



## OVERVIEW OF BYLAW CHANGES

With the best interest of APALA and its members in mind, the following major amendments to the APALA Bylaws are being proposed by the Board of Directors in advance of the 2023/2024 fiscal year:

### 1. Creation of Affiliate Membership Category

The Board is proposing the creation of an Affiliate Membership Category to accommodate individuals working in areas directly related to the field of Landscape Architecture. This newly proposed category would allow educators and other related professionals to become members of APALA.

Affiliate members will not be provided with a certificate or stamp and will not be entitled to use the title of Landscape Architect. Affiliate members will be permitted to participate in APALA committees but will not be eligible to serve on the Board of Directors.

### 2. Amendments to Disciplinary Guidelines

The *Discipline of Members* section has been amended to include a more accurate representation of the way APALA approaches disciplinary action.

## SECTIONS AMENDED

The following sections and subsections have undergone minor or major amendments in accordance with the two major amendments noted above:

- **Section 1.1** - Amended to include Affiliate Membership category.
- **Section 4.8.2** - Amended to remove masculinity of wording.
- **Section 5.3.1** - Amended to remove the 'in-person' requirement for meetings of the Board.
- **Section 10.1.1** - Amended to include Affiliate Membership category.
- **Section 10.4** - Newly added section.
- **Section 10.9.2** Updated wording regarding the prescribed examination.
- **Section 10.9.4** - Newly added section.
- **Section 11** - Amended to include Affiliate Membership category.
- **Section 13** - Amended to include Affiliate Membership category.
- **Section 21** - Section reduced; associated policy referenced instead.

## **BYLAWS OF:**

# **THE ATLANTIC PROVINCES ASSOCIATION OF LANDSCAPE ARCHITECTS (APALA)**

## **1. Interpretation**

- 1.1 In these Bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires,
- a) "Association" means the Atlantic Provinces Association of Landscape Architects;
  - b) "Board" means the Board of Directors of the Association;
  - c) the singular includes the plural, and the plural includes the singular;
  - d) the masculine gender includes the feminine and the neuter;
  - e) "regulations" means all written rules, regulations and standards established by the Board;
  - f) "Constitution" means the bylaws of the Association;
  - g) "Member" means Full Member of the Association;
  - h) "the membership" means the body of Full Members, Associate Members, Affiliate Members, Student Members, Life Members and Honorary Members;
  - i) "membership" means the standing of an individual within one category among Full Member, Associate Member, Affiliate Member, Student Member, Life Member, or Honorary Member within the Association,
  - j) "CSLA" means the Canadian Society of Landscape Architects,
  - k) "Special resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - l) "Endorser" means current Full Member of the CSLA who is endorsing an application for membership. The Endorser has known the applicant in a professional context for a minimum of one (1) year.
  - m) "Accredited program" means a program in landscape architecture in Canada as recognized by the Landscape Architecture Accreditation Council (LAAC).
  - n) "Good standing" means a Member currently practicing in accordance with the Association's Code of Professional Conduct and whose dues have been paid in full.

## **2. Head Office**

- 2.1 The head office of the Association shall be in a city within the Atlantic Provinces and at such place therein as the Board may from time to time determine.

## **3. Seal**

- 3.1 The seal, an impression whereof is fixed in the margin hereof, shall be the corporate seal of the Association.

## **4. Officers of The Association**

### **4.1 Officers**

- 4.1.1 There will be a President, a Past-President, President-Elect, Secretary-Treasurer, and such other Officers as the General Meeting may determine. Only Full Members shall be Officers of the Association.
- 4.1.2 One person may not hold more than one office except in the instance of a vacancy of a position between elections.

### **4.2 Election of Officers**

- 4.2.1 The Officers of the Association shall be Members elected during the Annual General Meeting in odd numbered years except in the case of an interim vacancy where election may occur at a General Meeting.

### **4.3 Tenure of Officers**

- 4.3.1 The term of office for the Officers of the Association shall be two years. The term of office shall commence at the date of election to office during the Annual General Meeting.
- 4.3.2 Where a vacancy occurs in any office between elections, a Member elected at a General Meeting will fill such vacancy for the remaining balance of the term of such office.

### **4.4 Duties of Officers**

- 4.4.1 The Officers shall submit written annual reports to the Board at least 30 days prior to the Annual General Meeting of the Association.

### **4.5 Duties of the President**

- 4.5.1 The President shall call and preside at all business meetings of the Association and of the Board, and shall perform such duties as are customary to the office, or as may be assigned by the Board.
- 4.5.2 The President shall attend the annual CSLA Congress as a representative of the Association and participate in the Component Presidents Roundtable meeting.

### **4.6 Duties of the Past-President**

- 4.6.1 The Past-President shall represent the Association's members on the CSLA Board of Directors, and act as assistant to the President and in such capacity as may be determined by the Board.

### **4.7 Duties of the President-Elect**

- 4.7.1 The President-Elect shall exercise the duties of President in their absence or inability to act, and shall perform such duties as may be assigned by the Board.

#### **4.8 Duties of the Secretary-Treasurer**

- 4.8.1 The Secretary-Treasurer shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts, and other documents belonging to the Association which they shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and such materials or information as is identified in the resolution, and they shall perform such other duties as may be determined by the Board.
- 4.8.2 The Secretary-Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other effects in the name and to the credit of the Association in such bank or banks as may be designated by the Board. They shall disburse the funds of the Association under the direction of the Board, taking proper vouchers therefore, and shall render to the Board at the regular meetings there or whenever required, an account of all the transactions as Treasurer, and the financial position of the Association.

#### **4.9 Duties of Other Officers**

- 4.9.1 The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board requires of them.

#### **4.10 Remuneration of Officers and Directors**

- 4.10.1 The Officers and Directors of the Association shall not be entitled to any remuneration for carrying out their duties, but shall be entitled to reimbursement for reasonable out-of-pocket expenses incurred by them in carrying out their duties.

#### **4.11 Removal of Officers and Directors**

- 4.11.1 The Association may, by special resolution, remove any Director before the expiration of the period of office and appoint another in their stead. The person so appointed shall hold office during such time only as the Director in whose place they are appointed would have held office if they had not been removed.

### **5. Board of Directors**

#### **5.1 Board of Directors**

- 5.1.1 There shall be a Board of Directors of the Association that shall manage and control the affairs of the Association.
- 5.1.2 The Board shall be composed of the Officers of the Association.
- 5.1.3 The Board should strive to include a representative from each of the four Atlantic Provinces. An Officer of the Association may serve as the respective provincial representative.
- 5.1.4 The Board may also include Associate Members, Student Members and Life Members as recruited by the Board.

## **5.2 Vacancy of Board Member**

- 5.2.1 A vacancy on the Board between elections shall be filled by election at the next General Meeting of the Association.

## **5.3 Quorum and Meetings of the Board of Directors**

- 5.3.1 A quorum for the transaction of business at any meeting of the Board shall consist of not less than two Members of the Board, of which at least one shall be President or President-Elect, present.
- 5.3.2 Meetings of the Board shall be called by the President as frequently as, in their judgment, the accumulation of business to be transacted shall demand, and at places and times to be determined by them. The Board shall meet at least once in every four months.
- 5.3.3 The President shall chair all meetings of the Board.
- 5.3.4 No formal notice of any such meeting shall be necessary if all the Members of the Board are present at the time that such meeting is scheduled or if those absent have signified their consent to the meeting held in their absence. Board meetings may be formally called by the President or by the Secretary-Treasurer on direction in writing of two Members of the Board. Notice of such meetings shall be delivered or telephoned to each Member of the Board not less than five days before the meeting is to take place or shall be mailed to each Member of the Board not less than 10 days before the meeting is to take place. The statutory declaration of the Secretary-Treasurer or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent.

## **5.4 Errors in Notice, Board Meetings**

- 5.4.1 No error or omission in giving such notice for a meeting of Members of the Board shall invalidate such meetings or invalidate or make void any proceedings taken or had at such meeting and any Member of the Board may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **5.5 Voting, Members of the Board**

- 5.5.1 Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of a tie, the Chairperson shall have a casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Member of the Board present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, their duties may be performed by any other Officer as the Board may appoint for that purpose.

## **5.6 Authority of the Board**

- 5.6.1 The Board shall consider and report upon all business to be acted upon by the Association but shall have the authority to delegate administrative functions to a committee selected from among their number; shall establish rules for the regulation of its proceedings and those of its committees; shall be the custodian of all its property; shall authorize all contracts and expenditures; but shall not incur any liabilities exceeding the amounts of the unappropriated funds in the hands of the Secretary-Treasurer; shall have authority to create and abolish standing committees and to appoint to them, and to appoint and discharge special committees to further the work of the Association.
- 5.6.2 The Board may appoint and engage such administrative and clerical assistance as may be necessary to handle the business of the Association including engaging an administrator and empowering them to engage or direct additional staff to execute the work assigned to them.
- 5.6.3 The Board shall act as the final appeal body for committees dealing with complaints, discipline, and membership.

## **6. Execution of Documents**

### **6.1 Documents**

- 6.1.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by any two members of the Board, who shall affix the seal of the Association to such instruments as may be required.
- 6.1.2 All financial transactions issued on behalf of the Association shall be signed in such manner as shall be determined by resolution of the Board of directors and any two Officers of the Association may be signing officers. Any one Officer or agent so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **7. Regulations**

### **7.1 Conduct of Business of the Association**

- 7.1.1 The Board and all committees shall establish and maintain a set of written rules, regulations and standards approved by a general meeting, establishing:
  - a) the standards of membership;
  - b) the code of professional ethics;
  - c) the apprenticeship program for Associates;
  - d) the continuing education of the membership;
  - e) procedures for elections;
  - f) procedures for ordering the day-to-day management and activities of the Association;
  - g) any other activities as the Board shall from time to time see fit.

- 7.1.2 Regulations shall be updated regularly and distributed to the membership of the Association.
- 7.1.3 In the event of a conflict between the Bylaws and the written regulations and standards, the Bylaws shall hold precedence.

## **8. Books and Records**

### **8.1 Maintenance by the Board**

- 8.1.1 The Board shall see that all necessary books and records of the Association required by the Bylaws of the Association, or by any applicable statute or law are required and properly kept.

### **8.2 Inspection by Members**

- 8.2.1 The books and records of the Association may be inspected by any member at any reasonable time within five days prior to the annual general meeting at the registered office of the Association.

### **8.3 Auditor**

- 8.3.1 The Members may appoint an auditor of the Association at the Annual General Meeting, and on failure of the Members to appoint an auditor, the directors may do so. Where an auditor is appointed, the auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, shall state whether in their opinion the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs and such report shall be read to the annual meeting.

## **9. Committees**

### **9.1 General**

- 9.1.1 Committees may be struck for purposes as may be deemed necessary or convenient for the management of the Association and the conduct of its business.
- 9.1.2 Committees may be struck by the Board or by resolution of the membership at a General Meeting.
- 9.1.3 The positions of Chairperson of committees shall be appointed by the President.

### **9.2 Standing Committees**

- 9.2.1 Standing Committees will be struck to address business of the Association on a long-term basis.
- 9.2.2 All Standing Committees will present a report to the membership at the Annual General Meeting of the Association or as directed by the Board.
- 9.2.3 Standing Committees will be terminated by resolution of the membership at the Annual General Meeting of the Association.

### **9.3 Ad Hoc Committees**

- 9.3.1 Ad hoc Committees will be struck to address business of the Association on a limited term basis.
- 9.3.2 Ad hoc committees will present a report to the membership at the Annual General Meeting of the Association or as directed by the Board.
- 9.3.3 The terms of Ad hoc committees will be reviewed at the Annual General Meeting and their continuation determined by resolution of the membership.

### **9.4 Membership Committee**

- 9.4.1 There shall be a Membership Committee composed of Members of the Association appointed or elected by the Board. The Chairperson of the Membership Committee shall be appointed from among the members of the Committee. Members of the Board shall not be eligible to be members of the Membership Committee.
- 9.4.2 The term of office for members of the Membership Committee shall be three years. Appointment terms shall be staggered.
- 9.4.3 The Membership Committee shall receive and review applications for membership from the Board.
- 9.4.4 The Membership Committee shall administer the standards governing the qualifications of candidates for membership in the Association and shall prepare forms of application for membership in the Association subject to the approval of the Board; and shall perform such other duties regarding membership as may be assigned to it by the Board.
- 9.4.5 Review of applications for membership in the Association shall be held at least once every six months at such place or places as the Membership Committee directs.
- 9.4.6 The Membership Committee shall by appropriate investigation and examination satisfy itself as to the character, education, experience, ethics, methods of practice and current professional qualifications of the candidate.

## **10. Membership**

### **10.1 Categories of Membership**

- 10.1.1 There shall be six categories of membership in the Association, namely, Full Member, Associate Member, Affiliate Member, Student Member, Life Member and Honorary Member. The membership shall receive the proceedings of the Association and such other Association documents as the Board may direct.

### **10.2 Full Member**

- 10.2.1 A Full Member shall have the right to vote on all matters requiring a ballot of the entire Association membership and shall be eligible to hold office, and to serve on committees.
- 10.2.2 Each Full Member of the Association shall be issued the approved professional stamp of the Association, the impression of which shall appear on all drawings under their signature. Every approved stamp is the property of the Association and shall be returned forthwith by the Member to the Association when their membership closes.



- 10.2.3 Each Full Member of the Association shall be issued a certificate of membership signed by the President and the Secretary-Treasurer, and bearing the seal of the Association. Every certificate of membership is the property of the Association and shall be returned forthwith by the Full Member to the Association when their membership ceases.
- 10.2.4 Every Full Member shall keep their certificate of membership prominently displayed in their place of business.
- 10.2.5 Each Full Member shall be entitled to use the title Landscape Architect, and use the abbreviation APALA after their name.
- 10.2.6 Full Members shall adhere to and promote the Association's Code of Professional Conduct.

### **10.3 Associate Member**

- 10.3.1 An Associate Member shall not be eligible to hold office, but shall be eligible to vote, serve on committees and sit on the Board. An Associate Member shall not be entitled to use the title Landscape Architect nor use the abbreviation APALA after their name. Associate members shall not be issued the approved professional stamp and certificate of the Association.
- 10.3.2 1An Associate Member shall be designated as an APALA Associate which designation shall not be abbreviated or changed in any way.
- 10.3.3 Associate Members have the right to speak at all meetings and are encouraged to participate in APALA committees, activities and to sit on the Board.
- 10.3.4 Associate Members shall adhere to and promote the Association's Code of Professional Conduct.

### **10.4 Affiliate Member**

- 10.4.1 An Affiliate Member shall be interested in the profession of landscape architecture and have contributed to its study, appreciation or practice.
- 10.4.2 An Affiliate Member shall not be entitled to use the title Landscape Architect nor use the abbreviation APALA after their name. Affiliate members shall not be issued the approved professional stamp and certificate of the Association.
- 10.4.3 An Affiliate Member shall be designated as an APALA Affiliate, which designation shall not be abbreviated or changed in any way.
- 10.4.4 Affiliate Members have the right to speak at all meetings and are encouraged to participate in APALA committees and activities but cannot sit on the Board.
- 10.4.5 Affiliate Members shall adhere to and promote the Association's Code of Professional Conduct.

### **10.5 Student Member**

- 10.5.1 A Student Member must be enrolled in a Landscape Architecture or allied profession program.

- 10.5.2 Student Members shall not be eligible to hold office or to vote, but may serve on committees and sit on the Board.
- 10.5.3 Student Members shall be designated as Student Members of the Atlantic Provinces Association of Landscape Architects, which designation shall not be abbreviated or changed in any way.
- 10.5.4 Student Members shall adhere to and promote the Association's Code of Professional Conduct.

#### **10.6 Life Member**

- 10.6.1 Full Members who have performed notable service in advancing the cause of landscape architecture and who are no longer practicing Landscape Architecture may apply for Life Membership. Upon the recommendation of the Membership Committee and at the discretion of the Board, such Full Member shall be named a Life Member of the Association.
- 10.6.2 Life Members shall not be eligible to vote or hold office, but shall be eligible to serve on committees.
- 10.6.3 Life Members shall not be entitled to use the abbreviation APALA after their name and must return the practice stamp.
- 10.6.4 Life Members may apply for parallel status with the CSLA.
- 10.6.5 Life Members shall adhere to and promote the Association's Code of Professional Conduct.

#### **10.7 Honorary Member**

- 10.7.1 Honorary Members shall be persons, other than landscape architects, who have performed notable service in advancing the cause of landscape architecture in the Atlantic Provinces.
- 10.7.2 Honorary Members shall have the privilege of attending meetings of the Association and of participating therein, but shall have no vote and shall not be eligible to hold office. Honorary Members shall be eligible to serve on committees.
- 10.7.3 Honorary Members shall be designated as Honorary Members of Atlantic Provinces Association of Landscape Architects, which designation shall not be abbreviated or changed in any way.

#### **10.8 Register**

- 10.8.1 The Board shall maintain a register of the membership.
- 10.8.2 A corporation may be listed in the register if a full-time employee is a Member of the Association.

#### **10.9 Application for Membership in all Categories**

- 10.9.1 Each applicant for membership shall agree to be bound by the Bylaws of the Association.
- 10.9.2 Full Member: An applicant fulfills the requirements for admission into the Association as a Full Member where they:

- a) are of good character and adhere to the Association's Code of Professional Conduct;
  - b) have successfully completed an accredited program in landscape architecture, and have completed the prescribed examination of the Association in accordance with the Examination Policy;
  - c) have completed three years of Associate Membership and completed a Professional Development Plan (PDP) in accordance with the PDP Policy;
  - d) have been endorsed by two Full Members of the CSLA;
  - or
  - e) is a Full Member in good standing of another component of the CSLA, and meets all requirements of the current CSLA Reciprocity Full Membership Agreement.
- 10.9.3 Associate Member: This is the path to full membership. An applicant fulfills the requirements for admission into the Association as an Associate Member where they:
- a) are of good character and adhere to the Association's Code of Professional Conduct;
  - b) have successfully completed an accredited program in landscape architecture, or in absence of such accreditation, at a school recognized by the Board, or at least seven years' practical experience of increasing responsibility under the full-term supervision of a Full Member; and
  - c) have been endorsed by one Full Member of the CSLA.
  - d) Are willing to complete a Professional Development Plan (PDP) in accordance with the PDP Policy.
- 10.9.4 Affiliate Member: An applicant fulfills the requirements for admission into the Association as an Affiliate Member where they:
- a) are of good character and adhere to the Association's Code of Professional Conduct;
  - b) are interested in the profession of landscape architecture and have contributed to its study, appreciation, or practice.
  - c) have been endorsed by one Full Member of APALA.
- 10.9.5 Student Member: An applicant fulfills the requirements for admission into the Association as a Student Member where they:
- a) are of good character and adhere to the Association's Code of Professional Conduct;
  - b) are enrolled in an accredited program in landscape architecture, or in absence of such accreditation, at a school recognized by the Board.
- 10.9.6 Life Member: An applicant fulfills the requirements for admission into the Association as a Life Member where they:
- a) are of good character and adhere to the Association's Code of Professional Conduct;
  - b) have previously practiced either in public, private or academic sectors and has retired from practicing Landscape Architecture.
- 10.9.7 Honorary Member: Shall be nominated by a Full Member in good standing to the Membership Committee. The nomination shall:
- a) be reviewed by the Membership Committee and make a recommendation to the Board.

- b) Whereupon the Board shall review the recommendation and approve the nomination to the category of Honorary Member by a 2/3 majority of the Board.

10.9.8 Any applicant who does not comply with the membership requirements contained herein may request the privilege of applying for Associate Member. To be accepted into associate membership notwithstanding such non-compliance, the Membership Committee may exercise its discretion in recommending acceptance of such applicant.

#### **10.10 Duties and Responsibilities of the Applicant**

10.10.1 An Applicant shall adhere to and promote the Association's Code of Professional Conduct.

#### **10.11 Duties and Responsibilities of an Endorsing Member**

10.11.1 An Endorsing Member shall recommend an applicant for membership by completing and signing their endorsement form, which shall be evidence that the Endorsing Member has reviewed the qualifications of the Applicant subject to the Bylaws and regulations in force on the date of the signature.

### **11. Dues**

11.1 Dues and/or fees shall be payable by Full Members, Associate Members, Affiliate Members and Student Members. The amount payable shall from time to time be fixed by the Board, effective only when confirmed by a vote of the Members at an Annual or other General Meeting.

11.2 The Secretary-Treasurer shall notify the membership of the dues or fees at any time payable. If any are not paid within 90 days of the date of such notice the person(s) in default shall thereupon automatically be removed from the register, but any such person may on payment of all unpaid dues, fees and penalties, be reinstated. If persons remain in default at the time of the next Annual General Meeting, they shall cease to be Full Members, Associate Members, Affiliate Members or Student Members of the Association.

11.3 CSLA dues are collected by APALA and remitted to the CSLA annually for members that are required to pay CSLA dues.

11.4 CSLA dues include subscription to publications provided at the sole discretion of the CSLA. Subscription to CSLA publications shall be provided to Affiliate Members and Life Members at the discretion of the Board.

### **12. Annual and Other Meetings of Members**

#### **12.1 General**

12.1.1 A General Meeting of the membership may be requested by a quorum of Members.

12.1.2 Any member of the Board shall have power to call at any time a General Meeting of the Association.

12.1.3 A General Meeting shall be held at a location designated by the Board and on such day as the Board shall appoint.

- 12.1.4 Notice of the time and place of a General Meeting shall be given to the membership by sending a notice electronically or by post at least thirty days before the time fixed for the holding of such meeting.
- 12.1.5 No public notice or advertisement of meetings, Annual or General, shall be required.
- 12.1.6 The President shall chair all General Meetings.
- 12.1.7 General Meetings shall be conducted at the pleasure of the Chairperson in accordance with the regulations of the Association.

## **12.2 Annual General Meeting**

- 12.2.1 An Annual General Meeting of the Members of the Association shall be held annually within three months after the fiscal year end, for the purpose of electing the Board and for such other business as shall be brought before the meeting.
- 12.2.2 At every Annual General Meeting, the Board shall present the financial statements of the Association and a proposed budget for the next fiscal year.

## **13. Errors or Omission in Notice**

- 13.1 No error or omission in giving notice of any Annual or General meeting or any adjourned meeting, whether Annual or General, of the Association shall invalidate such meetings or make void any proceedings taken thereat and any Member may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Full Member, Associate Member, Affiliate Member, Student Member, Life Member, Honorary Member, or Officer for any meeting or otherwise, the address of such person shall be the last address recorded on the books of the Association.

## **14. Adjournments**

- 14.1 Any meeting of the Association or of the Board may be adjourned to any time. Business transacted at the adjourned meeting shall be continued at a reconvened meeting provided a quorum is present. No notice shall be required of any such adjournment.

## **15. Quorum of Members**

- 15.1 A quorum for the transaction of business at any General Meeting of Members shall consist of not less than one-quarter of the voting Members present in person or represented by proxy.

## **16. Voting of Members**

- 16.1 Each Member of the Association shall at all meetings of Members be entitled to one vote.
- 16.2 Members may vote by proxy. Such proxy must be a Member and before voting shall produce and deposit with the Secretary-Treasurer sufficient appointment in writing from their constituent or constituents.
- 16.3 No Member shall be entitled either in person or by proxy to vote at meetings of the Association unless they have paid all dues or fees, if any, then payable by them.

16.4 At all meetings every question shall be decided by a majority of the votes of the Members present in person or represented by proxy. Every question shall be decided in the first instance by a show of hands unless any Member demands a poll. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded by declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Association in the General Meeting upon the matter in question. In case of an equality of votes at any General meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a vote.

16.5 Officers of the Association shall be elected by the membership at the Annual General Meeting by secret ballot. Each Member shall be allowed one vote for each position. Members not present at the Annual Meeting may submit one vote for each position by an official ballot deposited with the Secretary-Treasurer of the Association prior to that meeting. The candidates receiving the most votes shall be deemed to be elected. In the event of a tie, the Chairperson shall cast the deciding vote.

## **17. Financial Year**

17.1 Unless otherwise ordered by the Board, the fiscal year of the Association shall terminate on the 30th day of September in each year.

## **18. Deposit of Securities for Safekeeping**

18.1 The securities of the Association shall be deposited for safe-keeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn from time to time, only upon the written orders of the Board, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **19. Notice**

19.1 Whenever under the provisions of the Bylaws of the Association notice is required to be given, such notice shall be given either electronically or by depositing same in a post office or a public letter box, in prepaid, sealed wrapper addressed to the member at their address as the same appears on the books of the Association. The effective date of a notice or other document sent electronically or by post shall be the date of transmission or the date of deposit in a public letter box.

## **20. Borrowing**

20.1 The Board may from time to time:  
a) borrow money on the credit of the Association; or

- b) issue, sell or pledge securities of the Association; or
- c) with sanction of a special resolution, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

20.2 The Association may only borrow money as approved by a special resolution of the members.

## **21. Discipline of Members**

21.1 The Board shall have authority to suspend or expel any Member from the membership for any one or more of the following grounds:

- a) violating any provision of the Articles, by-laws, or written policies of the Association;
- b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

21.2 In the event that the Board determines that a Member should be expelled or suspended from membership in the Association, the Board will review the issue and provide notification to the Member in accordance with the Discipline Policy;

## **22. Chapters of the Association**

22.1 If, in the opinion of the Board, the formation of chapters, branches or any other subsidiary structure is warranted to carry out the goals and objectives of the Association, the Board may formulate such structures as it deems necessary.

22.2 The formation of chapters, branches or any other subsidiary structure shall not be deemed to transfer, amend, reduce or otherwise change the duties and responsibilities of the Board or of any Board Member respecting the conduct of the business of the Association, or to amend any other Bylaw stated herein or regulation of the Association except by vote of the Membership at an Annual or General meeting making such amendments.

## **23. Actions Against Members**

23.1 No action shall be brought against the Board or any committee, officer, member or complainant for anything bona fide done under the Bylaws of the Association.

## **24. Amendments to Bylaws**

24.1 The Association may by special resolution, make, amend or repeal bylaws not inconsistent with the Societies Act or with the Memorandum of the Association, for the conduct and management of the activities and affairs of the Association. An amendment may be made at any general meeting provided that 30 days' notice of motion has been given and the motion receives at least 3/4 majority vote of those present in person or by proxy. The bylaws shall be effective upon approval of the Registrar of Joint Stock Companies.

Passed by Resolution of the Membership as amended and sealed with the corporate seal this 3rd day of November, 2023.

Devin Segal, President

Angela Morin, Secretary-Treasurer