# Bylaws <br> ANBMT Operating Bylaws 

## ASSOCIATION OF NEW BRUNSWICK MASSAGE THERAPISTS INC.



Ratified at the Annual General Meeting (AGM)
Bylaw amendments ratified February 11, 2023

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## Preamble

## 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

## 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 "Ex Officio" means and refers to a member of a body (the board or a committee, etc.) who is part of it by virtue of holding another office, i.e., the Chair or Executive Director.
2.1.13 "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.
2.1.14 "Governing Documents" means the Association's Bylaws, and Policies and Procedures, as amended from time to time.
2.1.15 "Officers of the Association" or "Officers" consists of the Chair, Chair-Elect, and the Secretary-Treasurer.
2.1.16 "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.
2.1.17 "Principal Residence" means the place in which the member resides for the majority of the time, as further defined in the Policies and Procedures.
2.1.18 "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.
2.1.19 "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.
2.1.20 "Special Resolution" means a resolution requiring at least forty-five (45) days' notices prior to a General Meeting, and no less than two-thirds (2/3) 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.
2.1.21 "Standing Committee" means a permanent committee established in accordance with these Bylaws.
2.1.22 "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.
2.1.23 "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

## 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

## 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 active and in good standing with the College or is active and 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 $\quad$ 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 <br> 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 <br> 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 <br> 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 changes their status to non-practising, 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

## 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 Board Governance Advisory 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 if 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 December 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; if the Chair-Elect is unable or unwilling to fill the position of Chair and the Past-Chair proposes to serve another term or if another Director offers, the position shall be elected by the voting members in accordance with Article 5.3.4, 5.4.4 and the Policies and Procedures; and
d) The Chair shall have served as an Officer or Director prior to becoming Chair of the Board of Directors in accordance with Article 5.4.4 and the Policies and Procedures.
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. 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 Board Governance Advisory Committee and commencing at the December 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 Board Governance Advisory Committee and commencing at the 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 Board Governance Advisory Committee and commencing at the December 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. If the Chair-Elect is unable or unwilling to fill the position, the Secretary-Treasurer shall fill the position. If the Secretary-Treasurer is unable or unwilling to serve as Chair, the position may be filled by another director of the board in accordance with Article 5.1.1-5.1.3 and the Policies and Procedures.
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 Board Governance Advisory 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 two (2) 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.

## $5.10 \quad$ 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 the vacant position shall be presented by the Board Governance Advisory 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;
I) 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, SecretaryTreasurer.
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 an Officer or Director prior to becoming Chair of the Board of Directors in accordance with Article 5.4.4 and the Policies and Procedures;
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 Board Governance Advisory 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 and shall participate as an Ex Officio member of the Board and its various committees.
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

## 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 six (6) 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
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 twenty-five percent (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.

## Committees

## 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 <br> 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

## ARTICLE 8 BUSINESS OF THE ASSOCIATION

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.

