

# Council of Traditional Chinese Medicine and Acupuncture Schools of Ontario



## Bylaws

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**1. ARTICLE I – Name and Location**

- 1.1. The name of this Council shall be the Council of TCMA Schools of Ontario
- 1.2. The Council shall maintain a head office location in Toronto, Ontario.
- 1.3. The mailing address for all correspondence will be: CTCMASO c/oThe Shiatsu School of Canada Inc. &
- 1.4. SSC Acupuncture Institute 455 Spadina Avenue, Suite 300 Toronto, Ontario, M5S 2G8
- 1.5. The website name will be [www.ctcmaso.ca](http://www.ctcmaso.ca), or as determined by the Board.

**2. ARTICLE II – Definitions**

- 2.1. In these bylaws, the following definitions apply, unless the context otherwise requires:
  - 2.1.1. “Council” means the Council of TCMA Schools of Ontario;
  - 2.1.2. “Board” means the Board of Directors elected pursuant to these Bylaws;
  - 2.1.3. “Director” means a director on the Board.
  - 2.1.4. “Bylaws” means the provisions of this document;
  - 2.1.5. “Health Professional” means a person who provides a provincially regulated healthcare service related to the preservation or improvement of the health of their clients, or the assessment, treatment or care of individuals.
  - 2.1.6. “Member” means a member of the Council of TCMA Schools of Ontario;
  - 2.1.7. “Policies” means the policies made under the authority of these Bylaws;
  - 2.1.8. “Proxy” means a power given by one person to another to vote in his stead at a Special or Annual General Meeting. This may be provided electronically to the President, at least 24 hours prior to the scheduled start of the meeting.

**3. ARTICLE III - Objects of the Council**

- 3.1. The Council exists in the interests of member organizations and as such, its objects, in concert with member organizations, are to:
  - 3.1.1. Provide a forum for structured liaison between members.
  - 3.1.2. Promote the maintenance and improvement of the quality and standards of TCM and Acupuncture education;
  - 3.1.3. Serve as a resource regarding legislative or public issues affecting TCM and Acupuncture education;
  - 3.1.4. Share information for the mutual benefit of the members;
  - 3.1.5. Encourage the exchange of information on matters relevant to the practice of Traditional Chinese Medicine and Acupuncture, as an integral part of the primary health care system, including but not limited to education, ethics, professional standards and research;
  - 3.1.6. Institute mechanisms to develop and promote provincial standards of excellence for TCM and Acupuncture practitioners;
  - 3.1.7. Support initiatives concerned with the regulation and the practice of Traditional Chinese Medicine, and Acupuncture accreditation and other relevant matters concerning governmental and other regulatory bodies.
  - 3.1.8. Collect and exchange non-identifiable data and statistics of mutual concern between two or more members.
  - 3.1.9. Promote professional practices within the Traditional Chinese Medicine and Acupuncture industry through educational programming;
  - 3.1.10. Cultivate relationships with other healthcare professional and educational organizations.

#### 4. **ARTICLE IV - Powers of the Council**

- 4.1. In addition to any other powers conferred by these Bylaws, the Council may do such things as it considers appropriate to advance the objects of the Council and, in particular, but not so as to limit the foregoing, the Council may:
  - 4.1.1. Engage such servants and employees as may from time to time be expedient;
  - 4.1.2. Expend the moneys of the Council in the advancement of its objects and the interest of the Council, in such manner as may seem expedient;
  - 4.1.3. Establish and maintain such offices and agencies as may be deemed efficient;
  - 4.1.4. Provide for the eligibility, nomination, election, number and term of office and duties of members of the Board and committees;
  - 4.1.5. Invest and deal with any moneys and funds of the Council which are not immediately required, in such manner as may seem expedient;
  - 4.1.6. Improve, manage, develop, exchange, dispose of, turn to account, or otherwise deal with the real or personal property of the Council;
  - 4.1.7. Establish categories of membership (as identified to be necessary) in the Council, and prescribe the privileges, obligations and conditions of membership;
  - 4.1.8. Fix and collect membership fees;
  - 4.1.9. Prescribe the qualifications required by any organization before being registered as a Member in the Council;
  - 4.1.10. Develop and approve Bylaws
  - 4.1.11. Do such things as are incidental or necessary to the exercise of these powers.

#### 5. **Article V – Applicability of Decisions**

- 5.1. The Council shall have the ability to make recommendations, decisions or develop positions with respect to Traditional Chinese Medicine and Acupuncture education and healthcare, in accordance with its objects. Such recommendations, decisions or positions shall be confirmed or approved by majority vote of the members of the Council, unless otherwise specified herein.
  - 5.1.1. An Active Member, as described in article 6.1 below, may dissent from the majority position without affecting its membership in the Council.
  - 5.1.2. No recommendation, decision or position shall impact the internal operations of an Active Member, unless the recommendation, decision or position is adopted by that Active Member.

#### 6. **ARTICLE VI - Membership**

- 6.1. There shall be one class of membership in the Council.
  - 6.1.1. **Active Member.** An Active Member is a School entitled to all the privileges and responsibilities of Membership in this Council, and:
    - 6.1.1.1. is incorporated in an Ontario jurisdiction;
    - 6.1.1.2. conducts educational programming which is aligned to the national competencies established for the TCM industry and as administered by the College of Traditional Chinese Medicine Practitioners and Acupuncturists of Ontario,
    - 6.1.1.3. meets a minimum competency equivalence education accepted by the College of Traditional Chinese Medicine Practitioners and Acupuncturists of Ontario as determined from time to time,

- 6.1.1.4. has at least one graduate that has successfully qualified to write the Pan-Canadian regulatory examinations
- 6.2. **Responsibility of Membership.** All Active Members shall:
  - 6.2.1. Be familiar with and comply with the Council's Bylaws;
  - 6.2.2. Support and promote the purposes of the Council;
  - 6.2.3. Pay membership dues to the Council in a timely fashion according to the requirements of these Bylaws;
  - 6.2.4. Ensure that all financial obligations to the Council are satisfied within sixty (60) days of the date of Invoice unless authorized otherwise by the Executive Committee of the Council;
  - 6.2.5. Notify the Council in writing of any change of name, address, email address or telephone number within 30 days of such change;
  - 6.2.6. Return the Council Membership Certificate upon ceasing membership; and
  - 6.2.7. Attend at a minimum of three council meetings per calendar year.
- 6.3. **Rights and Privileges of Members.** All Active Members in good standing are entitled to:
  - 6.3.1. Receive an annual Certificate of Membership;
  - 6.3.2. Receive a copy of the Bylaws, Regulations and Policies;
  - 6.3.3. Attend all meetings of the Council;
  - 6.3.4. Be eligible to vote at all meetings of the Council;
  - 6.3.5. Be selected to serve on the various standing and ad hoc committees performing Council business;
  - 6.3.6. Make reference in advertising and promotion of being a member of the Council;
  - 6.3.7. May be elected to serve on the Board of Directors and hold an Executive Position
- 6.4. **Membership Dues.** Membership dues shall be as determined annually by a majority vote of the Board.
  - 6.4.1. Membership dues are based on the calendar year membership of January through December.
  - 6.4.2. Membership dues will be based on a flat fee per member, regardless of student enrolment levels;
  - 6.4.3. A member with more than one (1) campus location in Ontario will pay only one (1) membership fee;
  - 6.4.4. Dues payments are non-refundable unless determined on a case by case basis by a majority vote of the Board.
  - 6.4.5. A new member joining after May 1<sup>st</sup> of the calendar year will pay only ½ the annual membership fee
- 6.5. **Deactivation of Membership.** A Member may be deactivated for such period as determined by the Board for:
  - 6.5.1. Non-payment of financial obligations to the Council in excess of ninety (90) days from the original date of billing by the Council; or
  - 6.5.2. Conduct in breach of the Governing Documents of the Council.
  - 6.5.3. Misrepresentation of programs being/to be instructed on the Membership application form
- 6.6. **Reactivation.** A deactivated Member may be reinstated;
  - 6.6.1. upon payment of a reinstatement fee, which is not to exceed the cost of a full year's membership in the Council
  - 6.6.2. upon compliance with the governing documents of the Council and,
  - 6.6.3. At the sole discretion of the Board of Directors.

- 6.7. **Voluntary Termination of Membership.** A Member may voluntarily terminate membership in the Council upon giving written notice indicating the effective date of such withdrawal.

## 7. ARTICLE VII - Board of Directors

- 7.1. **Board of Directors/Executive.** The Board of Directors/Executive of the Council shall be comprised of a minimum of four to a maximum of nine (9) Directors. The Executive/Directors shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Council.
- 7.1.1. From among the Board of Directors/Executive, there will be a President, (2) Vice-Presidents, Secretary-Treasurer and the Immediate Past President who will hold the positions as Officers of the Council;
- 7.1.2. The Board of Directors/Executive shall administer the affairs of the Council, and without limiting the generality of the foregoing, may:
- 7.1.3. Provide for the management of the Council, including the provision of a location of the head office of the Council and the keeping of the registers to be kept under these Bylaws;
- 7.1.4. Provide for the holding of meetings of the Council, the quorum, the method of voting and the conduct of such meetings;
- 7.1.5. Fix the time and place for Annual and General meetings of the Council;
- 7.1.6. Provide for the establishment of committees by the Council, prescribe their powers and duties, and method of operation, including procedures at meetings;
- 7.1.7. Provide for meetings of the Council and committees by teleconference or other communications equipment by means of which all persons participating in the meetings can hear each other;
- 7.1.8. As applicable, to determine the powers, duties and salaries of the Executive Director, and of other officers, servants and employees and professional contractors of the Council; as may exist from time to time
- 7.1.9. Establish and maintain a list of Active Members in good standing;
- 7.1.10. Prescribe annual membership and other fees payable by Members;
- 7.1.11. Provide for the execution of documents by the Council;
- 7.1.12. Prescribe the procedure to be used for the holding of elections and for determining the persons elected as members of the Board;
- 7.1.13. Provide for the appointment or designation of presiding officers for election; and
- 7.1.14. Provide for the annual renewal of memberships issued under this section and prescribing the terms and conditions on which renewals may be granted.
- 7.2. **Policies.** The Board of Directors/Executive may also, subject to these Bylaws, make Policies to:
- 7.2.1. Provide for the qualification of Members and any terms, restrictions, conditions or limitations applicable thereto;
- 7.2.2. Provide for the definition and control of conflict of interest of Members.
- 7.2.3. Provide for the orderly conduct of business by the Council and to maintain a high level of ethics and conduct by its members.
- 7.3. **The Board of Directors/Executive shall ensure that:**
- 7.3.1. All Policies and Bylaws of the Council shall be available for inspection by any person at the head office of the Council at all reasonable times during business hours, free of charge;

- 7.3.2. The Bylaws and amendments thereto are ratified by a fifty-one percent (51%) majority of the voting members at the next Annual Meeting providing that the Bylaw or amendment has been submitted to the Members no less than ten (10) days prior to the meeting;
- 7.3.3. In the event that the ratification referred to in this section is not forthcoming, no act done or right acquired under the Bylaws and any amendments thereto shall be prejudicially affected by the failure by the members to ratify.
- 7.4. **Board of Directors/Executive Eligibility.** Members of the Board, other than the Executive Director (if applicable) shall be Active Members in good standing and be residents of Ontario.
  - 7.4.1. The President, who will act as Chair of meetings, shall be an Active Member in good standing who has served at least one term on the Board of Directors/Executive within the last four (4) years. It is the intent that the President will have held a Vice-Presidential or Secretary-Treasurer role prior to becoming President, except for the inaugural Board of Directors.
  - 7.4.2. No Member of the Board shall hold more than one elected office at any time.
  - 7.4.3. The Executive Director (if applicable) shall be an ex officio non-voting member of the Board.
  - 7.4.4. The President/Chair, Vice-Presidents (2), Secretary and Treasurer shall be the officers of the Council and the Past President (as applicable) will be a voting member of the Board.
- 7.5. **Terms of Office.**
  - 7.5.1. The Officers of the Council shall be elected as follows:
  - 7.5.2. The President/Chair and Secretary-Treasurer shall be elected in even numbered years; and
  - 7.5.3. The Vice-Presidents shall be elected in odd numbered years.
    - 7.5.3.1. Upon election, Directors of the Council shall serve for a two (2) year term.
    - 7.5.3.2. Directors/Executives of the Council are eligible to serve for a maximum of three (3) consecutive terms when holding the same position.
    - 7.5.3.3. For the inaugural Council the positions of President and Secretary-Treasurer will be for a 1 year period, with an election of those positions after 1 year. Both participants will be eligible to be re-elected for the ensuing 2 year period.
- 7.6. **Duties of the Officers.**
  - 7.6.1. **General Expectation:**
    - 7.6.1.1. It is the expectation that the elected Board members will make every reasonable effort to attend meetings as scheduled by the Council or its Board. A Board member must attend/participate in a minimum of 2 meetings per year of service on the Board, to remain on the Board.
  - 7.6.2. **The President/Chair shall:**
    - 7.6.2.1. Chair all meetings of the Council and the Board of Directors/Executive;
    - 7.6.2.2. Be an ex officio member of all committees;
    - 7.6.2.3. Appoint a Director to chair each standing committee;
    - 7.6.2.4. Have general supervision of all activities of the Council; and
    - 7.6.2.5. Be the official spokesperson of the Council.
  - 7.6.3. **The first Vice President shall:**
    - 7.6.3.1. Assist the President/Chair;
    - 7.6.3.2. In the absence of the President/Chair, chair meetings of the Council or Board of Directors/Executive;
    - 7.6.3.3. In the absence of the 2<sup>nd</sup> Vice-President and the Secretary-Treasurer to record the minutes of the meeting;

- 7.6.3.4. In the event of the resignation or incapacity of the President/Chair shall fulfill the responsibilities of the President until the next Annual Meeting; and
- 7.6.3.5. Shall perform other duties applicable to the office requested by the President/Chair or as prescribed by the parliamentary authority adopted by the Council.
- 7.6.4. The 2<sup>nd</sup> Vice-President and/or Secretary-Treasurer shall**
  - 7.6.4.1. Cause accurate minutes of all meetings of the Members and the Board of Directors/executive to be kept;
  - 7.6.4.2. Chair the Membership Committee; and
  - 7.6.4.3. Perform other duties applicable to the office requested by the Chair or as prescribed by the parliamentary authority adopted by the Council.
- 7.6.5. The Secretary-Treasurer shall:**
  - 7.6.5.1. Cause all monies belonging to the Council to be deposited in the financial institution of the Council;
  - 7.6.5.2. Cause accurate accounting records and books of account to be maintained for the Council;
  - 7.6.5.3. Present an accurate financial report to the Board of Directors upon request;
  - 7.6.5.4. Cause the preparation of an Annual Budget for presentation and approval at the Annual Meeting of the Members;
  - 7.6.5.5. Submit a written report to the Annual Meeting of the Members; and
  - 7.6.5.6. Perform other duties applicable to the office requested by the Chair or as prescribed by the parliamentary authority adopted by the Council.
- 7.6.6. The Immediate Past President shall:**
  - 7.6.6.1. Act as an advisor to the President/Chair;
  - 7.6.6.2. Be a voting member of the Board
  - 7.6.6.3. Provide the Board with the benefit of his/her experience; and
  - 7.6.6.4. Perform other duties applicable to the office requested by the President/Chair or as prescribed by the parliamentary authority adopted by the Council.
  - 7.6.6.5. The Past President will be a participant on the Board for up to two annual general meetings and then will withdraw to participate, solely as advisor when called upon and to be a regular member of the Council.
- 7.6.7. The Executive Director (as applicable) shall:**
  - 7.6.7.1. Serve on the Board in a non-voting capacity.
  - 7.6.7.2. Be responsible for the implementation of the Council's goals and policies by planning, directing and coordinating all its activities in accordance with the Bylaws, Regulations and Policies; and
  - 7.6.7.3. Perform other duties applicable to the office requested by the Chair or as prescribed by the parliamentary authority adopted by the Council.
- 7.6.8. Limitations of Liability.** No director, officer, employee or committee member of the Council shall be liable for:
  - 7.6.8.1. The acts, negligence, or defaults of any other director, officer, employee or committee member of the Council;
  - 7.6.8.2. Any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or corporation dealing with the Council; and
  - 7.6.8.3. Any loss, damage, or claim that may occur due to the execution of the normal and ordinary duties of that director, officer, employee, or committee member; unless the same shall occur as the direct or indirect result of the fraud,



- dishonesty, gross negligence or bad faith of that director, officer, employee or committee member.
- 7.6.9. **Indemnity.** Every director, officer, employee or committee member of the Council shall be indemnified and saved harmless by the Council from and against all costs, charges, damages and expenses whatsoever which such director, officer, employee or committee member sustains or incurs in any action, suit, claim or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, matter or thing done by him/her in the normal and ordinary course of his/her duties, except where such action, matter or thing as been done or permitted to be done by him/her as a result of his own fraud, dishonesty, gross negligence, or bad faith.
- 7.6.10. **Remuneration.** While it is intended that members of the Board are volunteers, The Board of Directors/Executive may establish a payment schedule for the remuneration of Directors and Officers, subject to the approval of its membership, as and when it is deemed appropriate.
- 7.6.10.1. In all cases, without membership approval the following will prevail.
- 7.6.10.1.1. Directors and Officers shall be reimbursed for expenses in accordance with the "Travel and Expense Policy" of the Council. Such expenses must be approved by a 2<sup>nd</sup> executive member and all payments must bear 2 Executive signatures
- 7.6.11. **Meetings.** The Board shall meet as required at a time and place convenient to the majority of the Board but no less frequently than once every six (6) months.
- 7.6.11.1. Board meetings shall be called by the President/Chair or by request of one third (1/3) of the voting Board Members
- 7.6.11.2. The Board may meet by videoconference or teleconference if conducted by a technology that allows all persons participating to hear each other at the same time and, if a videoconference, to see each other as well;
- 7.6.11.3. Quorum at a meeting of the Board of Directors shall one half (1/2) of the Board of Directors or a minimum of 3 Executive.
- 7.6.12. **Minutes.** The 2<sup>nd</sup> Vice-President and/or the Secretary-Treasurer shall cause appropriate written minutes of each meeting of the Board of Directors to be recorded.
- 7.6.12.1. The minutes of the meetings of the Board of Directors/Executive shall be considered confidential and not made available to the membership at large. Minutes of all regular and general meetings will be published on the website.
- 7.6.13. **Nomination Procedures.** The Chair of the Nominating Committee shall call for nominees, one month prior to the Annual General Meeting, for those positions to be elected at the Annual Meeting. For the inaugural Board, nominations will be put forth at an organizational meeting of the general membership and subsequently confirmed by electronic vote.
- 7.6.13.1. Nominees shall be Active Members of the Council;
- 7.6.13.2. Each nomination shall be in writing and signed by both the nominator and the nominee;
- 7.6.13.3. The Chair of the Nominating Committee shall review all nominations received and shall report the slate of nominees to the Secretary fourteen (14) days prior to the Annual Meeting of the Members; and
- 7.6.13.4. Nominations from the floor will also be accepted at the Annual Meeting of the Members.

- 7.6.14. **Election Procedures.** The Secretary-Treasurer shall cause the elections to be prepared;
  - 7.6.14.1. All Active Members present at the Annual Meeting shall be entitled to cast a ballot;
  - 7.6.14.2. Where a member has more than one campus location, only one vote may be registered; and
  - 7.6.14.3. Where two or more member colleges are owned or controlled by the same legal entity, corporation or partnership, only one vote may be registered;
  - 7.6.14.4. The Nominating Committee Chair shall read the List of Nominations to the Meeting and submit it to the Chair;
  - 7.6.14.5. The Chair shall read the List of Nominations to the Meeting and call for the vote;
- 7.6.15. **Conflict of Interest.** An Officer or Director who finds himself in a conflict of interest in the consideration of any matter shall withdraw from debate and voting on the matter of conflict of interest.
- 7.6.16. **Removal from the Board of Directors/Executive.** Any Officer or Director may be removed for cause from the Board of Directors by:
  - 7.6.16.1. Two-thirds of the voting members at an Annual Meeting or a Special Meeting.
  - 7.6.16.2. Two-Thirds majority vote of the Board.
- 7.6.17. **Replacement of Vacated Positions on the Board.** The President/Chair, with the approval of the Board, may appoint a qualified Member to the Board of Directors and/or the vacant office.

## 8. ARTICLE VIII - Meetings of the Members

- 8.1. There shall be two classes of Meetings of the Members, Annual and General.
  - 8.1.1. **Annual Meeting.** The Annual Meeting of the Members shall be held between sixty (60) and one hundred eighty (180) days following the end of the fiscal year of the Council for purpose of:
    - 8.1.1.1. Election of officers, or as necessary, the confirmation of officers;
    - 8.1.1.2. Receipt and approval of the Treasurer's Report;
    - 8.1.1.3. Receipt of reports of officers and committees; and
    - 8.1.1.4. Consideration of all other business contained in the Notice of Meeting.
  - 8.1.2. **General Meeting.** A General Meeting may be called by the Chair for the purpose of the consideration of any business contained in the distributed Agenda.
- 8.2. **Notice of Meeting.** Notice of a Meeting of the Members shall be distributed to all Members by email at least thirty (30) days prior to the date of the meeting.
  - 8.2.1. The notice shall specify the date, time and location of the meeting and shall contain a notice of any and all business to be considered at the meeting.
  - 8.2.2. Proxies.
  - 8.2.3. Votes at any meeting of the Council may be given either personally or by proxy and, if by proxy, in a form approved by the Board.
  - 8.2.4. A member shall be considered present at a Meeting of the Members if represented by proxy; and
  - 8.2.5. Instruments appointing a proxy shall be delivered to the office of the Council not less than seven (7) days prior to the date specified for the meeting of the Members to which the proxy applies.

- 8.2.6. Notification of representation by proxy may be presented to the registration desk of the meeting in a form approved by the Board and signed by both the Member and the proxy holder.
- 8.2.7. A member appointed as a proxy shall not be entitled to vote for the Voting Member appointing such proxy if the Voting Member or the appointed proxy holder are not members in good standing with the Council at the time of the Meeting to which the proxy applies.
- 8.2.8. A Member attending a Meeting of the Members may only carry one proxy.
- 8.3. **Quorum.** The quorum at a Meeting of the Members of the Council shall be forty (40%) per cent of the total Active Members.
  - 8.3.1.1. If a quorum is not present within one-half (1/2) hour after the time set for a Meeting of the Council, the Board, in its sole discretion and acting reasonably, may instruct the Meeting be held, However, any action of the meeting must be issued to the members for confirmation/post approval
- 8.4. **Voting.** In any decision made, the opinion of each Member present has equal weight as expressed by vote - through which the voting Member joins in assuming direct responsibility for the decision.
  - 8.4.1. Active Members in good standing (with dues paid) are eligible to vote.
  - 8.4.2. At meetings, a Member carrying a Proxy has two votes, his/her own school and that of the proxy.
  - 8.4.3. A vote shall be cast by the raising of hands for each vote carried personally or by proxy
    - 8.4.3.1. An electronic vote, using either the website or email system, may be held, as determined by the Board. Members will have up to 5 business days to vote from the time of original notification. In the event a member does not vote, it will be the position of the Board, that such member supports the recommendation(s) of the Board.

## 9. Article IX – Committees

- 9.1. The Board of Directors shall form standing committees which shall undertake specific responsibilities and activities as described in the Bylaws, Policies and Parliamentary Authority of this Council.
- 9.2. **Executive Committee.** The Executive Committee shall be comprised of the Chair, Vice Chair Secretary, Treasurer, Immediate Past Chair, and Executive Director. The Immediate Past Chair and Executive Director shall be ex officio non-voting members of the committee.
  - 9.2.1. The Executive Committee is responsible to the Board and to the Members.
  - 9.2.2. The Executive Committee may also engage a volunteer Advisor, who is not a member, from time to time to assist with various projects or to provide insight into general and specialized areas of knowledge. The Advisor would not hold a vote in such an engagement.
- 9.3. **Finance Committee.** The Finance Committee, chaired by the Treasurer, shall consist of the Treasurer, the Chair and a Director at large.
  - 9.3.1. The Finance Committee shall monitor the financial health of the Council and shall ensure that the Audit or Review Engagement Report is prepared as required in these Bylaws.
- 9.4. **Communication Committee.** The Communication Committee, chaired by the Communications Director, shall consist of not less than three (3) Members and not more than five (5) members on each of the three sub-committees.
  - 9.4.1. The Committee shall ensure that all Members enjoy superior communication with their Council and Board of Directors by using all appropriate methods.

- 9.4.2. The Committee shall ensure that the general public and other organizations are aware of the existence of the Council and its members.
- 9.4.3. The Committee shall maintain healthy communications with governmental and insurance organizations to ensure that the Council is favourably regarded and that its goals and aspirations are fully understood by them.
- 9.5. **Governance Review Committee.** The Governance Review Committee, chaired by the Secretary, shall be comprised of not less than three (3) and not more than seven (7) Active Members.
  - 9.5.1. The Committee shall monitor the Bylaws, Policies and Regulations of the Council to ensure their currency, appropriateness and fairness.
  - 9.5.2. The Committee shall report any perceived requirement for amendment to the Board of Directors along with recommendations for appropriate change.
- 9.6. **Membership Committee.** The Membership Committee, chaired by the Vice-President, shall be comprised of not less than one (1) and not more than three (3) Members.
  - 9.6.1. The Committee shall be responsible to:
    - 9.6.1.1. help invite or encourage new members to join the Council
    - 9.6.1.2. record and maintain all member information
    - 9.6.1.3. send letters of acknowledgement to all new members
    - 9.6.1.4. provide each new member with authorization to access the member's only section of the website
    - 9.6.1.5. to maintain an up to-date mailing list for all members
    - 9.6.1.6. report to Board Meetings and the Annual General Meeting the number of members
- 9.7. **Nomination Committee.** The Nomination Committee, chaired by the Nominations Director, shall be comprised of not less than three (3) and not more than seven (7) Members.
  - 9.7.1. The Committee shall endeavour to present no less than one qualified nominee for each office or directorship that will be or become vacant at the Annual Meeting of the Members.
  - 9.7.2. The Committee shall be proactive and shall utilize all available opportunities to sensitize Members to the opportunities, responsibilities and rewards of serving on the Board of Directors of the Council.
    - 9.7.2.1. The Board may remove any person from a Committee at any time and, in the case of a vacancy on a Committee, the Board may appoint a person to fill such vacancy.
    - 9.7.2.2. Committee members shall serve for a two (2) year term.
    - 9.7.2.3. Members are eligible to serve for a maximum of three (3) consecutive terms on a committee.

## 10. Article X – Control and Oversight

- 10.1. The following financial controls and practices shall be followed by the Council.
- 10.2. **Fiscal Year.** The fiscal year of the Council shall be January 1 to December 31 of each year, or as determined by the Board of Directors.
  - 10.2.1. All cheques issued must bear the signature of two Executive Officers
- 10.3. **Financial Report.** A summary statement of financial operations for the previous fiscal year shall be presented at each Annual Meeting of the Members. Such records must be reviewed by an Executive member, other than the Secretary-Treasurer, for accuracy and validity, prior to the Annual Meeting.

- 10.4. **Records.** Subject to the provisions of the Societies Act, Freedom of Information and Protection of Privacy Act and other applicable legislation, the records, books, list of past and present Members and the minutes of the Council shall:
- 10.4.1. Be maintained for at least seven (7) years;
  - 10.4.2. Be available for inspection by a member upon reasonable notice to the Secretary-Treasurer; and
  - 10.4.3. Be disposed of at the discretion of the Board of Directors/Executive acting in the normal course of accepted business practices.
- 10.5. **Minutes.** The minutes of all General Meetings of the Members shall be made available to all Members, on the Council's website.
- 10.6. **Audit.** The Financial Records must be reviewed by an Executive member, who is not the Treasurer, prior to the Annual General Meeting (AGM). The reviewing officer must validate the financial statements as presented to the AGM
- 10.6.1. The financial books and records of the Council may be inspected at the offices of the Council by any Active Member upon giving adequate notice to the Treasurer at a time satisfactory to the Treasurer.

## 11. Article XI – Dissolution

- 11.1. The Council may be dissolved and the remaining assets donated to a registered charity upon a seventy-five (75%) per cent vote at an Annual Meeting or Specific General meeting of the Members by the passage of a special resolution as defined and prescribed in the Societies Act provided that thirty (30) days notice specifying the intention and purpose of the resolution has been duly given.

## 12. Article XII – Parliamentary Authority

- 12.1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, Policies, Regulations and any special rules of order the Council may adopt.

## 13. Article XIII - Amendment of Bylaws

- 13.1. These Bylaws may be amended by the Board by a seventy-five (75%) percent vote of the Board of Directors. All amendments made by the Board shall be ratified by a fifty-one (51%) percent vote of the voting Members at the next Annual Meeting.
- 13.2. The Board shall advise the Members in writing of bylaw amendments within thirty (30) days of the passage thereof.
- 13.3. In the event that amendments made by the Board are not ratified, no act done or right acquired under those Bylaws and any amendments thereto shall be prejudicially affected by the failure of the members to approve.
- 13.4. Members may propose new Bylaws or amendments to Bylaws by submitting them to the Secretary-Treasurer in writing signed by at least two Active Members in good standing not less than sixty (60) days prior to an Annual Meeting of the Members.