



Kenora Association for Community Living

A Meaningful and Satisfying Life

KACL By-Laws

June 14, 2001

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Central Office • Children's Services • Options for Adults • Community Mental Health Support Services

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kacl.ca

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1. HEAD OFFICE

The Head Office of the Association shall be in the Town of Kenora, in the District of Kenora, in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

2. SEAL

The Corporate Seal of the Association shall be in the form impressed here on.

3. MEMBERSHIP

3.1 Composition

Membership shall be composed of General (Associate, Life, and Honorary Members)

3.2 Eligibility

3.2.1 General Membership

General Membership shall be open to any person residing within the geographical area served by the Programs of the Association, who supports the purposes and objects of the Association and who pays an annual membership due, except persons employed or who have been employed during the past two years by the Association or other local Associations, Regional Councils, Provincial or National Associations, with which it is affiliated,

their parents, spouses, including common-law spouses, children and siblings. For the purposes of clarification and to the end of encouraging participation of parents of persons with developmental handicaps in the affairs of the Association, any employee (or persons who may appear to be an employee) who is a client of the Association, for the purposes of this Bylaw will be deemed not to be an employee.

3.2.2 Associate Membership

Associate Membership shall be open to any persons excluded from General Membership.

3.2.3 Life Membership

Life Membership shall be open to any persons or corporations eligible for General Membership who support the purposes and objects of the Association and who have made a financial contribution or donation to the Association, in an amount established by the Board, and not less than \$100.00.

3.2.4 Honorary Membership

Honorary Annual Membership may be conferred by the Board of Directors on any person who during the past year has made an outstanding contribution to the Association.

Honorary Life Membership may be conferred by the Board of Directors on any person who over the years has made an outstanding contribution to the Association, and who has by his or her support and model, exemplified the high ideals of the Association.

Holding of Honorary Membership does not preclude the holding of General or Life Membership by eligible persons.

(Amended June 28 2001)

3.3 Responsibilities

3.3.1 General Membership

It is the responsibility of the General Membership to be informed; to attend meetings; to propose motions and resolutions; and to exercise all rights and privileges vested in the membership by the law, these Bylaws and the adopted rules of the Association.

3.3.2 Associate Membership

Associate Membership shall not include the right to propose motions and resolutions, to speak, and to vote neither at membership meetings, nor in itself carry any other rights, privileges and responsibilities of General Membership.

3.3.3 Honorary Membership

Honorary Membership shall not in itself carry any of the rights, privileges and responsibilities of General Membership.

3.4 Meetings

3.4.1 Annual General Meetings

The Annual Meeting of members shall be held not more than ninety (90) days after the end of the fiscal year of the Association at a time and place as shall be determined by the Board of Directors for the transaction of the following business:

Approval of the minutes of the previous General Meeting of the Membership:

Receiving reports of the activities of the Association during the preceding year, the annual financial statement and the report of the Auditors:

The appointment of Auditors for the current year:

The election of Directors:

Amendment of Bylaws (if applicable) according to the provisions of Bylaw No. 1, and

Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the Annual Meeting without prior notice.

3.4.2 Special General Meetings

A Special General Meeting of the membership may be called by a majority of the Board of Directors, by the President or by the Vice President in the absence of the President, or by notice in writing from members in good standing. The business to be transacted at a Special General Meeting shall be limited to that specified in the call for the meeting. Should it be necessary in an emergency to take action for which no notice was given, such action must be ratified by the membership at its next regular Meeting or at a Special General Meeting called for the purpose of ratification provided that no action which properly requires notice at all times can be taken without such notice.

3.4.3 Notice

Notice of Annual and Special General Meetings shall include the agenda and time and place of meeting and shall be sent to members fourteen (14) days prior to the meeting. Notice of Regular General Meetings shall be required as for Annual and Special General Meetings unless a regular meeting time and place has been established.

3.4.4 Quorum

A quorum for meetings of membership shall be the presence of 6 members in good standing. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, or to take a recess.

3.4.5 Voting Rights

Each general member present at the Annual General Meetings and Special

General Meetings shall be entitled to one vote.

3.4.6 Voting Procedures

A majority of votes of the members present unless otherwise required by law or the Bylaws of the Association shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a count, a roll call vote or a ballot is demanded by 5 members, a declaration by the chairperson that a motion or resolution has been carried or not carried, and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such a motion or resolution.

3.5 Termination

Membership in the Association shall not be transferable and shall cease to exist upon a member's resignation, non-payment of annual membership dues, or death. Members may resign from the Association by a resignation in writing addressed to the Secretary of the Association.

3.6 Dues

Membership dues may be such as are established from time to time by the Board of Directors, but any resolution of the Board of Directors respecting dues shall not be effective until confirmed by the members at an Annual, Special or Regular General meeting of members.

The membership dues shall be payable annually to coincide with the fiscal year of the Association.

Dues may be payable on a prorata basis determined from time to time by the Directors for persons applying for membership in the latter half of the membership year.

4. BOARD OF DIRECTORS

4.1 Composition

The affairs of the Association shall be managed on behalf of the membership by a Board which consists of nine (9) Directors who shall be elected by the membership and, in addition, the immediate Past President who shall serve as a Director ex officio of the Association.
(Amended June 13 2002)

4.1.1 Vacancies

Vacancies on the Board of Directors, except in that Directorship position held in ex officio capacity by the immediate Past President, shall as long as a quorum remains in office, be filled by the Board from eligible members of the Association except that when a vacancy occurs within a period of sixty (60) days prior to the date of the Annual General Meeting such vacancy shall be filled by nomination at the Annual General Meeting.

4.2 Eligibility

All Directors shall be eighteen (18) years of age or more and shall have been general members of the Association in good standing for not less than sixty (60) days prior to election.

4.3 Responsibilities

The Board of Directors shall be responsible to the membership for:

(i) the management and conduct of all affairs of the Association in accordance with its Letters Patent and Bylaws and the formulation of necessary policies; and in doing so shall:

(ii) Elect or appoint the Officers of the Association and elect members of the Executive Committee and the Chairpersons of the Nomination and Standing Committees:

(iii) appoint and constitute additional Committees as it deems necessary:

(iv) authorize necessary expenditures including the purchase and rental of property and the making of contracts:

(v) authorize the borrowing of money upon the credit of the Corporation on cheques, promissory notes, bill of exchange or otherwise, in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the bank any property of the Corporation, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Corporation's own debentures, as security for the fulfilment of any liabilities or obligations, present or future, of the Corporation to the Bank and may empower the bank or any person or persons to sell by public or private sale, assign, transfer or convey, from time to time any such property; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Corporation all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecate mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Corporation:

(vi) authorize any one or more Directors, Officers, employees or agents of the Association to exercise the responsibility of any of the rights, powers and

authorities conferred by Article 4.3(iv) above:

(vii) authorize the signing by such Officers, employees or agents as shall be determined by the Board, of all cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association:

(viii) appoint managing staff if appropriate and exercise through the President such direction over administrative affairs as is necessary for effective pursuit of the Association's objectives.

Any and all actions of the Board of Directors may be reviewed by the membership at the next General Meeting of the membership but no action done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

4.4 Meetings

4.4.1 Regular Meetings

Except as otherwise required by law, the Board of Directors may hold meetings at such place or places as it may from time to time determine.

The Board of Directors shall normally meet at least once monthly except that no more than ninety (90) days shall elapse between meetings.

4.4.2 Special Meetings

Special meetings may be called by the President or the Vice-President in the absence of the President or on petition to the Secretary by any three Directors. Business transacted at a Special meeting shall be limited to that specified in the notice calling the meeting.

4.4.3 Notice

Notice shall be communicated to all Directors at least one week in advance of the meeting, unless all Directors agree to the calling of a meeting on shorter notice or the Board meeting is held on a regular day or date each month or immediately following a meeting of members of the Association. Notice shall include a tentative agenda in the case of a regular meeting and shall specify the business to be conducted in the case of a special meeting.

4.4.4 Quorum

A quorum shall be 50% of the Board of Directors. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time to which to adjourn, to adjourn or to take a recess.

4.4.5 Voting Rights

Each Director present at the meeting shall be entitled to one vote.

4.4.6 Voting Procedures

A Majority of votes of the Directors present unless otherwise required by law or the Bylaws, or the adopted Rules of the Association shall decide every question. Every question shall be decided in the first instance by a show of hands and, unless a count or ballot vote is demanded, a declaration by the Chairperson that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such motion.

4.5 Removal for Cause

The members of the Association may, by a Resolution passed at least two-thirds (2/3) of the votes cast a General meeting of which notice specifying the intention to pass such resolution has been given, remove any Director from office before

the expiration of the term of office and may, by a majority of votes cast at that meeting, elect any eligible person to serve the remainder of the term.

4.6 Remuneration

Directors shall serve without remuneration and no Director shall indirectly or directly receive any remuneration, salary or profit from the position of Director or for any service rendered to the Association, Regional Councils, affiliated Local Associations, the Provincial Association, or the National Association as Director provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

4.7 Conflict of Interest

Every Director who in any way directly or indirectly or who has a spouse who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors. In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration, or, if the Director or the Director's spouse is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Board of Directors held after the Director or the Director's spouse becomes so interested. In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes office the interest comes into being. After making such a declaration no Director shall vote on such a contract or transaction nor shall he/she be counted in the quorum in respect of

such contractor transaction. If a Director has made a declaration of an interest in a contract or transaction in compliance with this clause, the Director is not accountable to the Association for any profit realized from the contract or transaction. If a Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract.

4.8 Indemnity

Every Director, and the heirs, executors and administrators, and estate and effects, respectively, of every Director, may, with the consent of the Association, given at any General Membership Meeting, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against.

(i) all costs, charges and expenses whatsoever that are sustained or incurred by the Director, in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by the Director in or about the execution of the duties of his or her office; and

(ii) all other costs, charges and expenses that are sustained or incurred by the director in or about or in relation to the affairs thereof, except such costs, charges or dept of the Director.

4.9 Cessation of Office

Every Director shall cease to hold the office as Director of the Association upon the occurrence of the following events:

(i) Upon serving written notice on the Association of his desire to cease to be a Director by delivery to the secretary;

(ii) Ceasing to qualify as a General Member in accordance with Article 3.2.1.

(iii) Becoming incapacitated to fulfilling the duties of a Director due to death, illness or mental incapacity.

(iv) Becoming or remaining an undischarged bankrupt.

(v) Failure to attend 3 consecutive meetings of the Board of Directors.
(Amended June 28 2001)

4.10 Existing Board Members Exception

Board Members at the date of the adoption of this Bylaw may continue to serve as Board Members notwithstanding Article 4.9 but shall not be eligible to seek reelection as long as they would be ineligible to continue to serve by virtue of the provisions of Article 4.9.

5. OFFICERS

5.1 Composition

The officers of the Association shall be a President, immediate Past President, one or additional Vice Presidents, a Treasurer and a Secretary.

5.1.1 Vacancies

(i) If the vacancy occurs in the office of President or if for any reason the President is no longer able to act in that capacity as designated Vice-President is authorized to act and to assume all responsibilities of the office of President;

(ii) A meeting of the Board shall be held within four weeks for the purpose of electing a President;

(iii) Vacancies in other offices shall be filled by the Directors for the balance of

the unexpired terms from amongst those eligible to serve.

5.2 Eligibility

The elected Officers of the Association shall, with the exception of the Secretary where the office is held by the Executive Director, be members of the Board of Directors.

5.3 Responsibilities

5.3.1 President

The President shall:

- (i) represent the Association in the community;
- (ii) preside at all General Meetings of the Membership and act as Chairperson of the Board of Directors and the Executive Committee;
- (iii) exercise general supervision over all Association activities in accordance with policies determined by the Board of Directors;
- (iv) be a member ex officio of all committees.

5.3.2 Vice-President

Vice-President(s) shall:

- (i) assume the duties of the presidency in the absence for any reason, of the President:
- (ii) carry out such duties as are assigned by the Board of Directors or the President:

5.3.3 Treasurer

The Treasurer shall:

- (i) exercise general supervision over the financial administration of the Association:
- (ii) ensure that full and accurate accounts of all receipts and disbursements are maintained:

(iii) ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks as may be directed by the Board of Directors"

(iv) submit the books of account for audit at the close of the fiscal year and present the audited financial statements to the membership at the Annual General Meeting of members:

5.3.4 Secretary

The office of Secretary shall be filled by appointment of the Executive Director and as Executive Officer of the Association shall:

(i) act as Secretary to the Board of Directors and to the Executive Committee and as Executive Officer of the Association:

(ii) ensure that Association business is conducted in accordance with the Letters Patent and Bylaws and further policies and procedures established by the Board of Directors;

(iii) ensure the maintenance of accurate records of all General, Board and Executive meetings and control of all correspondence and shall receive all reports of Committee Chairpersons and present reports, statements, budgets or surveys required by Directors, Committees or outside agencies and be in the custodian of the Association's corporate seal and all its documents;

5.3.5 Executive Director

The Executive director shall:

(i) be a member ex officio of all committees of the Board with the privilege of designating a substitute;

(ii) be responsible for the hiring and direction of staff and for the maintenance and development of Association programs and services and for the day-to-day management of the Association in accordance with the policies established by the Board of Directors;

(iii) recommend policies for the consideration of the Board;

(iv) be responsible for the performance and conduct of all staff in accordance with the policy of the Board of Directors and be responsible for final dismissal of staff where just cause has been established.

5.4 Removal for Cause

The Board of Directors may, by a vote of three-fourths of all Directors at a meeting of which notice specifying the intention to hold such a vote has been given, remove any Officer for cause before the expiration of his or her term of Office.

6. EXECUTIVE COMMITTEE

6.1 Composition

The Executive Committee shall consist of those Officers of the Association who are Directors and may include additional members elected from the Board and the immediate Past President when applicable. If the immediate Past President is not available an additional member shall be elected from the Board. Additional Directors may be co-opted for specific purposes and shall at that time have all rights and privileges of the Committees.

6.1.1 Vacancies

Vacancies on the Executive Committee shall be filled immediately by the Board of Directors for the remainder of unexpired terms provided that all requirements of these Bylaws are met.

6.2 Eligibility

6.3 Responsibilities

With the exception of the Secretary when that office is held by the Executive Director, all members of the Executive Committee shall be members of the Board of Directors.

The Executive Committee shall:

(i) be responsible for the management of the affairs of the Association in the periods between meetings of the Board of Directors;

(ii) act for the Board in the interim on matters requiring immediate attention except matters which are counter to approved Board policies or decisions:

(iii) consider all emergency requests for funds and may in such circumstances, authorize on behalf of the Board, expenditures not provided for in the adopted budget:

(iv) be responsible for the appointment of the senior staff position;

(v) be the planning committee of the Board and shall be responsible for the corporate financial planning, coordinating the work of the Board and recommending its priorities and new direction;

All actions and decisions so taken by the Executive Committee shall be subject to review by the Board at its next regular meeting but no act done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

6.4 Meetings

6.4.1 Regular Meetings

Regular Meetings of the Committee shall be as required at the call of the President

or on written request to the Secretary by any (2) members of the Committee.

6.4.2 Special Meetings

Special Meetings may be called as for regular meetings provided that the business conducted at a special meeting be limited to only that business specified in the notice calling the meeting.

6.4.3 Notice

Notice of all meetings shall be communicated to all members of the Committee at least three (3) days prior to the meeting except that such notice may be waived by vote of all members of the Committee.

6.4.4 Quorum

A quorum for the transaction of any business by the Executive Committee shall be three (3) members of the Executive Committee.

7. STANDING COMMITTEES

The Board of Directors shall establish Standing Committees as deemed necessary for making recommendations regarding matters under the Terms of Reference and such other responsibilities as assigned by the Board. All standing committees shall be responsible to the Board of Directors.

7.1 Composition

Each standing committee shall consist of:

- (i) a Chairperson;
- (ii) one or more additional Directors;
- (iii) the Program Director of the particular program for which the Committee is responsible;
- (iv) the Adult Services Director for committees advising adult programs;
- (v) the President and Executive Director each of whom shall serve ex officio;

(vi) one or more members-at-large.

7.1.1 Vacancies

Vacancies in the position of Chairperson shall be filled by the board of Directors. Other vacancies with the exception of staff positions shall be filled at the discretion of the Board.

7.2 Eligibility

The Chairman shall be a Director of the Association. Members-at-Large need not be members of the Association.

7.3 Meetings

Regular meetings shall be held as required by the responsibilities assigned to the Committees by the Board.

8. NOMINATING COMMITTEE

8.1 Composition

The Board shall appoint a Nominating Committee consisting of the President and not less than two (2) additional Board Members who shall be appointed by and from the Board at its first meeting following the Annual Meeting.

8.2 Eligibility

The Chairperson shall be a Director and all members of the Committee shall be members of the Association.

8.3 Responsibilities

The Nomination Committee shall:

(i) solicit from the membership potential nominees for election to the Board of Directors;

(ii) circulate to the membership at least 14 days prior to the Annual General Meeting its recommendations of nominees for election to the Board of Directors;

(iii) present to the membership at the Annual Meeting its recommendation of nominees for election to the Board of Directors;

(iv) circulate to the membership and present to the Board at or before the Annual Meeting the names of those who have consented to stand for election by the Board as;

Officers of the Association;

Members of the Executive Committee.

(v) present to the Board of Directors at or within 7 days of the Annual Meeting a list of nominees who have consented to stand for election as Chairpersons of Standing Committees.

(vi) recruit membership to the Association.

8.4 Meetings

The Nomination Committee shall meet at the call of the Chair and at least twice during each year.

9. Self-Advocacy Committee

The Board shall appoint a Self-advocacy committee of three members who shall be appointed by the board at its first meeting following the Annual Meeting.

9.1 Eligibility

The three members shall be persons with special needs served by the Association.

9.2 Responsibility

Members of the Self-advocacy Committee shall receive notice of all Board meetings and have the right to attend Board meetings and to input in the deliberations of the Board but shall not have the other rights of Board members unless they are duly elected as Board Members or appointed to fill a vacancy as Board members.

10. SPECIAL COMMITTEES

Special Committees may be constituted by the Board of Directors to carry out designated tasks not covered under Standing Committees and such

committees will be disbanded once their designated task is completed. Membership and terms of reference shall be as designated by the Board of Directors.

11. NOMINATION AND ELECTION PROCEDURES

11.1 Board of Directors

The Chairman of the Nomination Committee shall place before the membership at each Annual General Meeting the names of those members it is nominating to fill the vacancies on the Board and shall then call for nominations from the floor and may receive in nomination the name of any General members in good standing for the period of at least sixty (60) days prior to the meeting whose consent to act has been given except that names of members who do not have voting rights in the Association under Article 3.3.2 of these Bylaws may not be received in nomination. Upon nominations being closed, election shall be by ballot and the Chairpersons of the Annual General Meeting of members shall declare the members receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last positions for the Board of Directors a second ballot shall decide.

11.2 Officers

At the first meeting of the Board following the Annual Meeting of the Board shall elect from amongst its members a President and shall elect or appoint a Vice-President(s) a Treasurer and a Secretary.

11.3

Executive Committee Members-at-Large and Committee Chairmen Nomination and election shall be as for the Officers of the Association.

12. TERMS OF OFFICE

12.1 Board of Directors

Board Members shall be elected for a three-year term. One third of the Board shall retire annually. Returning Board

Members who otherwise meet eligibility shall be eligible for reelection. The Board existing at the coming in effect of this amended Bylaw shall designate the term of existing members.

12.2 Elected Officers, Chairmen and Executive Committee Members-at-Large

Elected officers, Executive Committee members and Committee Chairpersons shall serve one (1) year terms and shall be eligible for reelection for additional terms.

12.3 Committees

The Executive, Standing and Nomination Committees shall dissolve annually and be reconstituted on the election of Officers and appointments of Chairpersons. Special Committees shall exist only as long as required to complete their designated tasks.

Appointed Committee members shall serve one (1) year terms and shall be eligible for reappointment.

13. FISCAL YEAR

The fiscal year of the Association shall be from APRIL 1 to MARCH 31

14. AMENDMENTS TO BYLAWS

The Bylaws of the Association may be amended at the Annual General Meeting of members or at a Special Meeting members called for the purpose of such amendments by a two-thirds (2/3) majority of votes of eligible members present at such meetings provided that such members constitute a quorum. Notice of Motion to amend including details of proposed amendments must be received by the Secretary not later than thirty (30) days prior to the Annual or Special General Meeting. Copies of notice of motion shall be mailed by the Secretary to all members in good standing at least fourteen (14) days before the Annual or Special General Meeting.

Last revised

May 6, 1993, except where otherwise noted.