

DRAFT for approval (proposed changes: sections 9.1.2, 10.7.1 et 10.7.2)

CSLA Bylaws

Approved by the membership at the 2018 Annual General Meeting April 7th, 2018

Article 1 - Definitions and Interpretation

Section 1.1 - Definitions

- 1.1.1 “Act” means the *Canada Not-for-Profit Corporations Act*, or any statute that may be substituted therefor, as amended from time to time;
- 1.1.2 “Affiliate” means an association, which is defined herein, which is involved with landscape architecture recognized by the Society as a class of membership;
- 1.1.3 “Board” means the Board of Directors of the Society;
- 1.1.4 “Component” means a provincial or territorial association of landscape architects recognized by the Society as a class of membership;
- 1.1.5 “Director” means a member of the Board;
- 1.1.6 “Member Meeting” refers to an annual or special general meeting of the membership of the Society;
- 1.1.7 “Associate Member” means an individual who is an associate or intern member in good standing of a Component class recognized by the Society;
- 1.1.8 “Full Member” means an individual who is a member in good standing of a Component or Affiliate membership class recognized by the Society;
- 1.1.9 “Honourary Member” means persons, appointed by the Board, who have performed notable service in advancing the cause of landscape architecture.
- 1.1.10 “Life Member” means landscape architects whom the Society names in accordance with criteria established by the Board and who have been recommended by Components;
- 1.1.11 “Student Member” means an individual who is a student member in good standing of Component class recognized by the Society;
- 1.1.12 “Society” means the Canadian Society of Landscape Architects (abbreviated CSLA), and/or, L'Association des Architectes Paysagistes du Canada (abbreviated AAPC);

- 1.1.13 “Super Majority Vote” means an affirmative vote by at least 2/3 of those Board members present and entitled to vote.
- 1.1.14 “Voting Member” means a member eligible to vote at a Member Meeting by virtue of being a Full Member of a recognized Component or Affiliate or being a Life Member.
- 1.1.15 “Independent Director” means a director who: (i) is not, and has not been within the last three years, an employee of the Society and does not have a relative who is, or has been within the last three years, a key employee of the Society; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, direct or indirect compensation from the Society (iii) is not a current employee.

Section 1.2 – Interpretation

- 1.2.1 If any doubt shall arise as to the construction or interpretation of any provision of the Bylaws, the decision of the Board shall be binding on all members of the Society.
- 1.2.2 In these Bylaws and in all other Bylaws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- 1.2.3 Both French and English versions of the Bylaws are official. French and English are the official languages of the Society.

Section 1.3 - Objectives of the Society

- 1.3.1 The objectives of the Society are:
- a) to increase public awareness and promote the profession;
 - b) to provide opportunities for professional development;
 - c) to recognize members and celebrate member achievements;
 - d) to support education and research; and
 - e) to partner with/support components in furthering their objectives.

Article 2 - Corporate Seal and Offices

Section 2.1 - Corporate Seal

- 2.1.1 The corporate seal of the Society shall have the corporate name inscribed thereon, and shall be in such form and design as determined by a Super Majority Vote of the Board.
- 2.1.2 The custody of the seal shall be entrusted to the Executive Director or another officer whom the Board may designate.

Section 2.2 - Offices

- 2.2.1 The head office of the Society shall be located in the City of Ottawa, in the Province of Ontario.
- 2.2.2 The business of the Society may from time to time be carried on in other places or by telephonic, electronic or other communication facility as the Board may by resolution deem expedient.

Article 3 - Components

Section 3.1 - Recognition

- 3.1.1 Subject to the approval by a Super Majority Vote of the Board and sanctioned by an affirmative vote of two-thirds (2/3) of the Voting Members, recognition may be granted to a representative provincial, regional or territorial group of landscape architects as a Component. Only one Component in each Province or Territory shall be recognized by the Society. Members of each recognized Component shall form a class of membership of the Society.
- 3.1.2 Each Component is entitled to elect or appoint a representative to the Board.

Section 3.2 - Scope of Authority

- 3.2.1 Nothing in these Bylaws shall encroach upon the rights and privileges conferred upon any association of landscape architects having a charter.

Section 3.3 - Fees and Levies

- 3.3.1 On behalf of the Society membership, Components shall pay to the Society an annual fee based on a per capita rate for each of its Landscape Architect Full Members and Associate Members. That rate shall be recommended by the Executive Committee and approved by a Super Majority Vote by the Board. The annual fee from each Component must be remitted to the Society by the first day of April each year.
- 3.3.2 Special activities levies shall be established by a Super Majority Vote of the Board and shall be remitted on behalf of the participating membership by the Component(s), to the Society by a date to be determined by the Board.

Section 3.4 - Withdrawal of Recognition

- 3.4.1 The Board may cease to recognize any Component for repeated failure to pay membership dues or for countenancing practices derogatory to the profession of landscape architecture upon the unanimous vote of the representatives to the Board of all other Components. The withdrawal of recognition of a Component must be confirmed by a two thirds (2/3) majority of the Voting Members of the Society. Upon withdrawal of recognition, any Director elected by the Component must resign.

Article 4 - Affiliates

Section 4.1 - Recognition

- 4.1.1 Subject to the approval by a Super Majority Vote of the Board and sanctioned by a two-thirds (2/3)

majority of the Voting Members, recognition as an Affiliate may be granted to an association involved with and supporting the profession of landscape architecture. Members of each recognized Affiliate shall form a class of membership of the Society.

4.1.2 The Board, when granting recognition to an Affiliate, will also identify the membership categories of the Affiliate that are eligible for Society membership.

4.1.3 Each Affiliate is entitled to elect or appoint a representative to the Board.

Section 4.2 - Fees and Levies

4.2.1 On behalf of the Society membership, Affiliates shall pay to the Society an annual fee based on a per capita rate for each of its members in those categories approved for Society membership. That rate shall be recommended by the Executive Committee and approved by a Super Majority Vote by the Board. The annual fee from each Affiliate must be remitted to the Society by the first day of April each year.

4.2.2 Special activities levies shall be established by a Super Majority Vote of the Board and shall be remitted on behalf of the participating membership by the Affiliate(s), to the Society by a date to be determined by the Board.

Section 4.3 - Withdrawal of Recognition

4.3.1 The Board may cease to recognize any Affiliate for repeated failure to pay membership dues or for countenancing practices derogatory to the profession of landscape architecture upon the unanimous vote of the representatives to the Board of all Components. The withdrawal of recognition of an Affiliate must be confirmed by a two thirds (2/3) majority of the members of the Society. Upon withdrawal of recognition, any Director elected by the Affiliate must resign.

Article 5 – Membership

Section 5.1 - Classes

5.1.1 There shall be twelve (12) membership classes of the society composed of the nine (9) recognized Component membership classes, the Life Member class, the non-voting Honourary Member class and the Affiliate class. The full members of the Component Membership class, and the Life Member class are each entitled to vote.

5.1.2 The nine (9) Component Membership classes, shall be comprised of the Full Members, Associate Members, and Student Members in good standing of:

- i. Alberta Association of Landscape Architects (AALA);
- ii. Atlantic Provinces Association of Landscape Architects (APALA);
- iii. British Columbia Society of Landscape Architects (BCSLA);
- iv. Manitoba Association of Landscape Architects (MALA);
- v. Northwest Territories Association of Landscape Architects (NWTALA);
- vi. Nunavut Association of Landscape Architects (NuALA);
- vii. Ontario Association of Landscape Architects (OALA);

- viii. Association des Architectes Paysagistes du Québec (AAPQ); and
- ix. Saskatchewan Association of Landscape Architects (SALA).

- 5.1.3 Life Members are landscape architects whom the Society names in accordance with criteria established by the Board and who have been recommended by Components.
- 5.1.4 Honourary Members shall be persons, appointed by the Board, who have performed notable service in advancing the cause of landscape architecture.
- 5.1.5 Affiliate members, if admitted to a class of affiliate membership, shall be a class of members.

Section 5.2 - Rights, Privileges and Obligations

- 5.2.1 Members, namely, Full Members of each recognized Component and Affiliate who are in good standing and at least 18 years of age are entitled to vote at Member Meetings of the society as may be convened from time to time.
- 5.2.2 Honourary Members, Associate Members and Student Members may attend and otherwise take part in Member Meetings, but are not entitled to vote or hold elective office;
- 5.2.3 Life Members, Student Members and Honourary Members do not pay membership dues, but may be required to pay special levies as set from time to time by the Board to remain members.
- 5.2.4 Full Members and Life Members shall be permitted to use the “CSLA” designation in association with their signature. Associate Members, Student Members and Honourary Members may not use the “CSLA” designation in association with their signature.

Section 5.3 - Distinctions

- 5.3.1 Fellows shall be landscape architects accepted into the College of Fellows of the Society.
- 5.3.2 Other membership distinctions may be determined from time to time by the Board.

Section 5.4 - Termination

- 5.4.1 A person shall cease to be a member of the Society:
 - a) on his or her death;
 - b) in the case of Full Members, Associate Members and Student Members, at such time as they cease to be a member of a Component or an Affiliate; or
 - c) in the case of Life Members and Honourary Members, by mailing or delivering notice of resignation in writing to the Society, or upon a Super Majority Vote of the Board.

Section 5.5 - Disciplinary Powers

- 5.5.1 The Board shall have no power to discipline Members but may direct the attention of any Component or Affiliate to any of their members whose activities are alleged to be detrimental to the Society and/or the profession.

Article 6 - Board of Directors

Section 6.1 - Powers, Duties and Responsibilities

- 6.1.1 The affairs of the Society shall be governed by a Board of Directors, which shall supervise, control and direct all its activities.
- 6.1.2 The Board shall actively pursue the mission and goals of the Society and may adopt such policies for the conduct of its business as may be deemed advisable.
- 6.1.3 The Board of Directors, when acting together in the capacity as a Board, may exercise all the powers and do all the acts and things that the Society may exercise and do and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, subject nevertheless to all laws affecting the Society and these Bylaws.
- 6.1.4 The Board may hire, supervise, guide, assess and dismiss the Executive Director of the Society, and determine his or her remuneration. The Executive Director is entitled to attend Board meetings but is not entitled to vote.
- 6.1.5 Subject to these Bylaws, the Board is hereby authorized, from time to time to:
- a) borrow money upon the credit of the Society, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - b) to limit or increase the amount to be borrowed;
 - c) to issue or cause to be issued bonds, debentures or other securities of the Society and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
 - d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Society, and the undertaking and rights of the Society.
- 6.1.6 The Board may delegate to any committee or officer any or all powers, duties and authority of the Board, which may lawfully be granted.

Section 6.2 - Composition

- 6.2.1 The Board of Directors shall be comprised of the following Directors and officers:
- a) The President-Elect, who shall be elected in accordance with section 7.1 of these Bylaws;
 - b) The President, who shall be appointed in accordance with section 8.3.3 of these Bylaws;
 - c) Directors elected by a Component or an Affiliate from their membership pursuant to the requirements of section 128(3) of the Act and pursuant to section 3.1.1 of these Bylaws; and
 - d) The Executive Director who shall be a non-voting officer representative entitled to attend Board meetings.
 - e) Past Presidents, previously elected in accordance with section 8.3.3.

6.2.2 All Directors appointed or elected to the Board must be Voting Members.

Section 6.3 - Term of Office

6.3.1 Directors appointed or elected by Components or Affiliates shall take office for a two-year term immediately upon conclusion of the Component or Affiliate annual general meeting at which they were elected or appointed.

6.3.3 Notwithstanding the provisions in this section, one-year terms may be used to deal with vacancies, such as per Section 8.4.2.

Section 6.4 - Board Vacancies

6.4.1 Any vacancy on the Board:

- a) of a Director elected or appointed by a Component or Affiliate, shall remain vacant until filled by the Component or Affiliate.
- b) of a Director elected or appointed by Voting Members, shall remain vacant until a successor is elected or appointed by the Voting Members in accordance with these Bylaws.

Section 6.5 - Meetings

6.5.1 The Board shall meet at least four times in each year at such times and places and using whatever communication methods as the chair may designate, providing such methods are acceptable to a majority of Board members.

6.5.2 Any or all members of the Board or committees of the Board may participate by telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

6.5.3 The Board may meet by teleconference provided that either a majority of the Board consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board at a meeting of the Directors of the Society.

6.5.4 The Board may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- a) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes;
- b) each Director has equal access to the specific means of communication to be used; and
- c) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

6.5.5 Directors shall be given reasonable notice of meetings of the Board, and such notice may be provided by electronic means.

6.5.6 No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting, or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all

proceedings taken or had thereat.

- 6.5.7 The President may invite an observer as appropriate to report on any matter of interest to the Board.
- 6.5.8 All meetings of the Board shall be chaired by the President. In the absence of the President, the President-Elect shall chair the meeting. In the absence of both the President and the President-Elect, the Board may appoint another Director to chair the meeting.

Section 6.6 - Special Meetings and Quorum

- 6.6.1 The President shall call a special meeting of the Board at any time and place specified in a written demand by a majority of the members of the Board. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.
- 6.6.2 At any meeting of the Board, a quorum shall consist of a 60% of those entitled to be present and vote, unless otherwise specifically provided.
- 6.6.3 Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.
- 6.6.4 If the number of Directors present at a Directors' meeting falls below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

Section 6.7 - Voting Rights and Procedures

- 6.7.1 Only Directors present at any meeting of the Board may vote.
- 6.7.2 In the case of an equality of votes, the motion shall be defeated.
- 6.7.3 Proxies are not accepted at meetings of the Board.

Section 6.8 - Remuneration

- 6.8.1 Directors shall receive no remuneration for duties performed on behalf of the Society.
- 6.8.2 Directors may be reimbursed for reasonable expenses incurred while performing such duties.

Section 6.9 - Removal

- 6.9.1 The Board may request after concluding a Super Majority Vote, that a Director resign:
- a) Whose conduct shall be determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Board, the Society, and /or the profession;
 - b) Who commits a breach of the Bylaws or Statutes of the Society; and/or
 - c) Who, by virtue of non-attendance, is unable to perform other requirements of his/her position.

Each Director elected agrees that they shall resign following such a request supported by a Super Majority Vote of the Board.

- 6.9.2 Any Director may be removed by resolution of the Board before the expiration of their term if they are no longer a Voting Member of the Society.
- 6.9.3 Any Director elected by the Component or Affiliate may be removed by a resolution of the members of the Component or Affiliate.
- 6.9.4 Any Director elected or appointed by the Voting Members may be removed by a majority vote of Voting Members at a Member Meeting called for that purpose.

Article 7 - Nominations and Elections

Section 7.1 - Nominating Procedure

- 7.1.1 No fewer than 120 days prior to the Society's annual general meeting, the Nominating Committee shall submit, to the Board, a list of Voting Members who are willing to stand for the position of President-Elect.
- 7.1.2 No fewer than 90 days prior to the Society's annual general meeting, the Executive Director shall send the list of nominees to all Voting Members.
- 7.1.3 Additional nominations, signed by at least five Voting Members, may be submitted to the Executive Director up to 60 days prior to the Society's annual general meeting. The submission shall be accompanied by a written acceptance from the nominee.
- 7.1.4 No fewer than 40 days prior to the Society's annual general meeting, the Executive Director shall provide an official ballot to all Voting Members.
- 7.1.5 The ballot (or facsimile thereof) shall be marked by the Voting Member (without identification), and mailed to the Executive Director in a cover envelope bearing the voter's name and return address. It shall be postmarked no fewer than 15 days prior to the Society's annual general meeting.
- 7.1.6 Prior to opening the envelope, the Executive Director shall determine voting eligibility, and check the voter's name on a copy of the membership roster reserved for that purpose. The Executive Director shall prepare a written report regarding the voting results for the President to announce at the annual general meeting.

Article 8 - Officers

Section 8.1 - Number of Officers

- 8.1.1 The officers of the Society shall be the President, the President-Elect, the Past-President, and the Executive Director.

Section 8.2 - Duties of Officers

- 8.2.1 The duties of officers shall be such as their titles by general usage would indicate, as may be required by law, noting:

- a) The President will call and chair the meetings of the Board and will implement policies governing the Board;
- b) The President shall chair all Member Meetings;
- c) The President shall be an ex-officio member of all committees;
- d) In the event of the President's absence, disability, or refusal to act, the President-Elect shall chair the meetings;
- e) The Officers will perform those duties as assigned by the Board from time to time.

Section 8.3 - Term of Office

- 8.3.1 The officers shall remain in office until the election or appointment of their successors, with the exception of the Executive Director whose term, by resolution of the Board, shall be subject to terms and conditions of employment.
- 8.3.2 The President-Elect shall be elected to a one-year term in accordance to the provisions of Section 7.1. The individual elected as President-Elect shall be a member of the Board of the Society for a 3-year term whereby they would be President-Elect for 1 year, President for 1 year and Past-President for 1 year.
- 8.3.3 The office of President in any year shall be filled by the President-Elect of the preceding year unless an election is required in accordance to the provisions of Section 8.4.2.
- 8.3.4 The President shall become Past-President upon expiration of his/her term of office.

Section 8.4 - Vacancies

- 8.4.1 If the office of the President becomes vacant, the President-Elect shall become the President for the balance of the term.
- 8.4.2 If the office of the President-Elect becomes vacant, that office shall be filled temporarily by election from within and by the Board. This temporary appointment shall be in effect only until the next general election.

Section 8.5 - Removal of Officers

- 8.5.1 The Board may request after concluding a Super Majority Vote, that an officer resign:
 - a) Whose conduct shall be determined by the Board to be improper, unbecoming, or likely to endanger the interest or reputation of the Board, the Society, and /or the profession;
 - b) Who commits a breach of the Bylaws or Statutes of the Society; and/or
 - c) Who, by virtue of non-attendance, is unable to perform other requirements of his/her position.

Each officer elected agrees that they shall resign following such a request supported by a Super Majority Vote of the Board.

- 8.5.2 Any officer may be removed by resolution of the Board before the expiration of their term if they are no longer a Voting Member of the Society.
- 8.5.3 Any officer elected or appointed by the Voting Members may be removed by a majority vote of Voting

Members at a Member Meeting called for that purpose.

Article 9 - Committees

Section 9.1 - Standing Committees

9.1.1 The Society shall maintain the following Standing Committees:

- a) The Executive Committee of the Board;
- b) The Nominating Committee;
- c) The Accreditation Council; and,
- d) The College of Fellows
- e) The Finance and Risk Management Committee.

9.1.2 The Executive Committee shall:

- a) Comprise the President who shall act as committee chair, the President-Elect, the Past-President, **the Chair of the Finance and Risk Management Committee**, additional members as approved by the Board, and the Executive Director who shall be a non-voting ex officio member of the committee;
- b) Be provided a budget for annual operating expenses;
- c) Undertake such duties as assigned by the Board;
- d) Exercise such powers as are authorized by the Board; and
- e) Hold meetings at any time and place to be determined by the President provided that each committee member shall be given reasonable notice of meetings, and such notice may be provided by electronic means. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

9.1.3 The Nominating Committee shall:

- a) Comprise the immediate Past-President who shall act as committee chair, the President, and additional Voting Members appointed by the Board who are ineligible for nomination;
- b) Prepare a list of names, drawing from Voting Members, designating at least one nominee to be considered for the position of the next President-Elect;
- c) Ensure that the chair of the Nominating Committee has verified that the nominees are willing to stand for election prior to submitting the nomination list to the Board; and
- d) Undertake the duties as assigned in these Bylaws and for greater certainty, as set out at s. 3.1.2 and s. 4.1.3 of these Bylaws.

9.1.4 The Accreditation Council shall:

- a) Be the body of the Society responsible for accrediting professional university undergraduate and graduate degree programs in landscape architecture;
- b) Comprise six members, appointed by the Board for a normal term of office of five years, and including two landscape architecture educators and one non-landscape architect, with one member being replaced annually;
- c) Elect a chair whose term of office shall be three years;
- d) Keep funds received for accreditation in an account separate from those of the Society and

shall only apply those funds to activities of the Accreditation Council; and

- e) Be responsible for:
 - i) Appointing teams to undertake accreditation;
 - ii) Recruiting and training accreditation team members;
 - iii) Reviewing and approving accreditation team reports;
 - iv) Reviewing and approving annual reports from universities;
 - v) Advising the Board of decisions; and
 - vi) Maintaining contact with the American Society of Landscape Architects' Landscape Architectural Accreditation Board and other accrediting bodies to ensure consistency of standards.

9.1.5 The College of Fellows shall:

- a) Comprise Fellows of the Society;
- b) Elect a chair, vice-chair and secretary-treasurer;
- c) Adopt, subject to approval of the Board, rules of conduct for the operation of the College;
- d) Notify the Board of the election of new Fellows; and
- e) Make other such recommendations to the Board, as it may deem appropriate.

9.1.6 The Finance and Risk Management Committee shall:

- a) Be comprised of two (2) or more members, consisting of a majority of directors and-or full CSLA members, and the Executive Director (ex-officio), and shall designate one member as chairperson. For purposes hereof, a director must be independent as defined in Section 1.1. Vacancies on the Committee shall be filled by majority vote of the Board. No member of the Committee shall be removed except by majority vote of the independent directors of the Board then in office.
- b) The purpose of the Committee is to
 - i) review the Society's financial well-being
 - ii) oversee management's process for the identification, evaluation and mitigation of related risks, including insurance programs
 - iii) to meet with the Society's Auditor to review the scope and details of the audit plan and approach, and review the auditor the Corporation's policies to govern the process of risk assessment;
 - iv) review and approve other matters that may be delegated by the Board;
 - v) Annually evaluate the performance of the Committee;
 - vi) Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board deems appropriate]
- c) The term of the members shall be as follows: one year, renewable for a maximum of four years.
- d) The responsibility of the Committee shall be to provide a report to the Board no less than four times per year {quarterly} approving or recommending changes to the Board in furtherance the purposes outlined above.

9.1.7 Standing Committee Rules:

- a) No member of a Standing Committee shall receive remuneration for duties performed on behalf of the Society but may be reimbursed for reasonable expenses incurred while performing such duties with the approval of the Board.
- b) Any member of a Standing Committee may be removed by a Super Majority Vote of the Board.

Section 9.2 - Board Committees

- 9.2.1 The Board may by resolution appoint special committees to carry out any designated duties, and delegate to a committee such duties and powers as it deems to be in the interests of the Society.
- 9.2.2 The Board shall set such committee's composition, mandate, power and term.

Section 9.3 - Representation

- 9.3.1 The Society may maintain continuing representation with landscape architects organized at the international level through the International Federation of Landscape Architects, and other organizations with such duties and powers as it deems to be in the interests of the Society.

Article 10 - Member Meetings

Section 10.1 - Annual and Special General Meetings

- 10.1.1 The annual general meeting of the Society shall be held no later than 15 months after the last preceding annual meeting but not later than six months after the end of the corporation's preceding financial year at such place and on such date as designated by the Board.
- 10.1.2 Special general meetings of the Society may be held upon the call of the Board at such times and places as it may designate. The President shall call a special general meeting upon the written request of at least 5% of the Voting Members within 90 days after the filing of such a request with the Executive Director. The business to be transacted at such special general meetings shall be stated in the notice thereof, and no other business may be considered at those meetings.

Section 10.2 - Notice

- 10.2.1 Notice of the time and place of the annual general meeting shall be given to each member entitled to vote by the following means:
- i) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
 - ii) By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Section 10.3 - Quorum

- 10.3.1 At any Member Meeting, 100 Voting Members present in person or by proxy, as verified by the Executive Director, shall constitute a quorum. Should the number of Voting Members present in person or by proxy at a Member Meeting fall below the number required for a quorum, there can be no further valid transaction of business until a quorum is again present.

Section 10.4 - Proxies

- 10.4.1 Any Voting Member may be represented by proxy at Member Meetings of the Society by another Voting Member, provided such proxy shall be in writing on the form provided by the Executive Director, or a facsimile thereof. Voting Members shall be provided with the proxy form 40 days before Member

Meetings.

- 10.4.2 A proxy must be signed by the Voting Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
- 10.4.3 Proxies or notice of proxies held must be filed with the Executive Director at least seven days before the meeting takes place.

Section 10.5 - Order of Business

- 10.5.1 The official business to be conducted at the annual general meeting shall include:
- a) Reporting of results for the election of the President-Elect;
 - b) Ratification of the proposed amendments to the Bylaws;
 - c) Appointment of auditor; and
 - d) Presentation of annual audited financial statements.
- 10.5.2 All matters of procedure not specifically provided for by these Bylaws shall be governed by the latest published edition of Robert's Rules of Order.

Section 10.6 - Voting

- 10.6.1 Each Voting Member of the Society present in person or by proxy shall have one vote at Member Meetings.
- 10.6.2 Unless otherwise specifically provided, a majority of Voting Members present in person or by proxy shall be competent to do and perform all acts that are or shall be directed to be done at any such meeting. In the event of a tie, a motion shall be lost.

Section 10.7 - Annual Congress

- 10.7.1 ~~An annual congress of the Society Membership is normally hosted by a Component at such place and on such date as the Board shall select in consultation with the host Component.~~ A Congress of the Society's membership is hosted yearly, usually in partnership with a Component at such place and on such date as the Board shall approve on recommendation of the committee responsible for the planning.
- 10.7.2 ~~The location for the congress shall normally be chosen on an alternating east/west basis with the Manitoba/Ontario Border being the dividing line. Any variation in this procedure must be approved by a Super Majority Vote of the Board.~~ The location for the congress shall be chosen from across Canada to ensure that all geographic areas capable of welcoming the congress are visited on a rotating basis.

Article 11 - Finance

Section 11.1 - Financial Year

- 11.1.1 Unless otherwise ordered by the Board, the fiscal year of the Society shall be January 1 to December 31.

Section 11.2 - Signing Authority

11.2.1 All transactions on behalf of the Society shall be managed and signed by officers, Directors, employees, or agents of the Society in such manner as shall be determined by resolution of the Board.

Section 11.3 - Banking

11.3.1 Any one of such officers, employees or agents so appointed may endorse cheques for deposit with the Society's bankers for the credit of the Society or the same may be endorsed 'for deposit only' with the bankers of the Society.

11.3.2 Any one of such officers, employees or agents so appointed may arrange, settle, balance and certify all books and accounts between the Society's bankers and the Society and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.

11.3.3 All funds paid to the Society shall be deposited from time to time to the credit of the Society in such manner as the Board may approve.

Article 12 - Indemnification

12.1.1 All Directors and officers of the Society and their heirs, executors, administrators, assigns and estate shall, from time to time, and at all times, be indemnified and saved harmless, out of the funds of the Society, from and against:

- a) All costs, charges and expense whatsoever that Directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution, in good faith, of the duties of their offices or in respect of any such liability; and,
- b) All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

12.1.2 The Society shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Society.

12.1.3 No Director or officer of the Society shall be liable for the acts, receipts, neglects, or defaults of any other Director, officer, or employee, or for joining in any receipt, act for conformity, or for loss, damage, or expense happening to the Society through the insufficiency of title to any property acquired by the Society, or for, or on behalf of, the Society, or for the insufficiency or deficiency of any security in or upon which any moneys of, or belonging to, the Society shall be placed out or invested, or for any loss or damage arising from bankruptcy, insolvency, or tortuous act of any person, firm, or corporation deposited or for any other loss, damage or misfortune whatever which may happen in the execution of his/her respective office or trust, or in relation thereto, unless the same shall happen by or through his/her own willful act or through his/her own willful neglect or default.

12.1.4 The Directors shall not be under any duty or responsibility in respect of any contract, act or transaction

whether or not made, done or entered into, in the name, or on the behalf of, the Society, except such as have been submitted to and authorized, or approved by the Board.

Article 13 - Auditors

Section 13.1 - Appointment

13.1.1 The members shall, at each annual general meeting, appoint an auditor to audit the accounts and annual financial statements of the Society for report to the members at the next annual general meeting.

Section 13.2 - Eligibility

13.2.1 To be eligible for appointment by the members, the auditor must be licensed or authorized to render an opinion on the financial statements in the province where the head office is located.

Section 13.3 - Term of Office

13.3.1 The auditor shall hold office until the next annual general meeting provided that the Directors may fill any casual vacancy in the office of the auditor.

Section 13.4 - Remuneration

13.4.1 The remuneration of the auditor shall be fixed by the Board.

Article 14 - Dissolution

Section 14.1 - Dissolution of the Society

14.1.1 In the event that the Society is dissolved, and after payment of all indebtedness of the Society, the remaining funds, investments, and other assets shall be distributed to one or more organizations in Canada carrying on similar activities.

14.1.2 No part of the income or capital of the Society shall be payable to or otherwise made available for the personal benefit of any of its members.

Article 15 - Bylaw Amendments

Section 15.1 - Amendment of Bylaws

15.1.1 The Bylaws of the Society may be repealed or amended by a Super Majority Vote of the Board and sanctioned ratified by an affirmative vote of at least two-thirds of the Voting Members present in person or by proxy at a Member Meeting duly called for the purpose of considering the repeal or amendment of the Bylaws. The repeal or amendment of Bylaws relating to the requirements of the Act shall not be enforced or acted upon until approval has been obtained from the federal Minister

responsible for administering the Act.

- 15.1.2 The proposed amendments must be made available to the membership at least 60 days prior to the Member Meeting.