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# Bylaws

## ANBMT Operating Bylaws

Ratified by the ANBMT Members–November 7, 2020

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# ASSOCIATION OF NEW BRUNSWICK MASSAGE THERAPISTS INC.



*Ratified at the Annual General Meeting (AGM)–November 7, 2020*

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# Preamble

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## ARTICLE 1 PREAMBLE

### 1.1 THE ASSOCIATION

1.1.1 The name of the **Association** is the Association of New Brunswick Massage Therapists Inc., which may also be known or referred to as the ANBMT.

### 1.2 THE BYLAWS

1.2.1 The following articles set forth **Bylaws** of the Association of New Brunswick Massage Therapists Inc.

# Defining and Interpreting the Bylaws

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## ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS

### 2.1 DEFINITIONS

In these **Bylaws** and in all other bylaws of the **Association** unless the context otherwise requires, the following words have these meanings:

- 2.1.1 “Ad Hoc Committee” means a committee formed for a specific task or objective and dissolved after the completion of the task or achievement of the objective.
- 2.1.2 “All Members” means Practising, Non-Practising, Provisional, Affiliate, Student and Life Members.
- 2.1.3 “Annual General Meeting” or “AGM” means the yearly General Meeting of the Association, which All Members in good standing are entitled to attend.
- 2.1.4 “Association” means the Association of New Brunswick Massage Therapists Inc.
- 2.1.5 “Auditor” means the chartered professional accountant or accountants retained to perform the annual review of the Association’s financial records.
- 2.1.6 “Board of Directors” or “Board” or “Directors” means the Directors acting as authorized by the Policies and Procedures, and these Bylaws in overseeing the management of the affairs of the Association.
- 2.1.7 “Bylaws” means these Bylaws of the Association as amended from time to time.

- 2.1.8 “College” means the College of Massage Therapists of New Brunswick (CMTNB), as defined in the Massage Therapy Act (An Act to Incorporate the College of Massage Therapists of New Brunswick, Assented to December 13, 2013).
- 2.1.9 “Commencement Date” means the date that the term of office is deemed to commence for the Officers of the Association and Regional Directors.
- 2.1.10 “Director” means an individual who is a member of the Board of Directors.
- 2.1.11 “Executive Committee” means the Standing Committee comprised of the Officers: Chair, Chair-Elect, and the Secretary-Treasurer.
- 2.1.12 “General Meeting” means a Special General Meeting and an Annual General Meeting, each of which are open to All Members in good standing of the **Association**.
- 2.1.13 “Governing Documents” means the Association’s Bylaws, and Policies and Procedures, as amended from time to time.
- 2.1.14 “Officers of the Association” or “Officers” consists of the Chair, Chair-Elect, and the Secretary-Treasurer.
- 2.1.15 “Policies and Procedures” means the policies or procedures of the Association adopted by a resolution of the Board of Directors at a duly constituted meeting of the Board.
- 2.1.16 “Principal Residence” means the place in which the member resides for the majority of the time, as further defined in the Policies and Procedures.
- 2.1.17 “Regional Directors” means those seven (7) elected Directors from provincial health Zones identified as “health zones” by the New Brunswick Department of Health who reside in and hold Principal Residence in the Zone from which they are elected.
- 2.1.18 “Registered Massage Therapist” means the professional designation for an individual who has trained and completed competency-based education at educational institutions recognized by the College, or another massage therapy regulatory college in Canada; and is a member of the college.
- 2.1.19 “Special Resolution” means a resolution requiring at least thirty (30) days’ notice prior to a General Meeting, and no less than two-thirds of the votes of **Voting Members** present at the time of voting; proposed amendments to such resolution must be received by the Board of Directors at least fifteen (15) days prior to such General Meeting.
- 2.1.20 “Standing Committee” means a permanent committee established in accordance with these Bylaws.
- 2.1.21 “Voting Member” means only Practising Members who are in good standing with the Association and with the College and have been in good standing for at least thirty (30) days immediately prior to a General Meeting may vote on any and all matters requiring same at General Meetings.
- 2.1.22 “Zones” means the geographical areas within the Province of New Brunswick identified as the “health zones” or “zones” by the Department of Health.

## 2.2 INTERPRETATION

The following rules of interpretation shall be applied in interpreting these **Bylaws**.

2.2.1 Headings are for convenience only. They do not affect the interpretation of these **Bylaws**.

2.2.2 Words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

# Objects of the Association

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## ARTICLE 3 OBJECTS OF THE ASSOCIATION

3.1 The objects of the **Association** as set out in the *Letters Patent* of the **Association** are as follows:

- a) To promote the science, art and philosophy of massage therapy;
- b) To represent its membership before governmental and regulatory bodies concerned with massage therapy;
- c) To foster and encourage professional growth and high standards of practice among its Members;
- d) To encourage high standards of education for students of massage therapy;
- e) Operating and administering programs on behalf of the Members when requested to do so;
- f) Promoting causes and performing such other duties and functions as may be required by the Members and as may be conducive to the best interests of the Members;
- g) To acquire by purchase, lease, exchange, grant, concession, or otherwise and to hold, rent, sell, convey, exchange, lease, mortgage and otherwise dispose of for the purposes of the **Association** any real or personal property and any rights or privileges which the **Association** may think necessary or convenient for the purposes of its undertaking;
- h) To carry on any other activity which in the opinion of the **Board of Directors**, can be advantageously carried on by the **Association**, provided that the said activity is conducive to promoting the above-stated objects of the **Association**, and is of a charitable nature within the legal meaning of the word "charity."

# Membership

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## ARTICLE 4 MEMBERSHIP

### 4.1 TYPES OF MEMBERSHIP

Membership in the **Association** shall be restricted to those persons whose application for admission has been accepted and shall consist of the following:

- a) Practising Member
- b) Non-Practising Member
- c) Student Member
- d) Provisional Member
- e) Affiliate Member
- f) Life Member

#### 4.1.1 PRACTISING MEMBER

A Practising Member is any massage therapist who:

- a) is a **Registered Massage Therapist** in the Province of New Brunswick and who is in good standing with the **College** or is in good standing with another massage therapy regulatory college in Canada; and
- b) has paid the specified member fee in accordance with the current fee schedule.

#### 4.1.2 NON-PRACTISING MEMBER

A Non-Practising Member is any massage therapist who:

- a) is a Practising Member in good standing in the **Association** at the time of application for Non-Practising status;
- b) has been a Practising Member in the **Association** for a period of at least one (1) full year immediately prior to making application;
- c) is no longer in practice; and
- d) has paid the specified member fee in accordance with the current fee schedule.



#### 4.1.3 STUDENT MEMBER

A Student Member is an individual who is:

- a) registered as a massage therapy student with an educational institution that is recognized by the **College** or recognized by another massage therapy regulatory college in Canada and preparing individuals toward registration as a **Registered Massage Therapist**; and
- b) has paid the specified member fee in accordance with the current fee schedule.

#### 4.1.4 PROVISIONAL MEMBER

A Provisional Member is an individual who:

- a) is a graduate of an educational institution that is recognized by the **College** or recognized by another massage therapy regulatory college in Canada; and
- b) intends to practise massage therapy in New Brunswick and has applied for active member status with the **College**, or intends to practise massage therapy in another regulated province and become a member of a massage therapy regulatory college in Canada; and
- c) remains a Provisional Member with the **Association** no longer than thirty (30) consecutive days before providing proof of successful acceptance to and membership in good standing with a massage therapy regulatory college in Canada; and
- d) has paid the specified member fee in accordance with the current fee schedule.

#### 4.1.5 AFFILIATE MEMBER

4.1.5.1 An Affiliate Member includes, but is not limited to, any individual, group, organization, business or corporation that has an interest in the advancement of the profession of massage therapy and in furthering the **Association's** purposes; and

- a) is not required to be a **Registered Massage Therapist** or enrolled in a massage therapy program to be eligible;
- b) has an interest in the activities, well-being, role and function of the **Association**;
- c) Intends to contribute to and be affiliated with the profession of massage therapy;
- d) demonstrates standards of behaviour, philosophy, ethics, principles and values that align with those of the **Association**;
- e) avoids any activity that may be injurious to the interests of the **Association** and its members;

- f) is a Canadian citizen and is at least 19 years of age (if the applicant is an individual);
- g) is eligible for and approved as an Affiliate Member on a case-by-case basis by the **Board of Directors** in accordance with **Policies and Procedures**;
- h) has paid the specified member fee in accordance with the current fee schedule.

4.1.5.2 Affiliate Members are entitled to attend and be heard at **General Meetings** but are not entitled to vote.

4.1.5.3 Affiliate Members may not hold a position on the **Board of Directors**; however, they may serve on committees.

#### **4.1.6 LIFE MEMBER**

4.1.6.1 A Life Member is a member of the **Association** designated as such by resolution of the **Board of Directors**.

4.1.6.2 Life Members shall have all the rights, privileges, and responsibilities of Practising Members, but shall not be required to pay the annual **Association** membership fee.

4.1.6.3 To become a Life Member, an individual shall:

- a) have been a member of the **Association** for at least twenty (20) years;
- b) be a **Registered Massage Therapist**;
- c) be a current member in good standing of the **Association** and **College**;
- d) be a Practising Member; and
- e) complete a Life Member application.

#### **4.2 RESPONSIBILITIES OF MEMBERS**

It is the responsibility of **All Members** to:

- a) support and promote the purposes of the **Association**;
- b) pay applicable membership fees;
- c) notify the **Association** of any changes in personal contact information within thirty (30) days of such change;
- d) notify the **Association** of any changes of registered status with their massage therapy regulatory college within thirty (30) days of such change; and
- e) uphold and comply with the **Governing Documents** of the **Association**.

### 4.3 **RIGHTS AND PRIVILEGES OF MEMBERS**

4.3.1 **All Members** in good standing are entitled to:

- a) attend all **General Meetings** of the **Association**;
- b) receive copies of notices issued by the **Association**;
- c) copies of the annual financial statements of the **Association** upon request;
- d) copies of the **General Meeting** minutes upon request;
- e) copies of all **Governing Documents** upon request;
- f) a summary **of minutes of** non-confidential items dealt with at **Board of Directors'** meetings upon request;
- g) be selected by the **Board of Directors** to serve on various **Standing Committees** and **Ad Hoc Committees**;
- h) nominate individuals to serve as a **Director**; and
- i) receive official proof of membership.

4.3.2 The Members who may attend all **Association** functions such as seminars or workshops at the preferential rate as determined by the **Association** are:

- a) Practising Members
- b) Non-Practising Members
- c) Provisional Members
- d) Life Members

4.3.3 Student and Affiliate Members may attend those seminars or workshops that are identified as open to **All Members** at the preferential rate as determined by the **Association**.

### 4.4 **CESSATION OF MEMBERSHIP**

4.4.1 An individual shall immediately cease to be a member of the **Association** for one or more of the following reasons:

- a) upon the expiry of the member's term without having renewed such membership;

- b) upon submitting a resignation in writing to the **Association** with the effective date of the resignation stated thereon;
- c) upon ceasing to be a **Registered Massage Therapist** in good standing with their regulatory college;
- d) upon being of unsound mind and having been so found by a court in Canada or elsewhere;
- e) upon their death;
- f) upon being suspended or expelled from the **Association**;
- g) in the case of an Affiliate Member that is a corporation, the corporation being dissolved;
- h) upon dissolution of the **Association**; or
- i) for any other reason as specified in these **Bylaws**, not including an official reprimand.

4.4.2 Subject to these **Bylaws** upon any cessation of membership, the rights of the member shall automatically cease to exist.

#### 4.5 **CONDUCT**

4.5.1 A member may be reprimanded, suspended, or expelled from the **Association** for one or more of the following reasons:

- a) upon proof that their conduct has been such as to jeopardize the standing and prestige of the **Association** or the profession of massage therapy;
- b) upon proof of non-compliance with the **Governing Documents** of the **Association**;
- c) when, in the opinion of the **Board of Directors**, such action is in the best interest of the **Association**;
- d) upon non-payment of fees; or
- e) upon ceasing to be a **Registered Massage Therapist** in good standing with their regulatory college.

4.5.2 In the event the **Association** receives a complaint regarding the conduct of a member, the conduct process shall apply as outlined in the **Policies and Procedures**.

#### 4.6 **MEMBERSHIP YEAR**

- a) The membership year shall be from October 1 to September 30;

- b) Membership fees for a given year shall be paid to the **Association** before the end of the prior membership year and as specified in the **Policies and Procedures**;
- c) Members who are in arrears shall have all rights and privileges suspended during such time as they are in arrears;
- d) The **College** will be notified of those members who obtain professional liability insurance through the ANBMT and are in arrears.

#### 4.7 MEMBERSHIP FEES

The fees of Practising, Non-Practising, and Provisional Members shall be determined by the **Board of Directors**; such decision to stand unless and until changed by a majority vote of members at the next **Annual General Meeting**:

- a) The fees of Affiliate Members shall be an amount determined by the **Board of Directors**;
- b) The fees of Student Members shall be an amount determined by the **Board of Directors**;
- c) Life Members shall not be required to pay the annual **Association** membership fee;
- d) A member who resigns, is suspended, or is expelled from the **Association** is not entitled to a refund of any part of fees paid except in extraordinary circumstances and at the discretion of the **Board of Directors**.

## Board of Directors

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### ARTICLE 5 BOARD OF DIRECTORS

#### 5.1 ELIGIBILITY OF DIRECTORS

- 5.1.1 An Individual shall be a Practising Member in good standing with the **Association** and the **College** to be eligible to serve as a **Director** of the **Board**.
- 5.1.2 A **Director** should have knowledge and skill in one or more areas of governance; including, but not limited to, policy, finance, programs, personnel and advocacy and shall be subject to review by the Nominating Committee prior to being elected to serve on the **Board of Directors**.
- 5.1.3 The following individuals are disqualified from being a **Director**:
  - a) anyone who is less than nineteen (19) years of age;
  - b) anyone who is of unsound mind and having been so found by a court in Canada or elsewhere;

- c) a person who is not an individual;
- d) an individual who has the status of bankrupt;
- e) an individual convicted of an offence under the Criminal Code (Canada) or the criminal law of any jurisdiction outside of Canada;
  - i) in connection with the promotion, formation or management of a corporation, or
  - ii) involving fraud, unless three (3) years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

## 5.2 COMPOSITION OF THE BOARD

- 5.2.1 Commencing immediately after the November 2021 **Annual General Meeting** and thereafter, the **Board of Directors** may consist of up to ten (10) individuals as follows:
- a) **Officers of the Association** or **Officers** consisting of the Chair, Chair-Elect and Secretary-Treasurer; and
  - b) seven (7) **Regional Directors**.
- 5.2.2 The **Officers of the Association** shall serve according to the following provisions:
- a) The **Officers** serve as both **Officers** and **Directors** of the **Association**; and
  - b) The **Officers** each take office following the **Annual General Meeting** at which they are elected; and
  - c) Each of the **Officers**, excluding the Chair, shall be elected by the **Voting Members**; and
  - d) The Chair shall have served as Chair-Elect prior to becoming Chair of the **Board of Directors**.
- 5.2.3 **Regional Directors** shall be elected from the **Zones**, with one (1) representative per **Zone**.
- 5.2.4 Each **Regional Director** shall be elected by **Voting Members** residing in their respective **Zones** and shall declare that **Zone** to be their **Principal Residence**.
- 5.2.5 Each **Regional Director** must have their **Principal Residence** in the **Zone** that they represent.

- 5.2.6 A member of the **Board of Directors** may hold only one (1) **Director** position.
- 5.2.7 The minimum number of **Directors** shall be three (3) consisting of the **Officers of the Association** and the maximum number of **Directors** shall be ten (10).
- 5.2.8 No act or proceeding of the **Board of Directors** is invalid by reason only of there being less than the prescribed number of **Directors** in office.

### **5.3 TERMS OF OFFICE**

- 5.3.1 The **Officers** shall be elected by **Voting Members** and hold office for a term of two (2) years commencing immediately after the **Annual General Meeting** at which they were elected.
- 5.3.2 **Regional Directors** shall be elected by **Voting Members** residing in their respective **Zones** and hold office for a period of two (2) years commencing immediately after the **Annual General Meeting** at which they were elected.
- 5.3.3 Every **Director** serving a term of office shall retire from office at the close of the **Annual General Meeting** in the year at which their term expires unless re-elected.
- 5.3.4 **Directors** may re-offer and be elected to continue to hold office not longer than a maximum of two (2) consecutive terms.

### **5.4 NOMINATION AND ELECTION**

- 5.4.1 Candidates for the position of Secretary-Treasurer shall be put forward by the Nominating Committee and commencing at the November 2021 **Annual General Meeting** and thereafter, elected by the **Voting Members**.
- 5.4.2 Candidates for the position of Chair-Elect shall be put forward by the Nominating Committee and commencing at the November 2022 **Annual General Meeting** and thereafter, elected by the **Voting Members**.
- 5.4.3 Candidates for the **Regional Director** positions shall be put forward by the Nominating Committee and commencing at the November 2021 **Annual General Meeting** and thereafter, elected by **Voting Members** from their respective **Zones**.
- 5.4.4 Upon expiry of their term of office or vacancy in the position of Chair, the Chair-Elect shall fill that position.
- 5.4.5 The Chair-Elect shall commit to serve on the **Board of Directors** for two (2) consecutive terms.
- 5.4.6 Nominations of **Directors** must be received by the Nominating Committee at least fifteen (15) days prior to the date and time set for an **Annual General Meeting**.
- 5.4.7 In the event that the number of members nominated equals the number of vacancies and there are no further nominations, the Chair shall declare nominations closed and the member(s) elected by acclamation.

5.4.8 Nominations from the floor shall not be permitted at a **General Meeting**.

## 5.5 VOTING FOR DIRECTORS

Voting shall be conducted in accordance with the provisions of these **Bylaws** and subject to the following:

- a) voting shall be by **Voting Members** and conducted in such manner as determined by the **Board of Directors** and recorded by the Secretary-Treasurer of the **Annual General Meeting**;
- b) **Voting Members** shall declare themselves eligible in only one (1) **Zone** when voting for **Regional Directors**; that individual shall declare that their **Principal Residence** is located in one (1) of the **Zones**;
- c) any member who is entitled to vote and casts their vote in such a manner as determined by the **Board of Directors** shall be deemed present at the **Annual General Meeting** for the purpose of counting their vote, but not for the purpose of reaching quorum;
- d) an election may take place before the **Annual General Meeting**, as determined by the **Board of Directors**; and
- e) voting shall not be by proxy.

## 5.6 REGIONAL DIRECTOR ZONES

There shall be seven (7) electoral districts within the province known as **Zones** from which **Regional Directors** shall be elected.

## 5.7 REMOVAL OF DIRECTORS

5.7.1 A **Director** may be removed from the **Board** by a resolution passed at a **Board of Directors'** meeting in accordance with these **Bylaws** and the **Policies and Procedures**.

5.7.2 An **Officer** may be removed from the **Board** by a **Special Resolution** passed at a Special General Meeting; the vacant position shall be filled in accordance with these **Bylaws**.

5.7.3 A **Regional Director** may be removed from office by a **Special Resolution** passed at a Special General Meeting of the **Voting Members** from the **Zone** that they represent; the vacant position shall be filled in accordance with these **Bylaws**.

## 5.8 GROUNDS FOR REMOVAL

A **Director** may be removed from the **Board of Directors** for one or more of the following reasons:



- a) acting in a manner that does or may bring the reputation of the **Association** into disrepute;
- b) being suspended or expelled from the **Association**;
- c) when no longer a Practising Member in good standing with the **Association** and with the **College**;
- d) being absent from more than three (3) consecutive meetings of the **Board of Directors**, after being advised of the holding of such meetings and excluding absences excused by a vote of a simple majority of the **Board of Directors**; or
- e) for any other reason in accordance with these **Bylaws**.

## 5.9 CESSATION OF DIRECTORS

An individual shall automatically cease to be a **Director**:

- a) upon expiry of the **Director's** term unless elected to serve for a second consecutive term; or
- b) upon submitting resignation in writing to the **Board of Directors** with the effective date of the resignation stated thereon; or
- c) upon ceasing to be a **Registered Massage Therapist** in good standing with their regulatory college; or
- d) when no longer a Practising Member; or
- e) upon being of unsound mind and having been so found by a court in Canada or elsewhere; or
- f) upon their death.

## 5.10 VACANCY OF DIRECTORS

5.10.1 Should a **Director** for any reason be unable to complete their term, the **Board** shall appoint a replacement to fill the vacant position as soon as practicable; the candidate(s) for vacant position shall be presented by the Nominating Committee;

5.10.2 In the event of a Chair-Elect appointed by the **Board of Directors**:

- a) that Chair-Elect shall serve only the remainder of the vacant term and shall not succeed to the position of Chair in the following term; and
- b) a Chair shall be elected by members at the **Annual General Meeting** coinciding with the scheduled election for the Chair-Elect;

5.10.3 In the event that there are more candidates than vacant positions on the **Board of Directors**, voting shall be by secret ballot or by such other means as determined by the **Board of Directors**;

## 5.11 **RESPONSIBILITIES AND DUTIES OF THE BOARD**

5.11.1 The **Board of Directors** shall govern and oversee the affairs of the **Association**.

5.11.2 The powers and duties of the **Board of Directors** shall include:

- a) Promoting the objects of the **Association**;
- b) Promoting membership in the **Association**;
- c) Maintaining and protecting the **Association**'s assets and property;
- d) Approving an annual budget for the **Association**;
- e) Paying all expenses for operating and managing the **Association**;
- f) Paying persons for services and protecting persons from debts of the **Association**;
- g) Investing any extra monies;
- h) Financing the operations of the **Association**, and borrowing or raising monies;
- i) Making policies for managing and operating the **Association**;
- j) Approving all contracts for the **Association**;
- k) Appointing legal counsel as necessary;
- l) Making policies, rules and regulations for operating the **Association** and using its facilities and assets;
- m) Selling, disposing of, or mortgaging any or all of the property of the **Association**;
- n) Avoiding and declaring real or perceived conflicts of interest; and
- o) Without limiting the general responsibility of the **Board of Directors**, delegating its powers and duties to the **Officers** or the paid administrator of the **Association**.

5.11.3 Responsibilities and duties of **Directors** shall be as described in the **Policies and Procedures**.

5.11.4 The **Officers of the Association** shall consist of a Chair, Chair Elect, Secretary-Treasurer.

5.11.5 The **Officers** shall be responsible for:

- a) Planning agendas for **Board** meetings;
- b) Carrying out emergency and unusual business between **Board** meetings;
- c) Reporting to the **Board of Directors** on actions taken between **Board** meetings;
- d) Carrying out other duties as assigned by the **Board of Directors**.

## 5.12 DUTIES OF OFFICERS

5.12.1 The Chair:

- a) Served as Chair-Elect prior to becoming Chair of the **Board of Directors**;
- b) Supervises the affairs of the **Board**;
- c) When present, chairs all meetings of the **Association**, the **Board of Directors** and the **Executive Committee**;
- d) Is an ex officio member of all committees, except the Nominating Committee;
- e) Acts as the spokesperson for the **Association**;
- f) Carries out other duties assigned by the **Board of Directors**.

5.12.2 The Chair-Elect:

- a) Presides at meetings in the Chair's absence. If the Chair-Elect is absent, the **Board** shall elect a chairperson for the meeting;
- b) Replaces the Chair at various functions when asked to do so by the Chair or the **Board**;
- c) Carries out other duties assigned by the **Board**.

5.12.3 The Secretary-Treasurer:

- a) Assuring that an agenda has been prepared by the Chair and that the agenda is distributed in advance of the meeting;

- b) Oversees the distribution of background information for agenda items to be discussed;
- c) Oversees the preparation of the minute summaries for the **Officers'** and **Directors'** meetings to be made available to **All Members**;
- d) Receives notices of proposed amendments to the **Bylaws, Policies and Procedures**, and forwarding same to the **Officers**;
- e) Maintaining an up-to-date record of all amendments to the **Bylaws, Policies and Procedures**;
- f) In the absence of the Chair, may countersign all cheques;
- g) Chairs the Audit and Finance Committee.

## 5.13 CONFLICT OF INTEREST

5.13.1 The **Directors** shall fulfill their duty of loyalty by avoiding conflicts of interest and putting the interests of the **Association** above their own;

- a) **Directors** shall recuse (disqualify or remove) themselves from participating in discussion, reporting or voting on any issue where there is a real or perceived conflict of interest or lack of impartiality;
- b) Those **Directors** who declare a conflict of interest shall do so at the first opportunity or when the agenda is being approved;
- c) The **Director** who declares a conflict shall take no part in the discussion and shall not vote on any motions concerning the subject of the declaration;
- d) The declaration of conflict of interest shall be clearly recorded in the minutes indicating the time the **Director** left the meeting and their return;
- e) The declaring **Director** shall leave the meeting as soon as the discussion on the item begins and remain out of the meeting until the matter has been dealt with.

## 5.14 EXECUTIVE DIRECTOR

5.14.1 The **Officers** shall hire an Executive Director to carry out assigned duties.

5.14.2 The Executive Director shall report to the **Board of Directors**, and act as an advisor to the **Board** and all **Board** committees.

5.14.3 The Executive Director shall not vote at any meeting.

5.14.4 The Executive Director shall act as the administrative officer of the **Board** in:

- a) being responsible for the day-to-day operations and management of the **Association**;

- b) attending **Board** and other meetings, as required;
- c) hiring, supervising, evaluating and releasing all other paid staff;
- d) interpreting and applying the **Board** policies;
- e) keeping the **Board** informed about the affairs of the **Association**;
- f) maintaining the **Association's** financial records;
- g) preparing budgets for **Board** approval;
- h) planning programs and services based on the **Board** priorities; and
- i) carrying out such other duties as may be assigned by the **Board**.

5.14.5 The specific duties and responsibilities of the Executive Director shall be stipulated in the **Policies and Procedures**.

## Meetings

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### ARTICLE 6 MEETINGS

#### 6.1 PROCEEDINGS OF THE BOARD

- 6.1.1 A meeting of the **Board of Directors** may be held at any time, place, or manner as determined by the **Board**, provided that at least seven (7) days' notice of such meeting shall be sent to each **Director**. However, no formal notice shall be necessary if all **Directors** were present at the preceding meeting when the time, place or manner of the meeting were determined or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary-Treasurer of the **Association**;
- 6.1.2 The **Board of Directors** shall hold such meetings no less than four (4) times per calendar year.
- 6.1.3 The **Board of Directors** may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be two-thirds of the **Directors** in office at the time the meeting convenes.
- 6.1.4 A **Director** shall, at the request of a majority of **Directors**, convene a meeting of the **Board of Directors**.
- 6.1.5 For the purposes of the first meeting of the **Board of Directors** held immediately following an **Annual General Meeting**, or for the purposes of a meeting of the **Board** at which a **Director** is appointed to fill a vacancy on the **Board**, it is not necessary to give notice of the meeting to the newly elected or appointed **Director(s)** for the meeting to be properly constituted.

- 6.1.6 Any issue at a meeting of the **Board of Directors** that is not required by these **Bylaws** to be decided by a resolution requiring more than a simple majority shall be decided by a **Board** resolution.
- 6.1.7 Voting shall be by show of hands or voice vote recorded by the Secretary-Treasurer of the meeting except that, at the request of any two **Directors**, a secret vote be required; and shall be conducted in such manner as determined by the **Board** and recorded by the Secretary-Treasurer of the meeting.
- 6.1.8 Proxies are not permitted at **Board** meetings.
- 6.1.9 A **Board** resolution in writing which has been deposited with the Secretary-Treasurer is as valid and effectual as if it had been passed at a meeting of the **Board of Directors** duly called and constituted.
- 6.1.10 Such **Board of Directors'** resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the **Board** and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

## **6.2 MEETINGS OF THE OFFICERS OF THE ASSOCIATION**

- 6.2.1 The **Officers** may request in writing that the Chair call a meeting and state the business of the meeting. This meeting does not require formal notice to the membership or **Directors**.
- 6.2.2 An **Officer** may waive formal notice of a meeting.
- 6.2.3 A meeting of the **Officers** may be conducted by any such means as determined by the **Officers**.
- 6.2.4 Unless otherwise expressly provided herein, the **Officers** shall make their own rules as to frequency, manner and place of meetings as well as procedures for meetings.
- 6.2.5 Proxies are not permitted at **Officers'** meetings.
- 6.2.6 Irregularities or errors made in good faith do not invalidate acts done by any meeting of the **Officers**.

## **6.3 CONVENING GENERAL MEETINGS**

- 6.3.1 The **General Meetings** of the **Association** shall be held at such time, place, or manner as determined by the **Board**.
- 6.3.2 Every **General Meeting** other than an **Annual General Meeting** is a Special General Meeting.

- 6.3.3 The **Board of Directors** may, in its discretion, convene a Special General Meeting.
- 6.3.4 The **Board of Directors** may convene a Special General Meeting upon written request by not less than 25% of the eligible **Voting Members**; and shall supply a detailed agenda with supporting documents at the time of the request.
- 6.3.5 The **Association** shall give at least thirty (30) days' written notice of a **General Meeting** including the agenda contents as outlined in the **Policies and Procedures**.
- 6.3.6 Notice of a **General Meeting** shall specify the time, place, or manner as determined by the **Board**.
- 6.3.7 Notice of a **General Meeting** shall be given to **All Members** by such means as determined by the **Board of Directors**.
- 6.3.8 The accidental omission to give notice of a **General Meeting** to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

#### **6.4 PROCEEDINGS AT GENERAL MEETINGS**

- 6.4.1 **Annual General Meetings** shall be held at least in every fiscal year and not later than fourteen (14) months after the holding of the preceding **Annual General Meeting**.
- 6.4.2 The accidental omission to give notice, or the non-receipt of a notice of the **Annual General Meeting** to any of the members entitled to receive it, does not invalidate proceedings at that meeting.
- 6.4.3 Resolutions to be voted on by the members shall be received by the **Board of Directors** by the designated time as set by the **Board of Directors** to be eligible to be voted on by the members.
- 6.4.4 No business, other than the adjournment or termination of the meeting, shall be conducted at a **General Meeting** at a time when a quorum is not present.
- 6.4.5 The Chair may adjourn any **General Meeting** with the consent of the members at the meeting. The adjourned **General Meeting** shall conduct only the unfinished business from the initial meeting.
- 6.4.6 No notice is necessary if the **General Meeting** is adjourned for less than thirty (30) days.
- 6.4.7 The **Association** shall give notice when a **General Meeting** is adjourned for thirty (30) days or more. Notice shall be the same as for any **General Meeting**.

6.4.8 Any issue at a **General Meeting** which is not required by these **Bylaws** to be decided by a **Special Resolution** shall be decided by an ordinary resolution.

## 6.5 VOTING ON MOTIONS AND RESOLUTIONS

6.5.1 Voting on motions and resolutions at the **General Meeting** shall be by **Voting Members** only; and shall be conducted in such manner as determined by the **Board**.

6.5.2 Only **Voting Members** may vote on motions and resolutions at the **General Meeting** either directly or by proxy:

- a) the appointed proxy shall be an eligible **Voting Member**;
- b) **Voting Members** shall hold no more than four (4) proxies;
- c) the member appointing a proxy shall notify the **Association** office in writing on a form provided or any other form which the **Board of Directors** shall approve;
- d) proxy forms will be made available upon request approximately thirty (30) days prior to the date of **General Meeting**; or at a date set by the **Board of Directors**;
- e) the completed proxy form shall be received at the **Association** office three (3) days preceding the **General Meeting** or at a date set by the **Board of Directors**;
- f) unless these **Bylaws** otherwise provide, every question submitted to a vote shall be decided by a majority of the votes cast and in the case of a tie vote, the Chair shall have a deciding vote;
- g) on every motion submitted to a vote, a declaration by the Chair that a motion has been carried or lost shall be conclusive evidence of the fact, unless a poll is requested by a **Voting Member**.

## 6.6 QUORUM

6.6.1 A quorum shall be based upon the minimum number of members legally capable of conducting the **Association's** business. Once quorum is established at a meeting it cannot be lost in changes in number of attendees at the meeting.

## 6.7 QUORUM FOR THE BOARD

The **Board of Directors** may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be two-thirds of the **Directors** in office at the time the meeting convenes.

## 6.8 QUORUM FOR THE OFFICERS

Quorum at an **Officers'** meeting shall be a majority of the **Officers**.

## 6.9 QUORUM FOR COMMITTEES

The quorum for committees shall be a majority of the members.



## 6.10 QUORUM FOR GENERAL MEETINGS

A quorum shall be twenty (20) **Voting Members**.

# Committees

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## ARTICLE 7 COMMITTEES

### 7.1 TYPES OF COMMITTEES

The **Board of Directors** may set up such **Standing Committees** and **Ad Hoc Committees** as they deem necessary in order to fulfill the responsibilities of the **Association**.

### 7.2 COMMITTEES APPOINTED BY THE BOARD

The **Board** may, from time to time, create such **Standing Committees** and/or **Ad Hoc Committees** it may deem necessary to fulfill the responsibilities of the **Association**.

### 7.3 POWERS AND DUTIES OF COMMITTEES

Powers and duties of all committees shall be such as conferred upon them from time to time by the **Board of Directors** by resolution.

### 7.4 APPOINTMENT OF COMMITTEE CHAIR

The Chairperson of each committee shall be appointed by the **Board of Directors**.

### 7.5 RESPONSIBILITIES OF CHAIRPERSON

Responsibilities and duties of the chairperson shall be described in the **Policies and Procedures**;

### 7.6 SUSPENSION OF COMMITTEE MEMBERS

Any committee member may be suspended or terminated from office by the **Officers** until such time as the **Board of Directors** passes a resolution on the matter.

# Business of the Association

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## ARTICLE 8 BUSINESS OF THE ASSOCIATION

### 8.1 SEAL

8.1.1 The seal of the **Association** up to this time shall continue to be the common seal of the **Association**;

8.1.2 The seal of the **Association** shall be in the custody of the Executive Director and when required may be authorized by the **Board** to be affixed to contracts, documents and instruments in writing.

### 8.2 FISCAL YEAR-END

8.2.1 The fiscal year of the **Association** shall be August 1 to July 31 or as otherwise determined by the **Board of Directors**.

### 8.3 AUDITOR

8.3.1 The **Board of Directors** may appoint an **Auditor** each year to audit or review the financial accounts of the **Association** and shall have authority to fill any vacancy occurring in the office of **Auditor**.

8.3.2 An **Auditor** may be removed by ordinary resolution in accordance with the procedures set out in the **Association's Policies and Procedures**.

8.3.3 No **Director** or employee of the **Association** shall be **Auditor**.

8.3.4 The **Auditor** may attend **General Meetings**.

### 8.4 REIMBURSEMENT

8.4.1 The **Directors** shall serve without remuneration.

8.4.2 A **Director** or member acting as a committee volunteer may be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the **Association**.

8.4.3 **Directors** shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties at a rate to be determined from time to time by the **Board**.

## 8.5 EXECUTION OF DOCUMENTS

- 8.5.1 The **Board of Directors** shall have power to appoint any individual to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing on behalf of the **Association**.
- 8.5.2 Any individual authorized to sign any document may affix the corporate seal (if any) to the document. Any individual authorized to sign a document may certify a copy of any instrument, resolution, bylaw or other document of the **Association** to be a true copy thereof.

## 8.6 INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 8.6.1 Each **Director**, former **Director**, **Officer** or former **Officer of the Association** or their heirs, executors, estate and effects shall, from time to time and at all times be indemnified and saved harmless out of the funds of the **Association** from and against all costs, charges and expenses whatsoever that the **Director**, former **Director**, **Officer** or former **Officer** sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses that the **Director**, former **Director**, **Officer** or former **Officer** sustains or incurs in or about or in relation to the affairs of the **Association**, except costs, charges or expenses that are occasioned by their own willful neglect, default, conduct or acting in bad faith.

## 8.7 BYLAW AMENDMENTS

- 8.7.1 These **Bylaws** may be amended at a **General Meeting**.
- 8.7.2 These **Bylaws** may be repealed or amended only by a **Special Resolution** passed at a **General Meeting**, which shall be conducted in such manner as determined by the **Board of Directors**.

## 8.8 DISSOLUTION OF THE ASSOCIATION

- 8.8.1 The **Association** may be dissolved by a **Special Resolution** passed at a **General Meeting**, which shall be conducted in such manner as determined by the **Board of Directors**.
- 8.8.2 The **Association** will distribute its assets to other organizations with objectives similar to those of the **Association**. Members shall select this organization by **Special Resolution** passed at the **General Meeting**, which shall be conducted in such manner as determined by the **Board of Directors**.