management and operation of ORAD as they deem expedient, provided such rules and regulations shall have force and effect only until the next AGM of the members when they shall be confirmed and, in default of confirmation at such AGM, shall and from that time cease to have force and effect.

b) The Board may recommend to the members affiliation with other organizations that support purposes similar to ORAD. Such as recommendations will be acted upon at the AGM.

c) The Board shall see that all necessary books and records of ORAD as required by the by-laws or by any applicable statutes or laws are regularly and properly kept.

ARTICLE 8- DIRECTORS

(1) ORAD shall have as follows:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Directors-at-Large [up to a maximum of five (5).]

(2) Directors-at-Large shall serve one (1) year term. All the other Directors shall serve two (2) years term. The President and Secretary shall be elected in odd years. The Vice President and Treasurer shall be elected in even years.

- (3) The President, Vice-President, Secretary and the Treasurer shall, when they are elected, automatically become the Executive Committee of the Board.
- (4) All officers shall be responsible to abide by-laws, rule, regulations and policies in accordance with the Act.
- (5) The Directors may appoint and discharge such other officers and agents as they shall deem necessary. The agent shall have such authority and shall perform such duties as prescribed from time to time by the Board of Directors.
- (6) All officers and agents shall hold office during the pleasure of the Board and in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at anytime with or without cause. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the Directors, may by resolution, appoint a person to fill such vacancy.

ARTICLE 9- DIRECTORS' DUTIES

Section 1 President

- a) Shall lead all regular and special meetings at ORAD, and shall oversee ORAD administration;
- b) Shall develop network with different organizations by representing ORAD;
- c) Shall be the spokesperson for ORAD with the media;
- d) Shall regularly communicate with the Vice President regarding the business of ORAD;
- e) Shall provide a report of her/his actions at every Board meeting;
- f) If unable to conduct any of the duties of the President for any reason, s/he may temporarily pass the duties and responsibilities to the office of Vice President; and
- g) Shall be Chair of Community Outreach Committee.

Section 2 Vice President

- a) Shall serve as acting President during the President's absence or upon request;
- b) Shall assist the President's with her/his performance and/or duties;
- c) Shall advise the President of any internal business or actions of ORAD;
- d) Shall oversee and support ORAD committees;
- e) Shall provide a report on her/his actions at the monthly Board meeting;
- f) Shall work and oversee with Secretary, Treasurer, and Directors-at-large on the internal action of ORAD;
- g) Shall be responsible to interpret the bylaws as necessary; and
- h) Shall be Chair of Governance Committee.

Section 3 Secretary

- a) Shall be responsible for taking and distributing the Board meeting's minute within seventy-two (72) hours after the adjournment;
- b) Shall be responsible to distribute the AGM's minutes within 30 days after the current AGM, and shall distribute again those same AGM's minutes 30 days prior to the next AGM;
- c) Shall provide a report of her/his actions at every Board meeting;

d) Shall be responsible for all of the administrative work incoming and outgoing mail, and maintain all of the files of ORAD.

Section 4 Treasurer

- a) Shall submit an annual budget proposal and submit to the Board for approval at the beginning of the fiscal year;
- b) Shall be responsible to provide monthly financial statement for revenues and expenses operation within two (2) weeks prior to the regular monthly Board meeting;
- c) Shall be responsible to develop the fundraising strategy for ORAD;
- d) Shall work with the Secretary for the membership lists and recruitment lists;
- e) Shall provide a report of her/his actions at every Board meeting; and
- f) Shall be Chair of Finance and Audit Committee.

Section 5 Pride Directors at Large (2 positions)

All directors at large shall be responsible to manage the affairs of ORAD and to assist the Board in carrying out the business of ORAD.

Shall be responsible for the planning and organizing of events for ORAD during Pride, which include but are not limited to, the following:

- a) Reserving and arranging payment from ORAD for the Pride Week StreetFair a month prior to Pride Toronto activities;
- b) Plan one or two fundraising events, which must be approved by the Finance and Audit Committee, with the Events Director at Large, in collaboration with the Pride committee and other Deaf and hearing organizations, prior to Pride;
- c) Plan the annual Pre-Pride BBQ social to be held before Pride Week;
- d) With the Pride committee, reserve and plan for the annual Trans March, Dyke March, and Pride Parade;
- e) Liaise meetings with Pride Toronto on a need-by-need basis;
- f) Chairing bi-monthly and monthly Pride committee meetings;
- g) Securing volunteers for Pride Week and weekend.
- h) Shall provide a report of their actions to the Vice President prior to each Board meeting.

Section 6 Events Director at Large

- a) Shall plan monthly social events in accessible venues;
- b) Shall be responsible, with the events committee, for planning annual ORAD events such as the Winter Spirit Party, Halloween, and the Spring Party;
- c) Shall team with the Pride Director at large in co-ordinating major fundraising events;
- d) Shall chair the Events committee.
- e) Shall provide a report of their actions to the Vice President prior to each Board meeting.

Section 7 Public Relations Director at Large

- a) Shall manage listserv for events, distributions, and any materials to be published by ORAD
- b) Shall be responsible for Public Relations and Communications and manage all social media

outlets such as Facebook, Twitter, Flickr, and the ORAD website

- c) Shall work with the Website manager to ensure website is maintained and up to date.
- d) Shall provide a report of their actions to the Vice President prior to each Board meeting.

Section 8 Outreach Director at Large

- a) Shall chair Community Outreach committee meetings on a need-by-need basis;
- b) Shall be responsible for the booking and payment for community fair booths (Mayfest, Volunteer Fair, Conferences, etc);
- c) Shall be responsible for processing requests from community organizations for workshop presentations and co-ordinating logistics with the organization;
- d) Shall be responsible for securing volunteers for booths and workshop presentations.
- e) Shall provide a report of their actions to the Vice President prior to each Board meeting.

ARTICLE 10- EXECUTIVE DIRECTOR

(1) The Directors would appoint an Executive Director, and may delegate to the Executive Director full authority to manage and direct the affairs of the Alliance (except such matters and duties as by-laws must be transacted or performed by the Directors or by the members in an annual meeting or that are reserved to the Executive Committee); to ensure that all orders and resolutions of the Directors are carried into effect; to employ and discharge agents and employees of the Alliance; to be responsible for all staffs of the Alliance; and to exercise any lesser power properly delegated to the Executive Director.

(2) The Executive Director shall conform to all lawful orders given to his/her by the Directors and shall at all reasonable times give to the Directors or any of them all information they may require regarding the affairs of the Alliance.

(3) The Executive Director shall provide a report of his/her actions at every Board meetings.

(4) The Executive Director shall be an ex-officio member on all Board meetings, special meetings, and Board Committees.

ARTICLE 11- MEETING

(1) Meetings shall be conducted with equal voice amongst Directors of ORAD.

(2) A quorum for the transaction of business at any meeting shall be over fifty (50) percent and at least three (3) Directors.

(3) Meetings shall be conducted at least once (1) a month at anytime so desired by the Directors. There shall be at least ten (10) regular meetings a year.

(4) President may authorize an emergency meeting, in the event of crisis requiring urgent and immediate action, with forty-eight (48) hours notice.

ARTICLE 12- COMMITTEES

Section 1 Board Committee

(1) The Directors shall maintain standing committees as follows:

- a) Communities Outreach
- b) Governance
- c) Finance & Audit

(2) The Directors shall, when appointing any committee, set out the purpose of the committee and its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board of Directors.

(3) The Directors may, from time to time, appoint any committee or committees that it considers necessary or appropriate.

ARTICLE 13- ELECTIONS AND ANNUAL GENERAL MEETING

- (1) The AGM shall be held in the fall and the location will be decided by the Board.
- (2) Vice President shall appoint the AGM Chairperson with the Board's approval within two (2) months prior to the meeting.
- (3) Nominations will be accepted at the AGM and all of the candidates are required to attend the meeting.
- (4) The election process shall be conducted with members present during the AGM. The members in good standing present will constitute the quorum.
- (5) The AGM Chairperson and one (1) non-candidate individual must count votes during the AGM. The winners must be elected by secret ballot.
- (6) The AGM Chairperson must use her/his discretion in coordinating the election. The decisions by the Chairperson regarding elections during the AGM shall be final.
- (7) The new elected officers shall start their new terms on the first (1) monthly Board meeting after the election is over.
- (8) At the AGM, all of the Directors are required to provide an annual report on her/his actions to the membership before the election process begins.

ARTICLE 14- VACANCY

- (1) The office of a Director shall be vacated
 - a) If s/he resigns by notice in writing to the Secretary of ORAD;
 - b) If s/he is found by a court to be mentally incompetent or becomes of unsound mind;
 - c) If at the meeting of the members, a resolution is passed by two-third (2/3) of the members present to remove a Director from office;
 - d) If a Director is absent from three (3) consecutive Board meetings, without approval from the Board;
 - e) If s/he ceases to be a member of ORAD; or
 - f) By death.

ARTICLE 15- RESIGNATION

- (1) If any Director wishes to resign from her/his position, s/he shall give a formal recorded notice to the Board for approval within sixty (60) days. If any such resignation would have the effect of reducing the number of Directors below a quorum, such resignation shall not become effective until the next meeting of Directors or members at which the resigning Director's successor is elected or appointed.
- (2) Upon a Directors' resignation, all of the ORAD's business files and/or property in her/his possession are required to be submitted to the President or Vice President within five (5) business days.
- (3) After the Directors' resignation, s/he shall be responsible to abide the by-laws and maintain confidentially.

ARTICLE 16- SUCCESSION

- (1) If the President is permanently vacant, Vice President shall become the President immediately;
- (2) If Vice President is temporarily absent, any of the Directors may be chosen by the remaining Board members to become the Vice President immediately;
- (3) If the Secretary and/or the Treasurer are temporarily absent, the Vice President shall represent the Secretary and/or the Treasurer;
- (4) If Vice President, Secretary, Treasurer and/or Directors-at-Large are permanently vacant, the Board may appoint any Director to the vacant position or the Board may call a special meeting to hold an election to replace any or all of these vacant positions.
- (5) Appointed positions by the Board must be confirmed by the membership at the next AGM.

ARTICLE 17- INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

Every Directors or officers of ORAD or any person who has undertaken or is about to undertake any liability on behalf of ORAD and her/his 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 ORAD, from and against:

- a) All costs, charge and expenses whatsoever which such Directors or officers or other person sustains or incurs in or about any action, suit of proceeding that is brought, commenced or prosecuted against her/his, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her/his, in or about the execution of the duties of her/his offices; and
- b) All other costs, charge and expenses that s/he sustains or incurs in or about or in relations to the affairs, thereof, except such costs, charges or expenses are occasioned by her/his own willful neglect or default.

ARTICLE 18- FINANCE

Section 1 Fiscal Year

The fiscal year of ORAD shall terminate on the 31st day of March in each year or on such other date as the Directors shall, by resolution, from time to time determine.

Section 2 Logo

The logo, an impression whereof is drawn in the margin hereof, shall be the logo of ORAD.

Section 3 Cheques, Drafts, and Notes

All cheques, drafts or orders for the payment of money and all notes and acceptances are bills of exchange shall be signed by two of the three signing authority: President, Treasurer and/or Executive Director of ORAD, if one is appointed. The Vice President may act as a designatory signing authority where needed.

Section 4 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of ORAD shall be signed by any two (2) of the following: the President, Vice President, Secretary or Treasurer. All contracts, documents and instruments in writing so signed be binding upon ORAD without any further authorization or formality. The Directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of ORAD to sign specific contracts, documents and instruments in writing. The logo of ORAD when required may be affixed to contracts, documents and instruments in writing, as a seal, signed as aforesaid or by any officer or officers appointed by resolution of the Board.

Section 5 Auditors

The auditor may be chosen at Board meeting to audit the books and give a report at the next AGM provided that the Directors may fill any casual vacancy in the office of the auditor. Signed documents must be approved by the members present at the meeting. The remuneration of the auditor shall be fixed from time to time by the Board.

ARTICLE 19- AMENDMENT TO BY-LAWS

The members may, by a two-third (2/3) majority, repeal, amend or enact a by-law at a general meeting called by the President with thirty (30) days notice.

APPENDIX 1- BOARD MEETING PROCEDURE

The Board Meeting shall, from time to time, use the following procedure:

- 1) Call to Order
- 2) President's Opening Remarks
- 3) Approval of the Meeting Agenda
- 4) Approval of the Previous Meeting's Minutes
- 5) Executive Board Reports
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
- 6) Directors-at-Large Reports
- 7) Board Committees
 - a. Communities Outreach
 - b. Governance
 - c. Finance and Audit Committee
- 8) Monthly Financial Statement
- 9) Unfinished Business
- 10) New Business
- 11) Next Meeting Date
- 12) Announcements
- 13) Adjournment