

# **Satir Learning Centre of Ottawa**

## **By-laws**

**Original September 12, 2005  
Amended 14 May 2009**

# Satir Learning Centre of Ottawa

## By-Law No. 1

### Table of Contents

By-Law	Page
<b>PREAMBLE</b> .....	<b>1</b>
<b>1. DEFINITIONS</b> .....	<b>2</b>
<b>2. INTERPRETATION</b> .....	<b>2</b>
<b>3. VISION, MISSION, PURPOSE, VALUES AND ETHICS</b> .....	<b>3</b>
<b>4. BUSINESS OF THE SLCO</b> .....	<b>4</b>
<b>5. NON-PROFIT ORGANIZATION</b> .....	<b>5</b>
<b>6. MEMBERSHIP IN THE SLCO</b> .....	<b>5</b>
MEMBERSHIP.....	5
BENEFITS OF MEMBERSHIP .....	7
MEMBERSHIP FEES.....	7
APPLICATION FOR MEMBERSHIP.....	7
APPROVAL OF MEMBERSHIP .....	7
MEMBERS IN GOOD STANDING.....	8
CESSATION OF MEMBERSHIP .....	8
TERMINATION OF MEMBERSHIP .....	8
SUSPENSION OF MEMBERSHIP .....	8
TERMINATION AND SUSPENSION PROCEDURE.....	9
<b>7. MEETING OF MEMBERS</b> .....	<b>10</b>
ANNUAL GENERAL MEETING .....	10
SPECIAL MEETINGS.....	10
CHAIR.....	11
NOTICE.....	11
QUORUM.....	12
VOTE.....	12
<b>8. MEMBERS OF THE BOARD</b> .....	<b>13</b>
QUALIFICATIONS.....	13
FOUNDING MEMBERS OF THE BOARD .....	13
COMPOSITION OF THE BOARD .....	13

HONORARY MEMBER.....	13
TERMS OF OFFICE.....	14
DUTIES AND RESPONSIBILITIES OF MEMBERS OF THE BOARD .....	14
POWERS OF THE MEMBERS OF THE BOARD.....	14
GUIDELINES, PROTOCOLS, AND POLICIES .....	15
LIABILITY OF MEMBERS OF THE BOARD.....	16
NOMINATION COMMITTEE .....	16
ELECTIONS.....	16
VACANCIES.....	16
REMUNERATION.....	17
MEETINGS OF MEMBERS OF THE BOARD.....	17
NOTICE.....	17
QUORUM OF THE MEMBERS OF THE BOARD .....	18
<b>9. OFFICERS.....</b>	<b>19</b>
DUTIES OF THE PRESIDENT .....	19
DUTIES OF THE VICE-PRESIDENT .....	20
DUTIES OF THE SECRETARY .....	20
DUTIES OF THE TREASURER .....	20
<b>10. COMMITTEES.....</b>	<b>21</b>
<b>11. AUDITOR.....</b>	<b>21</b>
<b>12. AMENDMENTS.....</b>	<b>22</b>

## ***Preamble***

The Satir Learning Centre of Ottawa (SLCO) is an affiliate of AVANTA<sup>®</sup>, an international forum devoted to the continual evolution of Satir theory and practice, its practitioners, and the world community. AVANTA<sup>®</sup> was founded in 1977 by internationally famous family therapist, Virginia Satir. Any local group wanting to do Satir training/teaching and wanting to use the Satir name needs to request authorization from AVANTA.

The SLCO is a non-profit organization incorporated in the province of Ontario of Canada as a self-governing, community-based organization focused on building a community of Satir practitioners and advocates. It offers services and resources to its members and the wider Ottawa community with a view to encouraging healthy, constructive human interaction. The SLCO statement of Mission, Vision, Values and Purpose, along with a Code of Ethics, guides the activities of the Centre.

The Satir Learning Centre of Ottawa promotes and applies methods and theories developed by Virginia Satir. A core principle of the Satir method is “congruent” communication, a style of communicating that allows people to give honest expression to their thoughts and feelings while ensuring that their verbal and non-verbal messages are in accord, or congruent. This communications approach also encourages awareness of the other person’s position and feelings, and the context of the relationship. Non-congruent communication is the result of coping techniques that lead to blaming, placating, super-reasonable or distracting behaviours. Each of these four non-congruent stances, learned in childhood for survival, tends to lower self-esteem of both speaker and listener, and promotes interpersonal conflict. Congruence promotes high self-esteem in self and others, and facilitates conflict resolution.

The following By-laws have been established to provide a structure for the organization and guidance to the SLCO members in order to ensure sound management and compliance with the *Corporation Act*, R.S.O. 1990, C-38.

## 1. Definitions

The following definitions apply in these By-laws:

- 1.1 **Avanta** means a non-profit organization (501C3 designation) that was founded in 1977 by Virginia Satir and whose mission is to educate and enable people to promote peace and social justice in the global community;
- 1.2 **Corporation Act** means *Corporation Act*, R.S.O. 1990, c. C-38, and includes the regulations made pursuant to it, as amended from time to time;
- 1.3 **Letters Patent** means the letter and any supplementary letters relating to the incorporation of the SLCO issued by the Ministry of Consumer and Commercial Relations pursuant to the *Corporation Act*;
- 1.4 **Satir Model** refers to the Satir Systemic Growth Model which, in contrast to the Hierarchical Model, views persons as unique, valuable, and not defined by role or status, recognizes that relationships are of equals, events are the result of complex non-linear interactions and emphasizes that change is welcome as part of growth.
- 1.5 **Satir training** means formal training furthering the Satir Model offered by Avanta and the SLCO and includes classes, seminars, training programs, workshops and weekly SLCO meetings.

## 2. Interpretation

- 2.1 These By-laws shall be, unless the context requires otherwise, construed and interpreted in accordance with the following:
  - a) all terms that are contained in the By-laws of the SLCO and that are defined in the *Corporation Act*, shall have the meanings given to such terms in the Act; and
  - b) 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.

### **3. Vision, Mission, Purpose, Values and Ethics**

- 3.1 The vision of the SLCO is to create a community that maximizes personal growth, empowerment, high self-esteem and congruent communication using the Satir Model.
- 3.2 The mission of the SLCO is to encourage the development of safe environments that support self-awareness, honest non-judgmental communication and personal transformation.
- 3.3 The SLCO fulfills its mission by:
  - a) providing a broad educational context including classes, workshops and seminars in which persons may experience and learn the Satir Model in order to understand, develop and use it in their personal and professional lives;
  - b) providing tools for understanding the nature of human interaction;
  - c) creating a community that provides a support system for its members;
  - d) being an accessible community resource;
  - e) developing curricula for persons wanting to develop professional expertise in the Satir Model;
  - f) promoting research and study of the Satir Model;
  - g) assisting in the promotion and development of the Satir Model; and
  - h) promoting any other activities approved by the Board.
- 3.4 The SLCO's purpose and values include:
  - a) a non-judgmental, non-hierarchical learning environment for personal growth where every member, regardless of race, gender, sexual orientation, age, status or role, is respected and appreciated;
  - b) personal autonomy and freedom of choice;
  - c) understanding the past to create a positive future while discouraging victimhood, blame of self or others and fear-based thinking; and
  - d) an approach that sees all humans as interconnected and the family as the main context for human learning, with learnings passed from generation to generation.
- 3.5 The SLCO shall promote the Guidelines on ethical conduct made pursuant to these By-laws.

#### **4. Business of the SLCO**

- 4.1 The name of this corporation is and shall be the Satir Learning Centre of Ottawa and shall be referred to thereafter as SLCO.
- 4.2 The SLCO shall be affiliated with the Avanta Virginia Satir network ®.
- 4.3 The principal office of SLCO shall be located at 3427 Greenbank Road, Ottawa, Ontario, K2J 4J1, Canada.
- 4.4 The Members of the Board may determine from time to time another location for the principal office and other offices.
- 4.5 All official records, including books of account and accounting records, minutes of all meetings, a registry of members and Board Members, By-laws and Resolutions, guidelines, protocols and policies, Letters Patent, Supplementary Letters Patent and any other document deemed to be pertinent by the Board shall be kept at the principal location of SLCO and made available upon request.
- 4.6 The financial year runs from April 1 to March 31 unless otherwise prescribed by the Board.
- 4.7 All decisions shall be taken by a resolution of two thirds (2/3) of the members present.
- 4.8 A resolution in writing, signed by all members of SLCO entitled to vote on that resolution, is as valid as if it had been passed at a meeting of members.
- 4.9 A resolution in writing, signed by all the Members of the Board and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 4.10 For the purpose of sections 4.8. and 4.9 a resolution is signed when a written signature is provided by the member or an acknowledgement is provided by e-mail that shall contain a reference to the resolution in question and the member's name and address.

## **5. Non-profit organization**

- 5.1 The SLCO is a non-profit and non-partisan organization within the meaning of the *Corporation Act*.
- 5.2 The SLCO shall not engage in any activities or exercise any powers that are not in furtherance of the purpose and values described in section 3.4.
- 5.3 The properties and assets of the SLCO are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of the SLCO, upon dissolution, shall benefit any Board Member, members of the SLCO or any private person or individual.
- 5.4 Upon the dissolution and winding up of the SLCO, its assets remaining after payment, or provision for payment, of all debts and liabilities of the SLCO, shall be distributed exclusively for charitable or educational purposes.

## **6. Membership in the SLCO**

### *Membership*

- 6.1 Membership in the SLCO includes the following categories of members:
  - a) Affiliate members;
  - b) Leadership members; and
  - c) Clinical members.
- 6.2 Affiliate members must:
  - a) have completed a minimum of thirty (30) hours of Satir training upon application; and
  - b) be interested in furthering the mission, vision, purpose and values of the SLCO.
- 6.3 Affiliate members will not be eligible to offer workshops, seminars or training programs through the SLCO, nor will they use their affiliate status in the SLCO to promote themselves.
- 6.4 Leadership members must:
  - a) have completed a minimum of one hundred twenty (120) hours of approved Satir training upon application, and complete thirty (30) hours of relevant training every two (2) years to retain their status;
  - b) be interested in taking on leadership roles in Satir education;

- c) be interested in furthering the mission, vision, purpose and values of the SLCO;
  - d) agree to follow the Guidelines on ethical conduct and any other guidelines made pursuant to these By-laws; and
  - e) be interested in supporting the development and use of the Satir Model.
- 6.5 Subject to the written approval of the Members of the Board, Leadership members may be eligible to lead workshops, seminars and training programs for the public and for organizations in collaboration with a clinical member.
- 6.6 Clinical members must:
- a) have completed a minimum of 120 hours of approved Satir training upon application and complete 60 hours of relevant continuing education every 3 years to retain their status;
  - b) have a graduate degree in psychology, counseling, social work, nursing, medicine or a related profession;
  - c) belong to a provincial or national professional organization or association approved by the Members of the Board of the SLCO;
  - d) be involved on a regular basis in the practice, direction, instruction or research in the field of therapy and counseling;
  - e) be interested in furthering the mission, vision, purpose and values of the SLCO;
  - f) agree to follow the ethical code as published by their profession as well as the Guidelines on ethical conduct and any other guidelines made pursuant to these By-laws; and
  - g) accept the Satir Model as one of their primary professional therapy models.
- 6.7 Subject to the written approval of the Board, clinical members may be eligible to offer workshops, seminars and training programs for counselors and therapists, for organizations and the public.
- 6.8 Leadership and Clinical members shall provide their program proposals to the Members of the Board for approval with sufficient time to allow the Members of the Board to analyze the proposal and provide a response prior to the proposed workshops, seminars and training programs.
- 6.9 Leadership and Clinical members shall include in their program proposals a demonstration of their ability and ongoing relevant professional development, and clinical members must provide evidence that they carry valid liability insurance.

### *Benefits of Membership*

- 6.10 All members in good standing of the SLCO will:
- a) be offered opportunities for training, workshops and seminars through the SLCO at a rate lower than that offered to the general public;
  - b) be invited to events such as video days, discussion groups, and special in-service trainings;
  - c) receive information about trainings, special events and research;
  - d) have voting rights if they are at least 18 years of age; and
  - e) be able to contribute to the direction and development of Satir in Ottawa.

### *Membership Fees*

- 6.11 The Board will establish a membership fee annually and inform the members of the set fees at the Annual General Meeting.
- 6.12 Membership fees cover the period from May 1<sup>st</sup> to June 30<sup>th</sup> of the following year (a 14 month period). [changed at 14 May 2009 Annual General Meeting]
- 6.13 The fees are considered paid until June 30<sup>th</sup>, regardless of when the member joined. When paid after April 30<sup>th</sup>, the membership is considered to be paid until June of the next year. [changed at 14 May 2009 Annual General Meeting]
- 6.14 The current annual membership fee is due by June 30<sup>th</sup> for the ensuing year.

### *Application for Membership*

- 6.15 A person interested in becoming a member of the SLCO must complete the membership application form provided by the SLCO and send it with the required documents and fees to the address indicated in the membership application.
- 6.16 The applicant has to meet the criteria for the category of membership to which he is applying and must not be engaged in conduct materially and seriously prejudicial to the SLCO.

### *Approval of Membership*

- 6.17 The completed membership application form will be reviewed by the Chair of the Membership Committee who will make a recommendation to the Members of the Board.
- 6.18 Upon acceptance, the applicant will receive a membership card and any other documents deemed appropriate by the Members of the Board.

#### *Members in Good Standing*

- 6.19 Members who have paid the required fees in accordance with section 6.13 and who are not suspended or terminated shall be members in good standing.
- 6.20 SLCO memberships and all related rights other than proxy votes referred to in section 7.26 are not transferable.

#### *Cessation of Membership*

- 6.21 A person shall cease to be a member of the SLCO:
- a) by delivering or mailing a written resignation to the SLCO;
  - b) once membership has expired;
  - c) if he has not been a member in good standing pursuant to section 6.19;
  - d) if the Board has terminated membership; or
  - e) upon death.

#### *Termination of Membership*

- 6.22 Members of the Board or a person authorized by the Members Board, can terminate membership if they determine that a member has failed in a material and serious degree to promote the vision, mission and purpose set out in these By-laws, to observe the guidelines on ethical conduct of the SLCO or has engaged in conduct materially and seriously prejudicial to the SLCO either prior to or during membership.
- 6.23 Nothing in paragraph 6.22 shall preclude the Members of the Board or a person authorized by the Members of the Board, to suspend pursuant to section 6.24 rather than terminate a membership.

#### *Suspension of Membership*

- 6.24 A member may be suspended by the Members of the Board or by a person authorized by the Members of the Board if they determine that the member has failed in a material and serious degree to promote the vision,

mission and purpose set out in these By-laws, to observe the guidelines on ethical conduct of the SLCO or if he has engaged in conduct materially and seriously prejudicial to the SLCO.

- 6.25 The Members of the Board or a person authorized by the Members of the Board shall issue a written warning prior to suspension that shall stipulate the reason for the warning and the time frame in which to rectify the problem.
- 6.26 Where a member does not rectify the problem within the time frame specified in the warning referred to in 6.25, a second warning shall be issued prior suspension.
- 6.27 The letter of suspension shall state the duration of suspension as well as detail the conditions for re-instatement.
- 6.28 A member who is suspended shall not have membership benefits.

*Termination and Suspension procedure*

- 6.29 Members of the Board shall give a written notice to the member at least fifteen (15) days prior to the effective date of the proposed suspension or termination pursuant to section 6.21d) and 6.23.
- 6.30 The written notice shall contain the reasons for the proposed suspension or termination and explain the member's recourse referred to in section 6.32.
- 6.31 The written notice shall be sent by registered mail to the member's last address as shown in the SLCO records.
- 6.32 The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination.
- 6.33 The hearing shall be held, or written statement considered, by the Members of Board or by a person authorized by the Members of the Board, to determine and decide whether the membership should be suspended or terminated.
- 6.34 The decision of the Members of the Board, or the person authorized by the Members of the Board, shall be final.
- 6.35 Any action challenging a suspension or termination of membership, including claim alleging defective notice, must be commenced within one (1) year after the effective date of suspension or termination.

## **7. Meeting of Members**

### *Annual General meeting*

- 7.1 The Annual General Meeting of the SLCO shall be held at the principal office of the SLCO or at a location designated by the Members of the Board at a date and time designated by them.
- 7.2 The first Annual General Meeting of the SLCO shall be held no later than 18 months after the date of the incorporation, and thereafter it shall be held once every calendar year.
- 7.3 An Annual General Meeting, other than the first Annual General Meeting of the SLCO, shall be held between May 1<sup>s</sup> and June 30<sup>th</sup> of each year.
- 7.4 In addition to any other business that may be transacted, the Annual General Meeting shall provide:
  - a) the report of the President;
  - b) the report of the Treasurer;
  - c) the report of the Committees;
  - d) the report of the Auditor;
  - e) the nomination and appointment of the Auditor for the ensuing year;
  - f) the presentation of the candidates for the vacant positions of the Members of the Board by the Chair of the Nomination Committee; and
  - g) the election of the new Members of the Board.

### *Special meetings*

- 7.5 The Members of the Board may call, at any time, a special meeting of the members of the SLCO, provided that the notice calling such a meeting specifies its purpose and is sent in accordance with section 7.10.
- 7.6 A written petition of at least 15% of the members in good standing can be submitted to the Members of the Board requesting them to hold a special meeting.
- 7.7 The Members of the Board shall hold the special meeting no later than 21 days after receipt of the petition referred to in section 7.6.
- 7.8 Special meetings may be held at the principal office of the SLCO or at another location designated by the Members of the Board at a date and time designated by them.

### *Chair*

- 7.9 The President of the SLCO or, in the absence of the President, the Vice-President, shall preside as Chair for all meetings of the SLCO.

### *Notice*

- 7.10 All meetings of the SLCO shall be convened by a written notice that shall be given to all members in good standing of the SLCO in a manner described in sections 7.11 and 7.12.
- 7.11 The written notice shall be given personally, by mail or other means of written communication including electronic mail, posting in the principal office of the SLCO or in the local newspaper.
- 7.12 If the notice is given by mail other than first-class, certified or registered mail, it shall be given not less than twenty (20) days but no more than thirty (30) days before the date of the meeting.
- 7.13 The notice shall be sent to each member in good standing to the address of that member as shown in the SLCO records.
- 7.14 No error or omission in giving notice of any annual or special meeting to the members of the SLCO shall invalidate such meeting.
- 7.15 Any member may at any time waive notice of any such meeting and may in any manner ratify, approve and confirm any or all proceedings taken at this meeting.
- 7.16 The transactions of any meeting of members, however called and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice:
- a) if a quorum is present either in person or by proxy; and
  - b) if after the meeting, each member entitled to vote, not present in person or by proxy because proper notice was not given, signs a written waiver of notice, confirms any or all proceedings taken at this meeting and approves the minutes of this meeting.
- 7.17 A member's attendance at a meeting shall constitute a waiver of notice for that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened.
- 7.18 Notice of all meetings of the SLCO shall specify the place, day and time of the meeting.

- 7.19 Notice of all meetings of the SLCO shall include the agenda and contain sufficient information to permit members to form a reasoned judgment on the decisions to be taken.
- 7.20 Notice of all meetings of the SLCO shall indicate when members do not have the right to vote by proxy.

#### *Quorum*

- 7.21 Any meeting of the SLCO shall not proceed without a quorum.
- 7.22 If within thirty minutes from the time appointed to start the meeting, a quorum is not present, the meeting shall be adjourned.
- 7.23 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.
- 7.24 A quorum consists of twenty per cent (20%) of the members in good standing of the SLCO.

#### *Vote*

- 7.25 Each member of the SLCO present at a meeting shall have the right to exercise one vote on each matter submitted.
- 7.26 Each member of the SLCO may, by means of a written authorization, appoint a proxy holder to attend and act in the manner and to the extent authorized.
- 7.27 A proxy holder must be a member in good standing of the SLCO.
- 7.28 Each member of the SLCO shall have one proxy vote for each issue to be voted on.
- 7.29 Unless otherwise specified in these By-laws, all matters requiring a vote shall be decided by a vote of two thirds (2/3) of the members present who carry voting rights.
- 7.30 From time to time, a unanimous vote may be required by the majority of the Members of the Board or at the request of the majority of members of SLCO present at a meeting.
- 7.31 Voting for the election of the Members of the Board shall be by paper ballot.

- 7.32 Unless otherwise specified by the President or requested by the majority of members present at the meeting and subject to section 7.31, voting is by show of hands.
- 7.33 In the event of an equality vote, the President does not have a second or casting vote, and the proposed matter is defeated.
- 7.34 A specific authorization issued by the members of the SLCO at a meeting of the members does not invalidate a prior act that was otherwise authorized or done in good faith.

## **8. Members of the Board**

### *Qualifications*

- 8.1 Only a member in good standing is eligible to be a Member of the Board of the SLCO.
- 8.2 Members of the Board must be at least 18 years of age, with power under the law to contract.

### *Founding Members of the Board*

- 8.3 The applicants for the incorporation of the SLCO shall become the first Members of the Board of the SLCO whose terms of office shall continue until their successors are elected.

### *Composition of the Board*

- 8.4 The SLCO Board shall consist of no more than nine members excluding the ex-officio president and the Honorary Members of the Board.
- 8.5 A different number of Members of the Board may be determined from time to time, provided it is determined by a resolution sanctioned by a vote of two thirds (2/3) of the members of the SLCO at the Annual General Meeting or a special meeting duly called for the purpose of determining the number of members of the Members of the Board.

### *Honorary Members*

- 8.6 Honorary members may be nominated by the Members of the Board provided that the nomination is confirmed by a resolution sanctioned by the vote of two thirds (2/3) of the members of the SLCO present at the Annual General Meeting or at a special meeting duly called for the purpose of confirming the appointment of the honorary members.

- 8.7 Honorary members shall have their annual membership fees permanently waived.
- 8.8 Honorary members shall hold office until they have resigned by delivering a letter of resignation to the Secretary of the SLCO or upon death.

#### *Terms of Office*

- 8.9 Except for the founding members, the Members of the Board shall hold office for two (2) years and shall retire at the Annual General Meeting when their term expires.
- 8.10 Founding Members of the Board will hold the following terms:
- a) Up to four (4) members shall hold a term of one (1) year once they have been confirmed at the Annual General Meeting;
  - b) the other five (5) members, including the President, will hold a term of two (2) years.
- 8.11 The Board membership is limited to six consecutive years. [changed at 14 May 2009 Annual General Meeting]
- 8.12 The President will serve ex-officio for a term of two (2) years after completion of his term.

#### *Duties and Responsibilities of Members of the Board*

- 8.13 The Members of the Board shall represent the interests of the SLCO and its members in directing the affairs of the SLCO within the terms of the *Corporation Act*, these By-laws, guidelines, protocols and policies as developed and amended from time to time.
- 8.14 The Members of the Board shall act reasonably, prudently and in good faith, promoting the mission, vision, purpose and values of the SLCO.
- 8.15 The Members of the Board shall place the interest of the SLCO first and shall not use their position to further private interests.

#### *Powers of the Members of the Board*

- 8.16 The Members of the Board of the SLCO shall administer and supervise the affairs of the SLCO in all things and make or cause to be made for the SLCO, in its name, any kind of contract that the SLCO may lawfully enter into and do all such other acts and things in accordance with the *Corporation Act*, the *By-laws*, guidelines, protocols and policies.

- 8.17 Members of the Board of the SLCO shall have the power to:
- a) authorize and make expenditures for the purpose of furthering the objectives of the SLCO;
  - b) delegate, by resolution, to an officer of the SLCO the right to employ and pay salaries to employees;
  - c) 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 available for the benefit of promoting the interest of the SLCO in accordance with such terms as prescribed by the Members of the Board; and
  - d) purchase and maintain insurance on behalf of the SLCO against any liability asserted against or incurred by the Members of the Board;
- 8.18 All decisions relating to the administration of the SLCO shall be taken at a meeting of the Members of the Board by resolution and shall be sanctioned by a vote of two thirds (2/3) of the members present.
- 8.19 Contracts, cheques, documents or any written instrument require the signature of two of the four elected officers of the SLCO, and these shall be binding upon the SLCO without any further authorization or formality.
- 8.20 The Members of the Board of the SLCO shall take such steps as may be deemed necessary to enable the SLCO to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the SLCO.
- 8.21 A specific authorization provided at a meeting of the Members of the Board does not invalidate a prior act that was otherwise authorized or done in good faith by the Members of the Board.

*Guidelines, Protocols, and Policies*

- 8.22 The Members of the Board may prescribe guidelines, protocols and policies consistent with these By-laws relating to the administration and supervision of the affairs of the SLCO, provided that such guidelines, protocols and policies shall have force and effect only until the next Annual General Meeting of the SLCO when they shall be accepted.
- 8.23 The Members of the Board shall communicate new guidelines, protocol and policies to all members of the SLCO by mail or other means of written communication including electronic mail and posting in the principal office of the SLCO.

- 8.24 Should the guidelines, protocols and policies not be accepted at the Annual General Meeting, they shall cease to have any force and effect.

*Liability of Members of the Board*

- 8.25 The Members of the Board are not liable for anything done or omitted to be done in good faith in the exercise or purported exercise of any powers under these By-laws.

*Nomination Committee*

- 8.26 The Nomination Committee shall be established and comprise up to five (5) but no less than three (3) SLCO members including a Member of the Board who shall chair the committee.
- 8.27 The Nomination Committee shall receive the nominations and make recommendations to the Members of the Board.
- 8.28 The Nomination Committee shall be established ninety (90) days prior the Annual General Meeting.
- 8.29 The Nomination Committee will recommend candidates to the Members of the Board at least thirty (30) days prior to the Annual General Meeting of the SLCO.
- 8.30 The names of the candidates shall be published in the notice for the Annual General Meeting sent to the members of the SLCO.
- 8.31 Notwithstanding section 8.26, members present at the Annual General Meeting may during this meeting nominate candidates, provided the candidate has expressed his willingness to serve.

*Elections*

- 8.32 The Members of the Board shall be elected at the Annual General Meeting of the SLCO by a vote of two thirds (2/3) of the members present at the meeting, including the members holding a proxy vote.

*Vacancies*

- 8.33 The office of a Member of the Board shall automatically be vacated if:

- a) at a special meeting of the SLCO, a resolution is passed by the members present that the Member of the Board be removed from office;
- b) the Member of the Board has resigned by delivering a written resignation to the Secretary of the SLCO;
- c) the Member of the Board is found to be incapacitated;
- d) the Member of the Board becomes bankrupt or suspends payment of debts or compounds with his creditors;
- e) the Member of the Board has missed three (3) meetings without just cause;
- f) the Member of the Board dies; or
- g) the member does not attend three meetings between two consecutive Annual General Meetings. [added at 14 May 2009 Annual General Meeting]

8.34 Where the office of a Member of the Board becomes vacant pursuant to section 8.33, the Members of the Board may appoint a member of the SLCO to the Board until the next election.

8.35 For the purpose of section 8.33 a) a resolution should be accepted by a vote of two thirds (2/3) of the members present at the special meeting.

#### *Remuneration*

8.36 Members of the Board shall serve as such without remuneration, and no Member of the Board shall directly or indirectly receive any profit from his position.

8.37 A Member of the Board may be paid reasonable expenses incurred by him for services rendered, material provided and rental fees.

8.38 Section 8.36 shall not be construed as to preclude any Member of the Board from providing remunerated professional services for the SLCO.

#### *Meetings of Members of the Board*

8.39 Meetings of Members of the Board of the SLCO shall be held at the principal office of the SLCO or at a location designated by the President of the Board at a date and time designated by him.

8.40 The Members of the Board shall meet at least six (6) times a year, including the Annual General Meeting.

#### *Notice*

- 8.41 Notice of all meetings of the Members of the Board shall be in writing and shall be given to each member at least forty eight (48) hours (other than by mail) before the meeting.
- 8.42 A notice sent by electronic mail is deemed to be a written notice.
- 8.43 Notice by mail shall be sent at least 14 days prior to the meeting.
- 8.44 Notice of all meetings of the Members of the Board shall include the agenda and contain sufficient information to permit the Members of the Board to form a reasoned judgment on the decision to be taken.
- 8.45 No error or omission in giving notice of a meeting of the Members of the Board shall invalidate such meeting or void any proceedings taken during the meeting.
- 8.46 Any Member of the Board may at any time and in any manner waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at this meeting.
- 8.47 Attendance of a member at a meeting of the Members of the Board shall constitute a waiver of notice for the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 8.48 A member who missed a meeting as a result of an error or an omission in giving notice can object to any transaction made or decision taken at the meeting within thirty (30) days.
- 8.49 Where a member objects, pursuant to section 8.47, the Members of the Board shall reconsider the transactions or the decisions taken at the meeting and vote again on the matter if required.
- 8.50 Unless a member objects to a transaction of a meeting pursuant to sections 8.47 and 8.48, the transactions made or the decisions taken at the meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice if a quorum at the meeting is present.

*Quorum of the Members of the Board*

- 8.51 Two thirds (2/3) of the voting Members of the Board shall constitute a quorum at a meeting of the Members of the Board.
- 8.52 Any meeting of the Members of the Board may not proceed without a quorum.

- 8.53 If withing thirty minutes from the time appointed to start the meeting, a quorum is not present, the meeting shall be adjourned.
- 8.54 If at any time during a meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned.
- 8.55 Each Member of the Board shall have the right to exercise one vote on every matter arising in the meeting.
- 8.56 The ex-officio president and the Honorary Member shall not have the right to exercise a vote at meetings of the Members of the Board.
- 8.57 Proxy votes shall not be allowed at a meeting of the Members of the Board.

## **9. Officers**

- 9.1 The Officers of the SLCO shall be a President, a Vice-President, a Secretary and a Treasurer.
- 9.2 An Officer shall be a Member of the Board.
- 9.3 The President shall have been a Member of the Board of the SLCO for at least one (1) year prior to his nomination to the office, however this rule does not apply to the founding year of the SLCO.
- 9.4 The Members of the Board shall elect the Officers.
- 9.5 The Members of the Board may appoint such other officers as they shall deem necessary, and those officers shall serve such terms, have authority, and perform duties as prescribed from time to time by the Board.

### *Duties of the President*

- 9.6 The President shall, in collaboration with the Members of the Board, administer and supervise the affairs of the SLCO and the activities of the Officers.
- 9.7 The President shall perform all duties incident to his office and such other duties as may be required by the *Corporation Act* and the regulations made pursuant to that Act, these By-laws, guidelines, protocols and policies as may be prescribed from time to time by the Members of the Board.

- 9.8 The President shall preside at all Annual General Meetings and special meetings and the meetings of the Members of the Board.
- 9.9 The President shall see that all decisions and resolutions taken at Annual General Meetings, special meetings and meetings of the Members of the Board are carried into effect.

*Duties of the Vice-President*

- 9.10 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall have other powers and perform such other duties as may be prescribed by the *Corporation Act* and the regulations made pursuant to that Act, by these By-laws, guidelines, protocols and policies or as prescribed by the Members of the Board.

*Duties of the Secretary*

- 9.11 The Secretary shall:
- a) conduct the correspondence of the SLCO;
  - b) issue notice of meetings of the SLCO and Members of the Board;
  - c) keep, or cause to be kept, minutes of all meetings of the SLCO and Members of the Board;
  - d) keep or cause to be kept all official records of the SLCO and those deemed to be pertinent by the Members of the Board, except those required to be kept or cause to be kept by the Treasurer; and
  - e) maintain or cause to maintain the register of members.

*Duties of the Treasurer*

- 9.12 The Treasurer shall:
- a) invoice and collect, or cause to be invoiced and collected, advertising and membership fees, and any other monies due to the SLCO;
  - b) deposit or cause to be deposited, all monies received and or collected, in a financial institution registered in Ontario;
  - c) pay or cause to be paid, all debts incurred by the SLCO;
  - d) keep or cause to be kept, the financial records, including books of accounts and accounting records, necessary to comply with the

*Corporation Act*, and the documents provided by the Auditor pursuant to section 11.4;

- e) render financial statements to the Members of the Board, members of the SLCO and others as required; and
- f) perform such other duties as directed by the Members of the Board from time to time.

## **10. Committees**

- 10.1 The Members of the Board may create committees whose members will hold their offices and perform their duties as determined by the Members of the Board.
- 10.2 The Members of the Board shall appoint the Chairs of the committees.
- 10.3 The Chairs and members of a committee can be either Members of the Board or members of the SLCO.
- 10.4 The Chair of a committee or his delegate shall provide a report of their activities to the Members of the Board as prescribed by the Members of the Board.
- 10.5 Any recommendation arising from a committee needs to be approved by the Members of the Board before any action is taken by the committee.
- 10.6 The Members of the Board may establish the following committees:
  - a) Nomination committee as prescribed in section 8.26;
  - b) Program committee;
  - c) Training committee;
  - d) Public Relations and Marketing committee;
  - e) Social / Special Events committee;
  - f) Membership committee; and
  - g) any other committee deemed to be necessary by the Members of the Board.

## **11. Auditor**

- 11.1 The first auditor shall be appointed by the Members of the Board who shall also fill all vacancies in the office of the auditor.

- 11.2 The Members of the Board shall at each annual meeting propose an auditor for approval by the members of the SLCO.
- 11.3 The elected auditor shall hold office until the termination of the next Annual General Meeting and audit the accounts and annual financial statements of the SLCO in order to report the financial position of the SLOC to the members at the next Annual General Meeting.
- 11.4 A copy of the duly completed balance sheet, showing the particulars of liabilities, assets, statement of income and expenditures shall be filed with the Treasurer within fourteen (14) days after the Annual General Meeting.
- 11.5 An officer of the SLCO shall not be its auditor.
- 11.6 The Members of the Board shall determine the remuneration of the auditor.
- 11.7 An auditor may be removed by resolution and shall be promptly informed in writing of the removal.

## **12. Amendments**

- 12.1 The Members of the Board may amend, re-enact or repeal from time to time these By-laws in accordance with the *Corporation Act* or successor legislation.
- 12.2 Where the Members of the Board intend to amend, re-enact or repeal By-laws at a meeting of the Members of the Board, written notice of such intention shall be sent by the Secretary to each Member of the Board not less than ten (10) days before the meeting.
- 12.3 Where the notice of intention referred to in section 12.2 is not provided, a motion may be made to discuss any proposed By-laws or amendments to By-laws, and voting is adjourned to the next meeting of the Members of the Board.
- 12.4 The proposal for an amendment, re-enactment or repeal shall be accepted by a majority vote of the Members of the Board.
- 12.5 A by-law or amendment to a by-law accepted by the Members of the Board shall be presented for confirmation at the next Annual General Meeting or at a special meeting of the members of the SLCO called for that purpose.

- 12.6 The members at the Annual General Meeting or at a special meeting may accept, reject or amend the By-laws or amended By-laws as presented, by a vote of two thirds (2/3) of the members present at these meetings.
- 12.7 The proposed By-laws, amendments or repeal have full force and effect once confirmed by the members of the SLCO or at such future time as may be specified in a resolution.