

GENERAL OPERATING BY-LAW NO. 2

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

Canadian Academy of Audiology / Académie canadienne d'audiologie
(the "Corporation")

WHEREAS the Corporation was granted Letters Patent by the Government of Canada under the *Canada Corporations Act* on the 1st day of November 2002;

AND WHEREAS the Corporation was issued a certificate of continuance by the Government of Canada under the *Canada Not-for-Profit Corporations Act* on the 12th day of June 2014;

AND WHEREAS the current General Operating By-law was enacted as part of the continuance process in 2014;

AND WHEREAS it is determined necessary to replace the said General Operating By-law with General Operating By-law No. 2 herein:

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Corporation as follows:

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"audiologist" means a healthcare professional trained in identification and rehabilitation of hearing disorders, prevention of hearing loss and the testing of vestibular system function. In Canada audiologists are required to hold, at least, a Master's degree in audiology (or equivalent) from an accredited university graduate or professional program. Some provinces require mandatory registration with a provincial college. For those trained outside the United States and Canada, a combination of post-secondary education and work experience may, at the discretion of the board, be judged as being at least equivalent to a Master's degree in Audiology.

"board" means the board of the Corporation and "director" means a member of the board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members;
"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Mission and Objective

The purpose of the Corporation shall be those set out in the articles of the Corporation, as amended from time to time, which currently states as follows "The Corporation is dedicated to enhancing the role of audiologists as primary hearing and balance health care providers through advocacy, education and research." For greater certainty, amendments to this purpose shall require filing Articles of Amendment in accordance with the requirements in the Act.

The objectives of the Corporation are as follows:

1. To advance audiologists as primary hearing and balance health care providers;
2. To promote and support research, professional development and continuing education in Audiology;
3. To promote Audiology to other professionals and the public;
4. To maintain and advance the ethical standards of audiological practice;
5. To establish linkages with academic training programs in order to provide positive input into improving their programs so that students are better prepared to face challenges after graduation.;
6. To represent the Audiology community of Canada when dealing with an agency or governmental department relative to audiology issues that affect the professional lives of its members; and
7. To establish a national networking system that will help facilitate communication among audiologists.

3. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

4. Corporate Seal

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The Executive Director of the Corporation shall be the custodian of the corporate seal.

5. Execution of Documents and Signing Authority

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the President, the President-elect, the Treasurer, the Executive Director or by any two members of the board on behalf of the Corporation as shall be determined by the board from time to time. The board may by resolution appoint a member or members of the board to sign specific contracts or documents. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

6. Financial Year and Auditor

The fiscal year of the Corporation shall terminate on a date chosen by the Treasurer and approved by majority vote of the board. The fiscal year end shall be chosen in consultation with the Corporation's auditor(s) or accountant(s) and shall be based upon "Canadian accounting standards for not-for-profit organizations" ("ASNPO").

Auditor: The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting. The remuneration of the auditor shall be fixed by the board.

7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

8. Borrowing Powers

The directors of the Corporation may, without authorization of the members,

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf and
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Execution of agreements is in accordance with section 5 Execution of Documents and Signing Authority

9. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail. The Corporation may deliver the annual financial statements at the Annual General Meeting.

10. Membership

There shall be the following seven (7) categories of membership eligibility in the Corporation:

- i) Full members,
- ii) Affiliate members
- iii) International members
- iv) Student members
- v) Retired members
- vi) Honourary member
- vii) Fellow

i) Full Member

Full membership applies to those 1) who hold a minimum of a Master's degree in audiology from an accredited university graduate or professional program and/or, 2) where applicable, who are licensed or registered by a province or territory to practice as an audiologist in Canada.

All applicants for full membership shall submit an official application form to the Corporation accompanied by the appropriate fees. All applications shall be reviewed for eligibility. Each full member shall have one vote in all voting matters of the Corporation. Full members shall be entitled, subject to the bylaws and rules to: a) receive notice of, attend and participate in meetings of the Corporation and to receive copies of any regular bulletins or publications issued by the Corporation, b) upon election or appointment, hold office; and nominate persons to hold office in the Corporation, c) upon election or appointment, serve on committees of the Corporation to the right to vote in all voting matters of the Corporation and d) full membership rights.

ii) Affiliate member

Affiliate membership applies exclusively to professionals from related fields that consequently do not hold a degree in audiology. The applicant's qualifications and suitability will be reviewed for eligibility. Affiliate members may not vote or hold office, but shall receive all Corporation publications and materials and are entitled to all other benefits of membership. Affiliate members are prohibited from using affiliation with the Corporation for the promotion of commercial products or services.

iii) International member

International membership applies to those who reside outside of Canada and possess formal

academic training and/or clinical or research experience in the area of audiology, or a related field. International members shall not vote or hold office, but shall receive all Corporation publications and materials and are entitled to all other benefits of membership.

iv) Student Member

Student membership applies to those who are currently enrolled in a graduate program in Audiology or a related field. The board may prescribe reduced fees for student members. Student members may not vote or hold office, but shall receive all Corporation publications and materials and are entitled to all other benefits of membership.

v) Retired Members

Retired membership status applies to those previously eligible to practice audiology in Canada and have left the workforce with no intention of re-entry. Retired members may not vote or hold office, but shall receive all Corporation publications and materials and are entitled to all other benefits of membership.

vi) Honourary Members

Honourary members are those who, upon a majority vote from the board, may receive this designation. Honourary membership may be awarded to any person, whether an audiologist or not, in recognition of outstanding service to the Corporation, or to the profession of audiology. Honourary members shall not have a vote in the affairs of the Corporation, and shall not be subject to dues.

vii) Fellow

The category of Fellow of the Corporation is an honorary title. Members of the Corporation are eligible for a Fellow membership after they have been a full member in good standing for at least three consecutive years previous to applying for the Fellow category and must be able to show evidence of commitment to continuing education post-qualification as an Audiologist.

11. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

12. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting 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. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

13. Members Calling a Members' Meeting

The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

14. Absentee Voting at Members' Meetings

1. Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that: enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
2. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - i. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - ii. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - c) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - d) if a form of proxy is created by a person other than the member, the form of proxy shall
 - i. indicate, in bold-face type,
 - A. the meeting at which it is to be used,
 - B. that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - C. instructions on the manner in which the member may appoint the proxy holder,
 - ii. contain a designated blank space for the date of the signature,
 - iii. provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 - iv. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified

- in the notice of meeting, other than the appointment of a public accountant and the election of directors,
- v. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
- vi. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

15. Membership Dues

- a) The board may from time to time determine all other fees, dues and assessments for all other matters including annual fees for other categories of membership and initial admission or registration fees payable by any class or category of membership by an ordinary resolution of the board. All annual fees are due and payable on the common membership anniversary date each year set by the board and the Corporation shall send an overdue notice to any member failing to pay his/her fees by that date. On or before two months prior to the renewal anniversary date of each year the Corporation shall send, by mail or otherwise, to each person liable to pay an annual fee, a notice with respect to such fees.
- b) If the membership or registration fees and a completed renewal application in such form as may be prescribed by the rules are not received at the Corporation's office from a member on or before the common membership anniversary date in any year, the registrar of the Corporation shall not consider the renewal application until such time as the applicant has paid such late filing fees as may be set by the board.

Membership in the Corporation shall expire on the common membership anniversary date of each year unless renewed prior to that date and each person whose membership has expired shall enjoy none of the rights and privileges of a member.

16. Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires;
- d. the member voluntarily withdraws their membership by delivering a written notice to the board; or
- e. the Corporation is liquidated and dissolved under the Act.

17. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

18. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. Materially or substantially violating or breaching any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental or prejudicial to the Corporation as determined by the board in its sole discretion;
- c. engaging in unethical conduct or behaviour pursuant to the Corporation's Code of Ethics;
- d. engaging in an activity or failing to obey the laws of Canada in a manner likely to bring the Corporation or the practice of Audiology into disrepute;
- e. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

19. Nominating Directors

Elections: Subject to requirements in the Act, a designate of the President will make a call to the members for nominations for Directors of the Corporation during July of each year. Nominations

are open to all voting members of the Corporation in good standing and must be made in writing and received by the Secretary by no less than one month prior to the Annual General Meeting. Each nomination shall include a brief bibliographic history of the nominee, shall have the endorsement of at least 2 members of the Corporation who are in good standing and shall have the signed acceptance of the nominee. The Nominating Committee will meet prior to the Annual General Meeting to select new board members to fill vacant positions. A slate of the successful nominations will be presented at the Annual General Meeting to be approved by the membership.

20. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

21. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board.

22. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members. The Corporation may open access to the Annual General Meeting at the discretion of the President

23. Chair of Members' Meetings

In the event that the President and the President-elect of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

24. Quorum at Members' Meetings

A quorum at any meeting of the members shall be ten percent (10%) of the members entitled to vote at the meeting, either present in person or represented by proxy. If a quorum is present at the opening of a meeting of members, the members present or represented by proxy may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If quorum is not met at the meeting a lesser percentage may adjourn the meeting for a period of not more than 12 weeks from the date of the adjourned meeting. The president shall cause a notice of the items to be reviewed discussed and voted upon to be sent to all members.

25. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

26. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

27. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

28. Number of Directors, Remuneration of Directors and Conflict of Interest of Directors

(a) Number of Directors: The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. As set out in the Articles, the minimum number of directors may not be fewer than five (5), at least two of whom are not officers or employees of the Corporation or its affiliates. The maximum number of directors shall be thirteen (13).

(b) Qualifications of Directors: Each Director shall meet all of the following qualification requirements:

(i) is an individual who is at least 18 years of age, has not been found by a court in Canada or elsewhere to be mentally incompetent, does not have the status of a bankrupt;

(ii) is in agreement and agrees to further the purposes of the Corporation as contained in the Articles; and

(iii) agrees to abide by the provisions in the Articles and By-laws of the Corporation;

(iv) meets the board composition requirement set out in (c) below.

(c) Board Composition: The composition of the board shall be as follows:

- (i) a maximum of up to two (2) Directors may be non-Full Members; and
- (ii) all remaining Directors must be Full Members of the Corporation.

The board may adopt policies from time to time to govern the composition of the board, including but not limited to regional diversity, personal skills, and needs of the Corporation. Copies of such policies shall be available to Members upon request.

(d) Remuneration of Directors: The members of the board shall serve without remuneration and no member of the board shall directly or indirectly profit from his/her position on the board. A member of the board may be reimbursed for reasonable expenses incurred in the performance of his/her duties. Board members may, at the sole discretion of the board, be reimbursed for reasonable travel expenses incurred for the purpose of attending meetings of the board, or meetings of committees on which they sit. Officers, agents, employees, and committee members who are not directors, may be remunerated in a reasonable amount fixed by the board at its sole discretion. Such resolution shall have force and effect only until the next meeting of the membership, when such resolution shall be confirmed by the membership. In the absence of confirmation by the membership, the remuneration to said officers, agents and employees, and committee members shall cease effective from the date of the meeting of the membership.

(e) Conflict of Interest: Any member of the board who has a personal interest in or a relationship with a person or entity having interest in, any proposed transaction or executive action shall be required to disclose that interest or relationship to the board prior to a vote thereon. The interested director will be prohibited from voting thereupon and will refrain from participating in the discussions on the advisability of such transaction or action.

29. Term of Office of Directors

The President-elect, the President, and the Past President shall each serve in their respective office for a term of one (1) year or until their respective successors shall have been duly elected and qualified. All other directors shall serve for a general term of (3) years or until their respective successors shall have been duly elected and qualified. No member of the board may serve more than two (2) general consecutive terms. However, under special circumstances, upon vote, the board may choose to extend the term of a director by not more than one year.

30. Calling of Meetings of Board

Meetings of the board may be called by the President or a majority of members of the board at any time.

31. Notice of Meeting of Board

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 3 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

32. Regular Meetings Section, Quorum and Minutes

The board shall meet at all regular and special meetings of the members of the Corporation, and also upon the call of the President or upon demand of a majority of its members. Board meetings shall take place at such times and places as the President designates, or at such times and places as the majority of the board designates.

Quorum: Fifty percent (50%) of the board shall constitute a quorum at any meeting of the Board.

Minutes: The minutes of meetings of the board and the Executive Committee shall be available to the general membership of the Corporation on request. Each member of the board shall be given access to a copy of such minutes.

33. Votes to Govern at Meetings of the Board

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

34. Committees of the Board

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

Standing Committees of the Corporation shall be:

Conference
Editorial
Executive
Finance
Nominations
Past Presidents
PR and Awareness
Science and Education
Third Party

The Executive Committee:

1. The Executive Committee shall consist of up to a maximum of five (5) Directors, including those designated as officers of the Corporation, as follows: a President, a President-elect, a Past President, a Secretary and a Treasurer.
2. The Executive Committee shall be responsible for conducting the day-to-day business of the Corporation, and shall report and be responsible to the board.
3. The Executive Committee shall take such steps as they may deem appropriate to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements,

bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

4. The Executive Committee may appoint such agents and engage such contractors as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
5. Remuneration for agents and contractors shall be fixed by Executive Committee by resolution.
6. The Executive Committee shall meet at least quarterly, at such times and places as the President designates, or at such times and places as the majority of the Executive Committee designates, provided that 48 hours notice of such meeting shall be given, other than by mail, to each member of the Executive Committee.

35. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. Only directors who are Full Members of the Corporation may be appointed to any office of the Corporation. An officer must be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

36. Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

A. The President shall represent the Corporation in all official matters and shall communicate matters to promote the welfare and increase the usefulness of the Corporation directly to the membership and the board. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the board, have general supervision of the affairs of the Corporation. The President shall be the Chair of the board and shall preside at all meetings of the Corporation and Executive Committee, prepare the agendas of the board and Executive Committee meetings, establish dates of meetings, answer correspondence of the Corporation when required, prepare statements and information for the Corporation's publications, announce at the Annual General Meeting the names of the Editor or Editors of the Corporation's publications as appointed by the Executive Committee, perform such other duties as may be delegated to him/her under the bylaws or by the Executive Committee and for the efficient management of the Corporation, and have the deciding vote in the event of a tie at any meeting at which he/she presides.

B. The President-elect is the Vice Chair of the board and shall assume the duties of the President in his/her absence or inability to act, assume the office of President at the end of term or the resignation of the President, whichever first occurs, act as the chair of the nomination committee, be an ex officio member of all committees, and perform such other duties as may be delegated to him/her under the bylaws or by the Executive Committee and for the efficient management of the Corporation.

C. **The Past President** shall, serve as a consultant to the Executive Committee, and advisor to the President as needed. The Past President is responsible for the supervision of the Corporation's Honours and Awards Program and ensures that amendments to the bylaws are published in the Corporation's publications or otherwise distributed prior to the meeting at which they are to be voted on. The Past President Is involved with the Past President's Committee in maintaining historical records of the Corporation and performs such other duties as may be delegated to him/her by the President or the Executive Committee for the efficient management of the Corporation.

D. **The Secretary** shall ensure that minutes at all meetings of the Corporation and the board are taken and reported, and shall ensure that the membership is given written notice of the Annual General Meeting and all special meetings of the Corporation. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary shall report all correspondence to the Executive Committee, and shall keep a roster of the Corporation membership, including all committees. The Secretary shall ensure that annual dues are collected and reported to the Treasurer. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. Activities of the Secretary related to correspondence may be delegated under supervision to the Corporation Administrative Assistant.

E. **The Treasurer** shall, disburse the funds of the Corporation with the approval of the Executive Committee, present a report and the Annual Financial Statements at the annual meeting, prepare and administer the Corporation's Budget, be the Chairperson of the Finance Committee, and perform such other duties as may be delegated to him/her under the bylaws or by the Executive Committee and for the efficient management of the Corporation. The Treasurer may delegate activities to the Executive Director related to the financial operations of the Corporation and shall perform such activities as are authorized by the Treasurer from time to time.

37. Vacancy in Office, Absences and Terminations

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i. the officer's successor being appointed,
- ii. the officer's resignation,
- iii. such officer ceasing to be a director or
- iv. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy. Any member of the board unable to attend a meeting shall advise the President in advance, of the reason for their inability to attend. If a director does not comply with the board meeting attendance requirements established by the board, a meeting of the members may be called by the board for the purposes of removing the director from the board.'

A member of the board may also be removed from office, if at a special or general meeting of members; a resolution is passed by 51% of the members present at the meeting, to remove said director from office. A director ceases to be a director if their membership is terminated or suspended for any reason, or upon resignation. The board may, by appointment, fill any vacant

director's position for the unexpired term. In the event of the position of a director becomes vacant, the board shall have the power to appoint a successor from among the voting membership as soon as possible after the vacancy occurs. A director so appointed shall take office at once, shall serve until the end of his predecessor's term at which time the person may be put on the roster for election to the board at the next AGM to serve a regular term. In the event of a vacancy in the position of Treasurer, the President shall have the power to appoint a successor from the board. In the event of a vacancy in the position of President-elect a special election will be called by the Executive Committee. The director elected to this position shall be presented for approval by the members at the next general meeting.

38. Indemnity

Every director or officer of the Corporation, or other person(s) who has undertaken or is about to undertake any liability on behalf of the Corporation and his/her heirs, executors and administrators respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

1. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
2. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

39. Method of Giving Any Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The

secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

40. Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

41. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

42. By-laws and Effective Date

Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

43. Transitional Provisions

- a. Effective Date of General Operating By-law No. 2 - This By-law, after enactment by the board and confirmation by the members, shall take effect immediately upon the approval by the Members of the Corporation.
- b. Members - Upon this By-law coming into effect, all Members of the Corporation as of the effective date of this By-law shall continue to be Members of the Corporation.
- c. Directors and Officers – Upon this By-law coming into effect, the directors and officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law. Election of directors held after the By-law coming into effect shall be subject to the Board Composition provision in this By-law.

44. Identification and Repeal of Former By-Laws

All By-laws enacted by the Corporation are hereby repealed and replaced by General Operating By-law No. 2 herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation. The said repeal of By-laws shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All board or members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Corporation this _____ day of _____, _____.

President

Secretary

CONFIRMED by the Members of the Corporation this _____ day of _____, _____.

Secretary