



By-Laws

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Article I. GENERAL PROVISIONS

Section 1.01 Authority

(a) Corporations Act

These by-laws shall fulfill the requirements for by-laws for federally incorporated non-profit corporations as per the Canada Not-for-profit Corporations Act. The association is a non-profit corporation duly incorporated under the Act.

(b) Application of By-Laws

These by-laws shall govern the

- i) national association
- ii) its board of directors
- iii) each chapter
- iv) each chapter executive.

Where the context indicates, “directors” implies “chapter executive” and “association” implies “chapter”.

Where the context suggests national affairs, the board of directors is the governing body; where the context suggests chapter affairs, the chapter executive is the governing body.

Section 1.02 Corporate Seal

The seal an impression whereof is stamped in the margin hereof shall be the seal of the association. When required, the seal of the association may be affixed to contracts, documents and instruments in writing signed by the executive director or by any officer or officers appointed by resolution of the board of directors. Custody of the seal: see Executive Director.



Section 1.03 Head Office

The Head Office of the association shall be located in Ontario, Canada.

Section 1.04 Financial Year

The fiscal year of the association shall be from January 1 to December 31.

Section 1.05 Rules of Order

Robert's Rules of Order [or *Le code Morin* in Quebec] shall apply at all meetings.

Section 1.06 Remuneration for Directors & Officers (National and Chapter)

- (a) Directors and officers shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that a director, officer or other member may be paid reasonable expenses incurred by them in the performance of their duties.
- (b) Nothing herein contained shall be construed to preclude any director from serving the association in any other capacity and receiving compensation therefor.

Section 1.07 Indemnities to Directors and Others

Directors and officers, including chapter officers, shall not be held personally liable for any acts or deeds performed by them while holding office, so long as they are performed honestly, in good faith and with a view to furthering the best interests of the association.

Section 1.08 Execution of Documents

- (a) Contracts, documents or any instruments in writing requiring the signature of the association, shall be signed by the executive director or another officer specifically authorized by the board of directors. Those requiring the signature of the chapter shall be signed by the chapter president.
- (b) All contracts, documents and instruments in writing so signed shall be binding without any further authorization or formality.

Section 1.09 Books and Records

- (a) The directors shall see that all necessary books and records of the association required by the by-laws of the association or by any applicable statute or law are regularly and properly kept.
- (b) Copies of association and chapter minutes and financial statements shall be kept on file at the national office.
- (c) Minutes of all meetings shall be available at annual meetings of the association and its chapters and on the association website (or if there is no website, by email or fax on request).
- (d) Financial statements shall be available at annual meetings.

Section 1.10 Rules and Regulations

- (a) The directors may prescribe rules and regulations which are consistent with these by-laws, relating to the management and operation of the association, as they deem expedient.
- (b) Similarly, each chapter executive may do the same for its chapter.
- (c) Such rules and regulations may be rescinded by a vote of two-thirds of the members present at a members' meeting.

Section 1.11 Dissolution

(a) Association

The association may be dissolved by a resolution passed by three-quarters of the members present at a members' meeting called for this purpose. In the event of dissolution, arrangements shall be made to distribute the property of the association to another non-profit organization carrying out similar activities.

(b) Chapter

Dissolution of a chapter shall be determined by the board of directors, on failing to find members willing to maintain the chapter. Upon dissolution of a chapter, the directors shall determine the manner in which the assets held to the credit of the dissolved chapter shall be applied to further the objects of the association.

Section 1.12 Interpretation

(a) Number and Gender

In these by-laws, and in all other by-laws of the association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

(b) Association = Corporation

In these by-laws, the word "association" is deemed to refer to the corporation.

Article II. OBJECTIVES

Section 2.01 Fields of Interest

The fields of interest of the association shall include machinery dynamics and all aspects of condition monitoring and predictive maintenance of machinery. The technologies related to these fields of interest shall include alignment, ultrasound, balancing, infrared, and especially vibration monitoring and analysis.

Section 2.02 Objectives of the Association shall be to:

- (i) Advance scientific, engineering, and technical knowledge in the fields of interest;
- (ii) gather and share information relating to the fields of interest which are useful to the individual and beneficial to the general public;
- (iii) encourage the development and application of the fields of interest through presentations, discussions, publications, courses of instruction, personnel certification or other means; and
- (iv) encourage the development and application of Canadian and international standards of practice for the fields of interest and for personnel certification.

Section 2.03 Commercialism

The association shall not promote or endorse any commercial product or service and shall restrict commercialism at its meetings and courses. Displays of hardware/software at association meetings for the sole intent of sales are strictly forbidden, with the exception of designated trade shows, vendor sessions and exhibit areas. Hardware/software may be used in technical sessions only to demonstrate techniques, not features of the equipment.

Article III. CONDITIONS OF MEMBERSHIP

Section 3.01 Membership Availability

Membership in the association shall be available to all persons interested in furthering the objectives of the association.

Section 3.02 Categories of members are:

- (a) Individual
Individual voting members, who become members in good standing upon payment in full of their annual dues;
- (b) Corporate
Corporate members, who become members in good standing upon payment in full of their annual dues, and whose membership shall include a number of individual memberships with full voting rights;
- (c) Student
Students registered in a bona fide educational institution may obtain membership at reduced fees with limited rights as defined by the Board of Directors.
- (d) Retired
Individual members of long-standing who have retired may join CMVA/ACVM as “retired members” at reduced fees with limited rights as defined by the Board of Directors.
- (e) Honorary
Honorary individual voting members, with no annual dues, awarded by the board of directors to individuals who have given the association exceptional service.

Section 3.03 Chapter Membership

Chapter membership is automatic based on residence in the geographical area of the chapter.

Section 3.04 Discontinuing Membership

Any member may withdraw from the association by providing the association with a written resignation or by ceasing to pay annual dues.

Any member may be required to resign by a secret ballot vote of three-quarters of the members at an association members’ meeting.

Article IV. CHAPTERS

Section 4.01 Creation

The board of directors by resolution may accept proposals from members to form chapters for the purpose of furthering the objectives of the association by holding local meetings and other activities.

Section 4.02 Chapter Name

The chapter shall be known as the Chapter of the Canadian Machinery Vibration association (CMVA) [or L'Association Canadienne en Vibration de Machines (ACVM)].

Section 4.03 Governance of Chapters

These by-laws govern chapters. The property and business of each chapter shall be managed by an elected chapter executive. With respect to chapter affairs, except where the context does not permit, the duties of the chapter executive members are the same as the directors (see Section 8.03). See also Chapter Liaison.

Section 4.04 Chapter Funding and Fees

A portion of the members' annual dues shall be rebatable annually to their chapter.

Fees for chapter meetings or other chapter activities shall be set by the chapter executive and confirmed by resolution at a chapter members' meeting.

Chapters may raise funds as they wish, as long as the activity is consistent with these by-laws. The Board of Directors defines and distributes an expense policy for the association.

Section 4.05 Maintaining Chapter Standing

A minimum of two (2) members' general meetings each year shall be necessary to maintain a chapter in good standing. Changed from 4 to 2 at the AGM October 31, 2003.

If a chapter is not in good standing, the Board reserves the right to dissolve the chapter and recover the funds held by the chapter.

Article V. OPEN DEMOCRATIC ASSOCIATION

Section 5.01 Voting, Proxy and Quorum Requirements

(a) One Member One Vote

Each voting member present at a meeting shall have the right to exercise one vote.

(b) Majority Rules

A majority of the votes cast by the members present and carrying voting rights shall determine the questions in all meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

(c) Proxy Votes

Except for directors' and chapter executive meetings, a member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the written proxy.

A proxy holder must be a member of the association.

A copy of the written proxy shall be provided to the executive director of the association or the secretary of the chapter prior to the meeting.

(d) Quorum Requirements

The number of persons present in person (not including by proxy or via mailed ballot) in order for the meeting to conduct business shall be as follows:

- i) National members' meeting: Five members.
- ii) Directors' meeting: Three directors.
- iii) Chapter meeting: Five members.
- iv) Chapter executive meeting: Three executive members.
- v) Committees: determine their own quorum as soon as convenient (addition to the by-laws, passed at the 2003 AGM October 31).

For a virtual meeting, 50% of the group in question shall be required to reach a decision.

Where vacancies exist on the board of directors or chapter executive, those remaining may appoint new members according to the provisions described under "Filling Vacancies", and those appointees may be counted towards the quorum.

Section 5.02 Nominations

(a) Nominating Committee

The association and chapter presidents shall ensure that there is a nominating committee in place for each group at all times. The mentor shall chair the nominating committee.

(b) All Nominations Accepted

Any person may be nominated or may volunteer for any position in the association, with the exception of the position of executive director.

Each nominee must indicate their acceptance of the nomination.

The nominating committee shall place all such nominees on the nominations slate.

(c) Nominations Slate

The association nominating committee shall do its best to nominate sufficient members to have a board of directors representative of each chapter and region of Canada and representative of a wide spectrum of organization types (machinery users, manufacturers, suppliers of services and equipment, and academics/researchers).

Assuming nomination deadlines are met, the nominating committee will provide a brief outline of each nominee's qualifications for the position to the meeting.

Section 5.03 Elections

Those nominees on the prepared slate, plus those nominated from the floor, will be proposed to the members at the annual general meeting (AGM), and an election will be held.

New directors and officers shall take office as soon as they are elected.

Section 5.04 Removal from Office

The office of director, officer or committee member (either national or chapter) shall be automatically vacated:

- (i) if they have resigned their office by delivering a written resignation to the executive director of the association (or to the chapter president as appropriate);
- (ii) if their annual dues are more than six months in arrears;
- (iii) if they are found by a court to be of unsound mind;
- (iv) if they become bankrupt or suspends payment or compounds with his creditors;
- (v) if at a general meeting of members, a resolution is passed by three-quarters of the members present at the meeting that they be removed from office; or
- (vi) on death.

Section 5.05 Filling Vacancies

- (a) If any vacancy shall occur for any reason, the board of directors (or the chapter executive) by majority vote, may, by appointment, fill the vacancy with a member of the association.
- (b) Such appointee shall serve until the next AGM, at which time their appointment is void and they may stand for election according to the normal procedure.

Article VI. FINANCIAL CONTROLS

Section 6.01 Auditor

At each association AGM, the members shall appoint an auditor, who shall review the financial affairs of the association, including the financial affairs of each chapter. The auditor shall provide a written report to the members at the next association annual general meeting.

Section 6.02 Audit Committee

At each association and chapter AGM, an audit committee of member(s) shall be appointed to regularly review the financial records. The directors shall specify by resolution additional regulations for ensuring the financial integrity of the association and its chapters, as they see fit.

Article VII. MEMBERS' MEETINGS (NATIONAL AND CHAPTER)

Section 7.01 When

There shall be at least one general meeting of members, both association and chapter, each calendar year.

The board of directors, chapter executive, president or vice-president shall have power to call, at any time, a meeting of the members.

The board of directors or chapter executive shall call a general meeting of members on written requisition of members carrying not less than 10% of the voting rights.

Section 7.02 Notice

(a) Method

Notice may be letter, phone, email, fax, or newsletter, provided that the message is sent with sufficient notice.

For purpose of sending notice to any member for any meeting or otherwise, the address of the member shall be their last mailing address (or email address or fax number or phone number) recorded on the books of the association.

No error or omission in giving notice of any meeting shall invalidate such meeting or make void any proceedings taken at it. Any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at it.

(b) Sufficient notice shall be:

none, if all potential participants are present for the announcement;

by email, fax or telephone (including to an answering machine), if sent 21 to 35 days prior to the meeting; or

by mail, including by newsletter, if sent 21 to 60 days prior to the meeting.

(c) Content

Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

Notice of each meeting of members (but not of directors or chapter executives) must remind members that they have the right to vote by proxy.

Section 7.03 Location

Association meetings shall be held wherever in Canada the board of directors may designate. Chapter meetings shall be held at locations specified by the chapter executive.

Section 7.04 Business of Meetings

- (a) At every AGM, the following shall take place:
 - i) the report of the directors or chapter executive,
 - ii) the presentation of the financial statement,
 - iii) the appointment of an audit committee for the ensuing year, and
 - iv) elections.

- (b) In addition, at the association AGM, there shall be:
 - i) the report of the auditor and
 - ii) the appointment of an auditor for the ensuing year

- (c) The members may consider and transact any business either special or general at any meeting of the members.

Article VIII. ASSOCIATION BOARD OF DIRECTORS

Section 8.01 Requirements and Service for Directors

- (i) Directors must be individuals at least 18 years of age with power under law to contract.
- (ii) Directors shall be members.
- (iii) Alternate directors are not permitted.
- (iv) Term: Directors shall be elected for a term of two years by the members at the AGM. Approximately half the directors shall be elected at each AGM.

Section 8.02 Duties of the Board of Directors

The directors shall have the following powers:

(a) Administer the Association and Enter Into Contracts

The directors of the association may administer the affairs of the association in all things and make or cause to be made for the association, in its name, any kind of contract which the association may lawfully enter into and, save as elsewhere provided, generally may exercise all such other powers and do all such other acts and things as the association is, by its charter or otherwise, authorized to exercise and do.

(b) Authorize Expenditures But Not Debt

The directors shall have power to authorize expenditures on behalf of the association. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the association in accordance with such terms as the board of directors may prescribe. The directors shall not put the association into debt.

(c) Hire and Pay Employees

The directors may appoint such agents and engage and pay salaries to such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the board at a directors' meeting. Remuneration for all agents and employees shall be fixed by the board of directors by resolution.

(d) Recruit and Retain Members

The directors shall take such steps as they may deem requisite to recruit and retain members.

(e) Accept Gifts to the Association

The directors shall take such steps as they may deem requisite to enable the association 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 association.

Article IX. DIRECTORS' AND CHAPTER EXECUTIVE MEETINGS

The groups referred to in the following are the association board of directors and the chapter executive.

Section 9.01 General Provisions

Meetings may be held at any time and place to be determined by the president, vice-president, or mentor provided that sufficient notice is given.

Mailed ballots (including any faxed or emailed) from directors absent from a meeting can be counted only if the motion on the floor is identical to the motion on the mailed ballot and if all background information was provided to the director along with the mail-in ballot.

Section 9.02 Regular Meetings

There shall be at least one meeting per year of each of these groups.

Any meeting at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the association.

Section 9.03 Virtual Meetings

Unless otherwise provided by the Act, directors, chapter executives and committees may communicate and decide issues via teleconference or other electronic means, provided that:

- (i) the group members have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum, and recording votes
- (ii) at least three quarters of the group agree in advance and
- (iii) the group members are able to communicate adequately and securely with each other. Any group member may initiate such “virtual meeting”. For a decision to be valid, the following conditions must hold true:
 - (iv) every group member has adequate access to the means of communication;
 - (v) there is a stated deadline for response, at least two weeks beyond when the final question is sent to the group members;
 - (vi) the responses will be tallied by the executive director or the chapter secretary, or by another individual named by the president;
 - (vii) the question must be clear, and if “Yay” or “Nay” are the only answers, it must be written in such a way as to allow for an unequivocal response;
 - (viii) the question may be written with several possible answers, and group members may be given the opportunity to quantify their agreement with each possible answer; in this case, the question must state what the range of allowable answers is and what total will be required for the decision to be taken; and
 - (ix) a record of the question and a summary of the responses shall be circulated to the group members and a summary of results kept with the association or chapter executive minutes.

Provided that all the above conditions are met, a decision reached in this manner shall have the same effect as one reached in a conventional meeting.

Article X. OFFICERS OF THE ASSOCIATION AND ITS CHAPTERS

Section 10.01 General Provisions

(a) Application

Except where otherwise specified, these provisions shall apply to the association or its chapters as the context indicates.

(b) Additional Officers

In addition to the officers defined in these by-laws, additional elected officers (such as technical chair) may be defined by association or chapter resolutions.

(c) Requirements

All officers, both association and chapter, shall be association members. All association officers shall be directors.

Officers shall be elected according to the provisions of these by-laws.

One person may hold more than one office, except that the President may not also serve as Treasurer on the same executive. Any officer may have duties added by the directors or the executive committee.

(d) Term of Office

- i) Association and chapter officers shall hold office for two years.
- ii) Approximately half the officers shall be elected at each AGM.

Section 10.02 President

(a) Each president shall:

- (i) preside at all meetings of members and of the directors or executive,
- (ii) be an ex-officio member of all committees, and
- (iii) ensure that an audit committee reviews the treasurer's books and accounts.

(b) In addition, the association president shall:

- (i) lead the association;
- (ii) monitor the work of and provide direction to the executive director;
- (iii) represent the corporation, or designate a representative, at meetings requiring an association presence.

- (c) In addition to part (a), the chapter president shall:
 - (i) co-ordinate the chapter's activities, consistent with association objectives;
 - (ii) have (or designate) co-signing authority of all cheques and singular signing authority for other legal documents; and
 - (iii) represent the chapter when necessary at meetings of other bodies.

Section 10.03 Vice-President

- (a) The vice-president shall assist the president in the performance of their duties.
In the absence or disability of the president, the vice-president shall assume all duties of the president.
- (b) In addition, each VP will be responsible to manage cooperation and open communications among chapters and the CMVA national office.
The VP will have specific Chapter/National liaison responsibilities, including:
 - (i) ensure meeting notices, minutes, and financial statements are forwarded to the CMVA national office,
 - (ii) ensure meeting notices and scheduled certification exam dates are shared between chapters, and
 - (iii) when practical, recommend meeting schedules so that National Board representatives can attend several chapter meetings with one trip.

Section 10.04 Secretary

- (a) Each secretary shall:
 - (i) attend all meetings and act as clerk thereof,
 - (ii) record all votes and minutes of all proceedings,
 - (iii) prepare a draft of the minutes within two weeks of the meeting and forward it to the group members for their review, and
 - (iv) see that all corrected and approved minutes are available for members at the next meeting.

- (b) In addition the chapter secretary shall:
- (i) prepare and send out chapter meeting notices, including a copy to the association national office;
 - (ii) work with the national office to maintain accurate information about members;
 - (iii) provide the association national office with a copy of the minutes of chapter meetings within two weeks after the meeting;
 - (iv) carry out and retain records of the business correspondence of the chapter;
 - (v) maintain copies of all records of the chapter;
 - (vi) work in close co-operation with the president and treasurer in all financial matters; and
 - (vii) notify the association national office of changes to the chapter executive as soon as possible.

Section 10.05 Treasurer

- (a) Each treasurer shall:
- (i) have custody of the association or chapter funds, and deposit them in a registered financial institution in Canada;
 - (ii) be accountable for all funds, property, and other assets of the association or chapter;
 - (iii) keep up-to-date, complete, and accurate financial records;
 - (iv) work with the audit committee to verify the completeness and accuracy of financial records; and
 - (v) provide a financial report at each meeting.
- (b) In addition the chapter treasurer shall:
- (i) co-sign (or designate the co-signing of) all cheques,
 - (ii) send a copy of the financial report prepared for each meeting to the executive director, and
 - (iii) send a financial report reviewed by the chapter audit committee to the executive director in time for it to be included in the audited financial statements for the national AGM.

Section 10.06 Mentor

- (a) The mentor is the past president if that person is elected and available to serve.
If such is not the case, the directors may appoint another individual to this position from among those elected to the board. Similarly, the chapter executive may appoint any chapter member to this position.
- (b) The mentor shall chair the nominating committee and may perform the duties of president in the absence of both the president and vice-president.

Section 10.07 Membership Chair

The membership chair shall work to recruit new individual and corporate members and work with the national office to retain members and encourage timely dues payments from current members.

Section 10.08 Chapter Liaison on the Board of Directors

- (a) A chapter may choose a nominee to run for election as an association director at the association AGM. The nominee would be included in the slate of nominees for directors prepared by the association nominating committee. If elected, this director would be the designated liaison between the board of directors and the chapter.
- (b) Alternatively, the chapter may invite a sitting director to serve as its liaison with the board of directors.
- (c) The chapter shall decide whether or not the liaison director is a member of the chapter executive.

Article XI. ARTICLE XI. EXECUTIVE DIRECTOR

Section 11.01 Appointment and Remuneration

- (a) There shall be an executive director who shall be appointed by the board of directors.
- (b) The terms and conditions of the executive director's appointment, such as remuneration and an annual review, shall be established by the board of directors. They shall be reimbursed for any expenditures they incur on behalf of the association, and in addition, shall be paid for all travel expenses, office expenses and similar items incurred by them in promoting the objects of the association.

Section 11.02 Duties and Responsibilities

- (a) The executive director shall be the chief executive officer of the corporation and shall exercise such powers as are authorized by the board of directors.
- (b) The executive director shall enable the association to carry out its stated objectives, operating within the annual budget as approved by the board of directors.
- (c) They shall have the general and active management of the affairs of the corporation.
- (d) They shall be a director and an officer, may be any other officer except president, and would also normally be the treasurer.
- (e) The executive director shall be an ex-officio member of all national committees of the association.
- (f) They shall be custodian of the seal of the corporation, which they shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.

Article XII. COMMITTEES

- (a) The board of directors or chapter executive may appoint committees whose members will hold their offices at the will of the board of directors or chapter executive.
- (b) The directors or chapter executive shall determine the duties of such committees and may fix by resolution any remuneration to be paid.
- (c) Committees and sub-committees may also be established from time to time by resolution at a general meeting.
- (d) An individual member shall normally belong to no more than two committees at any time.

Article XIII. AMENDMENT OF BY-LAWS

Section 13.01 The by-laws of the association ... may be repealed or amended by:

The by-laws of the association not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of the Canada Not-For-Profit Corporations Act may be enacted, provided that the change:

- (a) has been announced with sufficient notice prior to the meeting at which it shall be voted on,
- (b) is approved by a majority of the directors at a meeting of the board of directors,
- (c) is sanctioned by an affirmative vote of at least two-thirds of the members at a meeting, and

Section 13.02 A chapter which wishes to change the by-laws shall:

- (a) indicate the proposed change in its notice of AGM;
- (b) vote on the change at its AGM; and
- (c) if the proposal is passed by a two-thirds majority, propose the change to the executive director, who shall see that the general provisions for the amendment of by-laws noted in the first part of this article shall take effect.

Article XIV. APPROVAL OF BY-LAWS

These by-laws were duly approved at a general meeting of the members held on August 24, 2001 at Fantasyland Hotel – Edmonton, Alberta.

Signed:

President Executive Director