

Proposed MAVLI Bylaw Changes - 2016

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<p>Notes pertaining to MAVLI By-Laws Number 1:</p> <p>Interpreter: is meant to describe hearing and Deaf people who provide “Visual Language Interpreting” services for culturally Deaf, audiologically deaf, hard-of-hearing, late-deafened, Deaf-Blind, and hearing consumers. Interpreters may be ASL-English, LSQ-French, or ASL-LSQ where ASL is understood to be American Sign Language and LSQ is understood to be Langue des signes Quebecoise.</p> <p>Deaf: is meant to encompass culturally Deaf, audiologically deaf, hard-of-hearing, late-deafened, and Deaf-Blind people</p> <p>She: is meant to be understood as inclusive of all people regardless of the person’s gender</p>	<p>1.1 DEFINITIONS</p> <p>In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:</p> <ul style="list-style-type: none"> i) "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time. ii) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation. iii) "AVLIC" means the Association of Visual Language Interpreters of Canada. iv) "Board" means the Board of Directors of the Corporation and "director" means a member of the Board. v) "Bylaw" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect. vi) "Corporation" means the Manitoba Association of Visual Language Interpreters Inc. (MAVLI) which is to be situated in the Province of Manitoba. vii) "Interpreter" means hearing and Deaf people who provide “Visual Language Interpreting” services for culturally Deaf, audiologically deaf, hard-of-hearing, late-deafened, Deaf-Blind, and hearing consumers. 	<p>Proposed definitions represent the content of the bylaws and was adopted from the AVLIC bylaws.</p> <p>Deaf definition deleted, it is included in the definition for interpreter.</p>

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	<p>Interpreters may be ASL-English, LSQ-French, or ASL-LSQ where ASL is understood to be American Sign Language and LSQ is understood to be Langue des signes Quebeoise.</p> <p>viii) "Meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.</p> <p>ix) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.</p> <p>x) "Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.</p> <p>xi) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.</p> <p>1.2 INTERPRETATION</p> <p>(1) In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.</p>	
<p>ARTICLE 1: LEGAL NAME</p> <p>1.1. The Corporation shall be known as the “Manitoba Association of Visual Language Interpreters. Inc.”, hereinafter referred to as MAVLI.</p>	<p>1.1 DEFINITIONS</p> <p>v) "Corporation" means the Manitoba Association of Visual Language Interpreters Inc. (MAVLI) which is to be situated in the Province of Manitoba.</p>	<p>Belongs with the definitions 1.1→1.1.v</p>

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<p>ARTICLE 2: OBJECTIVES and PRINCIPLES The Objectives and Principles of MAVLI (Manitoba Association of Visual Language Interpreters) are:</p> <ul style="list-style-type: none"> 2.1. to promote the standardization of high quality, professional services provided by interpreters 2.2. to promote awareness of the role of interpreters 2.3. to promote the enhancement of knowledge and skills of interpreters through professional development 2.4. to advocate for the provision of a high standard of education in interpreter training programs 2.5. to advocate for and provide support to interpreters 2.6. to promote the discussion and resolution of major issues related to interpreting 2.7. to respect the languages used by Deaf individuals from across Canada 2.8. to work closely with Deaf and hearing communities and individuals so that their rights, needs and input are respected and reflected in the continuing growth of the profession 2.9. to work cooperatively with Deaf and hearing communities in order to educate the public about the languages used by Deaf people across Canada 2.10. to be a non-profit organization whereby its funds are made available for activities and events which benefit its members and which are in accordance with the MAVLI “Objectives and Principles” of the organization 2.11. to support the goals and directions of the Association of Visual Language Interpreters of Canada - our national organization 2.12. to work cooperatively with other professions which relate to or impact upon the role of interpreting 2.13. to provide information to individuals regarding the field of interpreting. 	<p>1.4 CORPORATION'S PURPOSE</p> <p>(1) A non-profit organization responsible for promoting the standardization and high quality of professional services provided by visual language interpreters. MAVLI advocates for a high standard of education in professional interpreter training programs and promotes professional development, knowledge and skills of visual language interpreters.</p> <p>(2) Mission Statement: To promote the Visual Language Interpreting profession through ongoing advocacy and education.</p>	<p>Reworded and portions removed as they are stated in the policies and procedures manual. 2→1.4.1</p>

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<p>ARTICLE 3: HEAD OFFICE</p> <p>3.1. The Head Office of MAVLI is to be situated in the Province of Manitoba.</p>	<p>1.1 DEFINITIONS</p> <hr/> <p>v) "Corporation" means the Manitoba Association of Visual Language Interpreters Inc. (MAVLI), which is to be situated in the Province of Manitoba.</p>	<p>Belongs with the definitions 1.1→1.1.v</p>
<p>ARTICLE 4: MEMBERSHIP</p> <p>4.1. Categories of Membership</p> <p>4.1.1. Active</p> <p>Active membership is open to graduates of a recognized interpreter education program who currently provide interpreting services. Dual membership in MAVLI and AVLIC is mandatory in the Active category. Active Members shall have one vote.</p>	<p>2.1 MEMBERSHIP CONDITIONS</p> <hr/> <p>(1) Subject to the articles, there shall be three classes of members in the Corporation, namely, Active, Student and Subscription. The AVLIC Board of Directors may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.</p> <p>The following conditions of membership shall apply:</p> <p>i) Active Members</p> <p>Active membership shall be available only to individuals whose application has been approved by the AVLIC Board of Directors, who currently provide visual language interpreting services and who have paid such fees as may be set from time to time by Board and AVLIC.</p> <p>Dual membership in both the Corporation and AVLIC is mandatory. The term of membership of an Active member shall be annual, subject to renewal in accordance with the policies of the AVLIC bylaws.</p> <p>The AVLIC Board of Directors shall approve new applications for Active membership from interpreters who are graduates of an AVLIC-recognized interpreter education program at a post-secondary institution or who meet the defined criteria for Deaf interpreters outlined in the AVLIC Membership Policy.</p> <p>As set out in the articles, each Active member is entitled to receive notice of, attend and vote at all meetings of members and such Active member shall be entitled to one (1) vote.</p>	<p>To be in accordance with AVLIC's bylaws and membership standards. Minor wording differences 4.1.1→2.1.i</p>

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4.1.1.1 MAVLI's Active membership may be open to others who meet the category criteria as defined by AVLIC so are eligible to apply to The Board.	<p>2.1 MEMBERSHIP CONDITIONS</p> <hr/> <p>(3) Active membership may be open to others who meet the category criteria as defined by AVLIC and therefore are eligible to apply to the AVLIC board.</p>	Minor wording differences, to be in accordance with AVLIC membership categories 4.1.1.1→2.1.3
4.1.2. Student Student membership is open to individuals who are currently enrolled in a recognized interpreter education program. Student members must uphold the objectives of MAVLI. Dual membership in MAVLI and AVLIC is mandatory in the Student category. Student Members shall have one vote.	<p>2.1 MEMBERSHIP CONDITIONS</p> <hr/> <p>ii) Student Members Student membership shall be available only to individuals currently enrolled in an AVLIC-recognized interpreter education program and who have applied and have been accepted for Student membership by the AVLIC board and who have paid such fees as may be set from time to time by the Board and AVLIC. Dual membership in both the Corporation and AVLIC is mandatory.</p> <p>The term of membership of a Student member shall be annual, subject to renewal in accordance with the policies of the AVLIC bylaws.</p> <p>Student members shall be entitled to receive notice of and attend at meetings of members and will be entitled to one (1) vote.</p>	Minor wording differences, to be in accordance with AVLIC membership categories. <ul style="list-style-type: none"> - Clarification: education program must be AVLIC-recognized. - Additions: payment of fees and annual renewal - 4.1.2→2.1.ii
New Addition	<p>2.1 MEMBERSHIP CONDITIONS</p> <hr/> <p>iii) Subscription Members Subscription membership shall be available to individuals who do not qualify for an Active or Student membership, but would like to support the Corporation and receive announcements and current information about the profession.</p>	New addition to reflect current practices of having a subscription Membership category.
4.2. MAVLI membership dues vary according to category and are determined by the membership at a general meeting	<p>2.1 MEMBERSHIP CONDITIONS</p> <hr/> <p>(2) The provincial membership dues vary according to category and are determined by the membership at a general meeting.</p>	Minor wording differences: MAVLI changed to Provincial so as not to be confused with AVLIC membership dues. 4.2→2.1.2
4.3. Any member who violates an Objective, Principle, or By-Law of MAVLI may, upon ratification by the Active membership at a general or special meeting, be deprived of her membership upon written notification.	<p>2.2 TERMINATION OF MEMBERSHIP</p> <hr/> <p>Any member who violates an Objective, Principle, or By-Law of MAVLI may, upon ratification by the Active membership at a general or special meeting, be deprived of her membership upon written notification.</p>	Renumbered: No other Changes 4.3→2.2.ii

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<p>ARTICLE 5: BOARD OF DIRECTORS 5.1. RESPONSIBILITIES 5.1.1. The Board of Directors (hereinafter referred to as “The Board”) shall control and be responsible for the affairs of MAVLI</p>	<p>1.1 DEFINITIONS <u>iv) "Board" means the Board of Directors of the Corporation and "director" means a member of the Board. The board will control and be responsible for the affairs of the corporation.</u></p>	<p>Belongs with the definitions, MAVLI changed to corporation. 5.1.1→1.1.iv</p>
<p>5.2. VACANCIES 5.2.1. Any vacancy occurring in The Board may, provided that a quorum of The Board remains in office, be filled by appointment by the directors for the unexpired term</p>	<p>4.7 VACANCY IN OFFICE <u>(2) Any vacancy occurring on the Board may, provided that a quorum of the Board remains in office, be filled by appointment by the directors for the unexpired term.</u></p>	<p>Renumbered: No other changes 5.2.1→4.7.2 (*Same as 7.2 - 2009 bylaws)</p>
<p>5.3. GENERAL POSITIONS 5.3.1. Each person on The Board shall hold a position to which she is elected at an Annual General Meeting, or to which she is appointed by the existing directors of The Board in the event of a vacancy having occurred on The Board</p>	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD <u>(3) Each person on the Board shall hold a position to which she is elected at an Annual General Meeting, or to which she is appointed by the existing directors in the event of a vacancy having occurred on the Board.</u></p>	<p>Minor wording differences 5.3.1→4.6.3</p>
<p>5.4. DIRECTOR POSITIONS 5.4.1. President 5.4.2. Vice-President 5.4.3. Secretary 5.4.4. Treasurer 5.4.5. Educational Committee 5.4.6. Fundraising Committee 5.4.7. Membership Committee 5.4.8. Newsletter Committee 5.4.9. Professional Development Committee 5.4.10. Public Relations Committee 5.4.11. Student Committee</p>	<p>4.2 DIRECTORS OF THE CORPORATION <u>President Vice-President Secretary Treasurer Fundraising Committee MAVLI Education Committee Membership Committee Newsletter Committee Professional Development Committee Public Relations Committee AEIP Representative</u></p>	<p>Minor wording differences Education Committee changed to Manitoba Education Committee and Student Committee changed to AEIP Representative. 5.4→4.2 *Same as Article 10</p>
<p>5.4.11.1. The Student Committee Director shall be appointed by The Board for a one-year term when a local interpreter education program is operating.</p>	<p>4.4 TERM OF OFFICE OF DIRECTORS <u>(2) The AEIP Representative shall be appointed by the corporation for a one-year term when a local interpreter education program is operating.</u></p>	<p>Minor wording differences: Student committee director changed to AEIP Representative</p>

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5.4.11.2. The Student Committee Director shall be a student from the local interpreter education program.	<p>4.2 DIRECTORS OF THE CORPORATION</p> <hr/> <p>(2) The AEIP Representative shall be a student from the local interpreter education program.</p>	Minor wording difference: Student Committee director changed to AEIP Representative 5.4.11.2→4.2.2
5.4.12. The directors of MAVLI shall hold one or two, but not more than two, of the Director Positions on The Board.	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD</p> <hr/> <p>4) The directors of the Corporation shall hold one or two, but not more than two, of the Director positions on the Board.</p>	Minor wording differences: inserted Corporation for MAVLI Renumbered 5.4.12→4.6.2
<p>5.5. NUMBER OF DIRECTORS AND ELECTION THEREOF</p> <p>5.5.1. There shall be no fewer than five and no more than twelve portfolio directors or teams of portfolio directors who shall constitute The Board. Ideally, no more than six directors or teams of directors shall be elected for a two year term at the Annual General Meeting. A portfolio vacant at the end of the year may be filled by election at the Annual General Meeting for the unexpired term of said vacancy.</p>	<p>3.7 ELECTIONS</p> <hr/> <p>(2) Ideally, no more than six directors or teams of directors shall be elected for a two year term at the Annual General Meeting. A portfolio vacant at the end of the year may be filled by election at the Annual General Meeting for the unexpired term of said vacancy.</p> <p>4.3 NUMBER OF DIRECTORS</p> <hr/> <p>(1) There shall be no fewer than five and no more than twelve portfolio directors or teams of portfolio directors who shall constitute the Board.</p>	Renumbered and split between two categories: 3.7 and 4.3: “Number of Directors” for clarity. 5.5.1→3.7.2 5.5.1→4.3.1
5.5.2 The directors shall be elected from the membership of MAVLI at the Annual General Meeting	<p>3.7 ELECTIONS</p> <hr/> <p>(1) The directors shall be elected from the membership of the Corporation at the Annual General Meeting.</p>	Minor wording differences: inserted Corporation for MAVLI 5.5.2→3.7.1
5.5.3 Active Members shall constitute a minimum of 51% of the directors of The Board.	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD</p> <hr/> <p>(1) Active Members shall constitute a minimum of 51% of the Directors of the Board and a minimum of 51% of the Executive Officers of the Board.</p>	Combined with 5.5.4 5.5.3→4.6.1
5.5.4 Active Members shall constitute a minimum of 51% of the Executive Officers of The Board.	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD</p> <hr/> <p>(1) Active Members shall constitute a minimum of 51% of the directors of the Board and a minimum of 51% of the Executive Officers of the Board.</p>	Combined with 5.5.3 5.5.4→4.6.1

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5.5.5 The Chairperson of any MAVLI meeting may only vote in the event of a tie.	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD</p> <p>(7) The Chairperson of any of the Corporation's meetings may only vote in the event of a tie.</p>	Minor wording differences: inserted <i>Corporation's</i> for <i>MAVLI</i> 5.5.5→4.6.7
<p>5.6 ROLE OF NOMINATING COMMITTEE</p> <p>5.6.1 The Nominating Committee (constituted under Article 10) shall cause notice of the Annual General Meeting to be distributed to the membership at least thirty days before the date fixed for the Annual General Meeting. The notice will include a request for nominations to The Board. The notice will specify that nominations will be received up to and including the day of the Annual General Meeting. The notice shall also specify that nominations may be received in writing or received verbally from the floor.</p>	<p>3.4 NOMINATIONS</p> <p>(2) The Nominating Committee shall cause notice of the Annual General Meeting to be distributed to the membership at least thirty days before the date fixed for the Annual General Meeting. The notice will include a request for nominations to the Board, specifying that nominations will be received up to and including the day of the Annual General Meeting and may be received in writing or received verbally from the floor.</p>	Minor wording differences: removed <i>constituted under article 10</i> , 5.6→3.4.2
<p>5.6.2 Nominations in writing shall:</p> <p>5.6.2.1 be supported by two members of MAVLI who are eligible to vote at the Annual General Meeting</p> <p>5.6.2.2 indicate the position for which the nominee is running; and</p> <p>5.6.2.3 be consented to, verbally or in writing, by the nominee</p>	<p>3.4 NOMINATIONS</p> <p>(3) A nomination in writing shall be supported by two members of the Corporation who are eligible to vote at the Annual General Meeting, indicate the position for which the nominee is running; and shall be consented to, verbally or in writing, by the nominee.</p>	Minor wording differences 5.6.2→3.4.3
<p>5.6.3 Nominations from the floor shall:</p> <p>5.6.3.1 be supported by two members of MAVLI who are eligible to vote at the Annual General Meeting</p> <p>5.6.3.2 be consented to, verbally or in writing, by the nominee</p>	<p>3.4 NOMINATIONS</p> <p>(4) A nomination from the floor shall be supported by an additional member of the Corporation who is eligible to vote at the Annual General Meeting and shall be consented to, verbally or in writing, by the nominee.</p>	Minor wording differences 5.6.3→3.4.4
5.6.4 In the event that more than one nominee is running for any specified position of The Board, an election by ballot shall be held	<p>3.4 NOMINATIONS</p> <p>(6) In the event that more than one nominee is running for any specified position of the Board, an election by ballot shall be held.</p>	Renumbered, no other changes 5.6.4→3.4.6

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<p>5.7 VACATED OFFICE The office of a director shall be vacated:</p> <p>5.7.1 if she dies, resigns, or if The Board by resolution deems it is in the best interests of MAVLI that such office be vacated; or</p> <p>5.7.2 if she becomes an employee of MAVLI</p>	<p>4.7 VACANCY IN OFFICE</p> <p>(1) The Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:</p> <ul style="list-style-type: none"> • The officer's successor being appointed; • The officer's resignation; • Such officer ceasing to be a director (if a necessary qualification of appointment); • Such officer's death; or • Such officer becomes an employee of the corporation. 	<p>Minor wording differences to be in accordance with AVLIC: Additions:</p> <ul style="list-style-type: none"> - The officer's successor being appointed - Such officer becomes an employee of the corporation - 5.7→4.7.1
<p>5.8 MEETING OF THE BOARD</p> <p>5.8.1 The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, but shall meet a minimum of once every two months during the months of September to June inclusive</p>	<p>4.9 MEETING OF THE BOARD OF DIRECTORS</p> <p>(2) The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they see fit, but shall meet a minimum of once every two months during the months of September to June inclusive.</p>	<p>Renumbered, no other changes 5.8.1→4.9.2</p>
<p>5.8.2 The directors may meet at any time at the call of the President, or the Vice-President or any two directors</p>	<p>4.9 MEETING OF THE BOARD OF DIRECTORS</p> <p>(3) The directors may meet at any time at the call of the President, or the Vice-President or any two directors.</p>	<p>Renumbered, no other changes 5.8.2→4.9.3</p>
<p>5.8.3 Notice of any meeting of The Board shall be provided to each director at least five days prior to the date of each meeting. Shorter notice of a meeting shall only occur to consider business of an urgent matter should such a meeting be deemed required by the President and at least two directors</p>	<p>4.9 MEETING OF THE BOARD OF DIRECTORS</p> <p>(1) Notice of any meeting of the Board shall be provided to each director at least five days prior to the date of each meeting. Shorter notice of a meeting shall only occur to consider business of an urgent matter, should such a meeting be deemed required by the President and at least two directors.</p>	<p>Renumbered, no other changes 5.8.3→4.9.1</p>
<p>5.8.4 A quorum of any meeting of directors shall be 50% of The Board</p>	<p>4.9 MEETING OF THE BOARD OF DIRECTORS</p> <p>(4) A quorum of any meeting of directors shall be 50% of the Board.</p>	<p>Renumbered, no other changes 5.8.4→4.9.4</p>

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<p>5.8.5 Questions arising at any meeting of The Board shall be decided by a majority of votes of the directors present at the meeting with the understanding that, should there be a team of directors for any given portfolio, there shall only be one vote per portfolio. In the case of an equality of votes, the Chairperson shall have a deciding vote</p>	<p>4.9 MEETING OF THE BOARD OF DIRECTORS</p> <p>5) Questions arising at any meeting of the Board shall be decided by a majority of votes of the directors present at the meeting with the understanding that, should there be a team of directors for any given portfolio, there shall only be one vote per portfolio. In the case of an equality of votes, the Chairperson shall have a deciding vote</p>	<p>Renumbered, no other changes 5.8.5→4.9.5</p>
<p>5.9 POWERS</p> <p>5.9.1 In controlling the affairs of MAVLI the directors may exercise all such powers as are not by the Corporations Act of the By-Laws required to be exercised by MAVLI in general meeting. No regulation made by MAVLI in general meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made</p>	<p>5.1 INVALIDITY OF ANY PROVISIONS OF THIS BYLAW</p> <p>(1) The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.</p> <p>5.2 OMISSIONS AND ERRORS</p> <p>(1) The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.</p>	<p>Separated into different sections. 5.9→5.1.1 + 5.2.1</p>
<p>5.10. EXPENDITURES</p> <p>5.10.1. Expenditures shall be made as authorized or as ordered by The Board but no expenditure by The Board shall be made or authorized in excess of \$1000.00 (one thousand dollars) unless approved by the membership and which will not put MAVLI in a deficit position.</p>	<p>1.5 FINANCIALS</p> <p>(3) Expenditures shall be made as authorized or as ordered by the Board but no expenditure by the Board shall be made or authorized in excess of \$1000.00 (one thousand dollars) unless approved by the membership and which will not put the Corporation in a deficit position.</p>	<p>Renumbered, minor wording differences: inserted <i>Corporation for MAVLI</i> 5.10.1→1.5.3</p>
<p>5.10.2. The Board may from time to time authorize expenditure in excess of \$1000.00 in the event that said expenditure is expected to be cost recoverable and will not incur or cause to incur a loss in excess of \$500.00.</p>	<p>1.5 FINANCIALS</p> <p>(4) The Board may from time to time authorize expenditure in excess of \$1000.00 in the event that said expenditure is expected to be cost recoverable and will not incur or cause to incur a loss in excess of \$500.00.</p>	<p>Renumbered, no other changes 5.10.2→1.5.4</p>
<p>5.10.3. Payment of salaries to MAVLI employees does not constitute an expenditure of The Board.</p>	<p>1.5 FINANCIALS</p> <p>(5) Payment of salaries to the Corporation's employees does not constitute an expenditure of the Board.</p>	<p>Renumbered, no other changes 5.10.3→1.5.5</p>

Current Bylaws	Proposed Bylaws	Rationale
<p>5.11. CONFLICT OF INTEREST</p> <p>5.11.1. No director shall be required to vacate her office by reason of her being a shareholder or member of any corporation which has entered into any contract with or has done any work for MAVLI; however, such director shall not be entitled to vote in respect of any such contract or work.</p>	<p>5.2 CONFLICT OF INTEREST</p> <p>(1) No director shall be required to vacate her office by reason of her being a shareholder or member of any corporation which has entered into any contract with or has done any work for MAVLI; however, such director shall not be entitled to vote in respect of any such contract or work.</p>	<p>Renumbered, no other changes 5.11.1→5.2.1</p>
<p>5.12. RESOLUTION</p> <p>5.12.1. A resolution signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted</p>	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD</p> <p>(8) A resolution signed by all the directors shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and constituted</p>	<p>Renumbered, no other changes 5.12.1→4.6.8</p>
<p>5.13. ACTS</p> <p>5.13.1. All acts done by any meeting of the directors or by committee of directors, or any director acting as a director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director, or that they, or any of them, were disqualified, shall be as valid as if every such director had been duly appointed and was qualified to be a director.</p>	<p>5.2 OMISSIONS AND ERRORS</p> <p>(2) All acts done by any meeting of the directors or by committee of directors, or any director acting as a director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such director, or that they, or any of them, were disqualified, shall be as valid as if every such director had been duly appointed and was qualified to be a director.</p>	<p>Renumbered, no other changes 5.13.1→5.2.2</p>
<p>ARTICLE 6: AMENDMENT TO BY LAW NO. 1</p> <p>6.1 By-Law No.1 shall be designated as constitutional as at its time of enactment and shall be amended according to the following procedure:</p>	<p>5.3 BYLAWS AND EFFECTIVE DATE</p> <p>(1) By-Law No.1 shall be designated as constitutional as at its time of enactment and shall be amended according to the following procedure:</p>	<p>Renumbered, no other changes 6.1→5.3.1</p>
<p>6.1.1 Notice of Motion to amend By-Law No.1 including the proposed amendment shall be given at a regularly called and convened meeting of The Board or shall be given in writing to all the directors at least seven days before the ensuing meeting of the directors. At the ensuing meeting of The Board of Directors the motion shall be moved, seconded and debated in the usual way but must receive the affirmative vote of at least two-thirds of the directors present to be approved.</p>	<p>5.3 BYLAWS AND EFFECTIVE DATE</p> <p>i) Notice of Motion to amend By-Law No.1 including the proposed amendment shall be given at a regularly called and convened meeting of the Board or shall be given in writing to all the directors at least seven days before the ensuing meeting of the directors. At the ensuing meeting of The Board of Directors the motion shall be moved, seconded and debated in the usual way but must receive the affirmative vote of at least two-thirds of the directors present to be approved.</p>	<p>Renumbered, no other changes 6.1.1→5.3.i</p>

Current Bylaws	Proposed Bylaws	Rationale
<p>6.1.2 Before enactment the amendment shall be approved at the Annual General Meeting or at a special general meeting of Members called for that purpose by resolution approved by two-thirds of the Members present and voting. The contents of proposed amendments to By-Law No.1 shall be mailed or distributed at the same time as notice of the Annual General Meeting or special or general meeting called for such purpose as given</p>	<p>5.3 BYLAWS AND EFFECTIVE DATE</p> <p>ii) Before enactment the amendment shall be approved at the Annual General Meeting or at a special general meeting of Members called for that purpose by special resolution. The contents of proposed amendments to By-Law No.1 shall be mailed or distributed at the same time as notice of the Annual General Meeting or special or general meeting called for such purpose as given.</p>	<p>Renumbered, no other changes 6.1.2→5.3.ii</p>
<p>ARTICLE 7: OFFICERS 7.1 The Officers of MAVLI shall be directors consisting of the President, Vice-President, Treasurer and Secretary</p>	<p>4.1 OFFICERS OF THE CORPORATION</p> <p>(1) The Officers of the Corporation shall be the President, Vice President, Treasurer and Secretary, ...</p>	<p>Renumbered, no other changes 7.1→4.1.1</p>
<p>7.2 Any vacancy occurring in the Officers of MAVLI, shall, provided that a quorum of The Board remains in office, be filled by the directors for the unexpired term</p>	<p>4.7 VACANCY IN OFFICE</p> <p>(2) Any vacancy occurring in the Board may, provided that a quorum of the Board remains in office, be filled by appointment by the directors for the unexpired term.</p>	<p>*Same as Article 5.2.1, renumbered, no other changes. 7.2→4.7.2</p>
<p>7.3 The Board may appoint additional Officers as required</p>	<p>4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD</p> <p>(9) The Board may appoint additional Directors as required.</p>	<p>Renumbered, no other changes 7.3→4.6.9</p>
<p>7.4 No Officer shall hold a position as an Officer for more than two consecutive two-year terms without a specific motion duly moved, seconded and passed by the membership at an Annual General Meeting authorizing that the individual may seek office.</p>	<p>4.4 TERM OF OFFICE OF DIRECTORS</p> <p>(1) No Officer shall hold a position as an officer for more than two consecutive two-year terms without a specific motion duly moved, seconded and passed by the membership at an Annual General Meeting authorizing that the individual may seek office.</p>	<p>Renumbered, no other changes 7.4→4.4.1</p>
<p>ARTICLE 8: DUTIES OF OFFICERS 8.1 The President shall be the Chief Officer of MAVLI. The President shall, when present, preside over all general, special, Executive, and Board meetings and be an ex-officio of all committees. She will see that all orders and resolutions of The Board are carried into effect</p>	<p>4.1 OFFICERS OF THE CORPORATION</p> <p>i) President The President shall preside as Chair for all General and Special Meetings of the Corporation and of the Board of Directors. The Chair shall have the general management of the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect.</p>	<p>Minor wording differences 8.1→4.1.i</p>

Current Bylaws	Proposed Bylaws	Rationale
<p>8.2 The Vice-President shall perform such duties as shall from time to time be required by The Board and, in the absence of the President, the Vice-President on the authority of the President, or failing such authority, on direction of the Board, shall perform the duties and exercise the powers of the President</p>	<p>4.1 OFFICERS OF THE CORPORATION</p> <hr/> <p>ii) Vice President The Vice President shall, in the absence or inability of the President, perform the duties and exercise the powers of the President, and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors.</p>	<p>Minor wording differences 8.2→4.1ii</p>
<p>8.3 The Treasurer shall be responsible for the custody of the funds and securities of MAVLI and shall keep or cause to be kept full and accurate accounts of its receipts and disbursements and shall direct the deposit of all monies and other valuable effects in the name and to the credit of MAVLI in such depositories as may be designated by The Board. The Treasurer shall disburse or cause to be disbursed the funds of MAVLI as may be directed by The Board, and shall render to The Board accounts of the financial position of MAVLI as and how required by The Board. She shall also perform such other duties as directed by The Board</p>	<p>4.1 OFFICERS OF THE CORPORATION</p> <hr/> <p>iii) Treasurer The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.</p>	<p>Minor wording differences 8.3→4.1.iii</p>
<p>8.4 The Secretary shall attend all general, special, Executive, and Board meetings to act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. She shall give or cause to be given notice of all meetings of The Board and of the membership. She shall distribute the appropriate documents to the appropriate Members. The Secretary shall receive all incoming correspondence, report it at each meeting of The Board and forward it to the relevant members and conduct general correspondence of the Corporation. She shall also perform such other duties as directed by The Board.</p>	<p>4.1 OFFICERS OF THE CORPORATION</p> <hr/> <p>iv) Secretary The Secretary shall attend meetings of the Board of Directors and members and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors. The Secretary shall promulgate the appropriate minutes to each Board Member, Active, Student and Subscription member. The Secretary shall also perform such other duties as may from time to time be directed by the Board of Directors.</p>	<p>Minor wording differences 8.4→4.1.iv</p>

Current Bylaws	Proposed Bylaws	Rationale
<p>ARTICLE 9: EXECUTIVE DIRECTOR</p> <p>9.1 The Board may employ an Executive Director who shall be responsible for the general administration, organization and management of MAVLI in accordance with policies established by the Board</p>	<p>4.8 EXECUTIVE DIRECTOR</p> <p>(1) The Board may employ an Executive Director who shall be responsible for the general administration, organization and management of the Corporation in accordance with policies established by the Board.</p>	<p>Minor wording differences: inserted Corporation for MAVLI 9.1→4.8.1</p>
<p>9.2 The Executive Director may employ, supervise and discharge employees of MAVLI as authorized by The Board. The Executive Director shall be an ex-officio, non-voting member of all Standing Committees.</p>	<p>4.8 EXECUTIVE DIRECTOR</p> <p>(2) The Executive Director may employ, supervise and discharge employees of the Corporation as authorized by the Board. The Executive Director shall be an ex-officio, non-voting member of all Standing Committees.</p>	<p>Minor wording differences: inserted Corporation for MAVLI 9.2→4.8.2</p>
<p>ARTICLE 10: COMMITTEES OF THE BOARD</p> <p>The Standing Committees of MAVLI, shall be:</p> <p>10.1 Executive Committee, which shall consist of the Officers constituted under Article 7 and the Executive Director of MAVLI (should one be employed by The Board), with each Officer having one vote on the Executive Committee. The Executive Committee may also add to its Committee the director of any portfolio that it deems advisable</p> <p>10.2 Education Committee</p> <p>10.3 Fundraising Committee</p> <p>10.4 Membership Committee</p> <p>10.5 Newsletter Committee</p> <p>10.6 Professional Development Committee</p> <p>10.7 Public Relations Committee</p> <p>10.8 Student Committee</p>	<p>4.1 OFFICERS OF THE CORPORATION</p> <p>(1) The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, with any other such Officers as determined by the board.</p> <p>4.2 DIRECTORS OF THE CORPORATION</p> <p>President Vice-President Secretary Treasurer Fundraising Committee MAVLI Education Committee Membership Committee Newsletter Committee Professional Development Committee Public Relations Committee AEIP Representative</p>	<p>Minor wording differences to be in accordance with AVLIC: Inserted Corporation for MAVLI, Executive Committee changed to Officers, Education Committee changed to MAVLI Education Committee, Student Committee changed to AEIP Representative 10.0-10.8→4.2</p>
<p>10.9 The Board may at any time and as required, by resolution appoint or dissolve any special committee, sub-committee or ad hoc committee</p>	<p>4.5 COMMITTEES</p> <p>(1) The Board may at any time and as required, by resolution appoint or dissolve any special committee, sub-committee or ad hoc committee.</p>	<p>Renumbered, no other changes 10.9→4.5.1</p>

Current Bylaws	Proposed Bylaws	Rationale
10.10 The Board shall appoint a Nominating Committee in each year consisting of 2 (two) current directors not standing for election at the upcoming Annual General Meeting	3.4 NOMINATIONS <u>(1) The Board shall appoint a Nominating Committee in each year consisting of 2 (two) current directors not standing for election at the upcoming Annual General Meeting.</u>	Renumbered, no other changes 10.10→3.4.1
10.11 The Board shall prescribe terms of reference for any committee of MAVLI	4.5 COMMITTEES <u>(2) The Board shall prescribe terms of reference for any committee of the corporation.</u>	Minor wording differences: inserted <i>Corporation for MAVLI</i> 10.11→4.5.2
ARTICLE 11: GENERAL MEETING 11.1 The Annual General Meeting of MAVLI shall be held annually on such day, at such hour and place as may be determined by the directors, but not later than ninety days after the end of MAVLI'S fiscal year	3.1 NOTICE OF MEMBERS' MEETING <u>(1) The Annual General Meeting of the Corporation shall be held annually on such day, at such hour and place as may be determined by the directors, but not later than ninety days after the end of the fiscal year.</u>	Minor wording differences: inserted <i>Corporation for MAVLI</i> 11.1→3.1.1
11.2 At least fifteen days notice of any general meeting specifying the place, the day and hour of meeting and, in the case of special business, the general nature of such business shall be given to the membership	3.1 NOTICE OF MEMBERS' MEETING <u>(2) At least thirty days' notice of any general meeting specifying the place, the day and hour of meeting and, in the case of special business, the general nature of such business shall be given to the membership.</u>	Proposed change from 15 to 30 days 11.2→3.1.2
11.3 The presence in person of at least five members who are eligible to vote and who do not hold positions on The Board, and a quorum of The Board shall be necessary to constitute a quorum for a general meeting	3.3 QUORUM AT MEMBER MEETINGS <u>(1) A quorum at any meeting of the members shall consist of 20 percent of the total number of members with voting rights (Active and Student categories), of which 51% must be active members.</u>	Proposed change from 5 voting members to 20% of members with voting rights of which 51% must be active members. 11.3→3.3.1
11.4 If within one hour from the time appointed for the meeting a quorum is not present, the meeting may be adjourned	3.3 QUORUM AT MEMBER MEETINGS <u>(2) A meeting may be adjourned if within 30 minutes from the start time of the meeting a quorum has not been met.</u>	Reworded for clarity and length of time shortened. 11.4→3.3.2
11.5 The President shall preside as Chairperson at all meetings of MAVLI, provided that in her absence the Vice-President or a member of The Board as chosen by the members present shall preside	4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD <u>(6) The President shall preside as Chairperson at all meetings of MAVLI, provided that in her absence the Vice-President or a member of the Board as chosen by the members present shall preside.</u>	Renumbered, no other changes 11.5→4.6.6

Current Bylaws	Proposed Bylaws	Rationale
<p>11.6 Unless a poll is or had been demanded at any general meeting, a declaration by the Chairperson that a motion has been carried and an entry to the effect in the minutes of the proceedings of MAVLI shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against a motion</p>	<p>3.5 VOTING AT MEMBERS' MEETINGS</p> <p>(1) At member meetings, motions shall be carried or not carried based on the Chairperson's judgement of the majority of votes, unless a poll is demanded, at which point votes shall be counted.</p>	<p>Reworded for clarity. 11.6→3.5.1</p>
<p>11.7 If a poll is demanded, whether before or after the Chairperson has given her declaration, the same shall be taken in such manner as the Chairperson directs, and the results shall be deemed to be the motion of MAVLI</p>	<p>3.5 VOTING AT MEMBERS' MEETINGS</p> <p>(2) If a poll is demanded, whether before or after the Chairperson has given her declaration, the same shall be taken in such manner as the Chairperson directs, and the results shall be deemed to be the motion of the Corporation.</p>	<p>Minor wording differences: inserted <i>Corporation</i> for <i>MAVLI</i> 11.7→3.5.2</p>
<p>11.8 Each Active Member and Student Member present shall have one vote</p>	<p>3.5 VOTING AT MEMBERS' MEETINGS</p> <p>(3) Each Active Member and Student Member present shall have one (1) vote.</p>	<p>Renumbered, added the numerical (1) for consistency; 11.8→3.5.3</p>
<p>11.9 Auditors may be appointed by the members present at each Annual General Meeting of the Members</p>	<p>1.5 FINANCIALS</p> <p>(1) The fiscal year of the Corporation shall be from the first day of January to the last day of December in the same year. The accounts of the Corporation may be audited at least once every fiscal year. Auditors shall be appointed by the members present at each Annual General Meeting of the Members.</p>	<p>Combined with 12.1 12.1 + 11.9→1.5.1</p>
<p>ARTICLE 12: FISCAL YEAR ANNUAL AUDIT</p> <p>12.1 The fiscal year of MAVLI shall be from the first day of January to the last day of December in the same year. The accounts of MAVLI may be audited at least once every fiscal year</p>	<p>1.5 FINANCIALS</p> <p>(1) The fiscal year of the Corporation shall be from the first day of January to the last day of December in the same year. The accounts of the Corporation may be audited at least once every fiscal year. Auditors shall be appointed by the members present at each Annual General Meeting of the Members.</p>	<p>Combined with 11.9 , minor wording differences: inserted <i>Corporation</i> for <i>MAVLI</i> 12.1+11.9 →1.5.1</p>

Current Bylaws	Proposed Bylaws	Rationale
Additions		
Addition #1	<p>2.2 TERMINATION OF MEMBERSHIP</p> <hr/> <p>(1) A membership in the Corporation is terminated when:</p> <ul style="list-style-type: none"> • The member dies or resigns; • Any member who violates an Objective, Principle, or By-Law of the corporation may, upon ratification by the Active membership at a general or special meeting, be deprived of her membership upon written notification. • The member is expelled or their membership is otherwise terminated in accordance with the articles, bylaws or policies; • The member's term of membership expires as per section 2 of the AVLIC bylaws. • The Corporation is liquidated and dissolved under the Act. 	Addition made to be in accordance with AVLIC bylaws. It incorporates 4.3 of the 2009 bylaws (bullet #2)
Addition #2	<p>2.3 EFFECT OF TERMINATION OF MEMBERSHIP</p> <hr/> <p>(1) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist and will not be entitled to any pro-rated refund fees.</p>	Addition made to be in accordance with AVLIC bylaws
Addition #3	<p>2.4 MEMBERSHIP TRANSFERABILITY</p> <hr/> <p>(1) A membership may only be transferred to the Corporation. Any member of any class is entitled to resign at any time, by notice in writing to the Secretary, but will not be entitled to a prorated refund of fees paid.</p>	Addition made to be in accordance with AVLIC bylaws
Addition #4	<p>2.5 MEMBERSHIP LEAVE</p> <hr/> <p>(1) A membership leave request must be directed to AVLIC who will grant the leave pursuant to their Membership Leave Policy.</p>	Addition made to be in accordance with AVLIC bylaws
Addition #5	<p>3.2 MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS</p> <hr/> <p>(1) If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants</p>	Addition made to be in accordance with AVLIC bylaws

Current Bylaws	Proposed Bylaws	Rationale
	to communicate adequately with each other during the meeting.	
Addition #6	<p>3.4 NOMINATIONS</p> <p>(5) Nominations submitted prior to the meeting will be presented by the nominations committee to the members.</p>	Addition to reflect current NFP Act and MAVLI practices.
Addition #7	<p>3.6 ABSENTEE VOTING AT MEMBERS' MEETINGS</p> <p>(1) Notice of each meeting of members shall remind the members of their right to vote by proxy. Proxy submissions can be received by the Corporation's office via mail or through the online form. Otherwise, proxy forms can be carried by the chosen proxy holder, submitted and registered for at the beginning of the annual general meeting.</p>	Addition to reflect current MAVLI practices.
Addition #8	<p>4.2 DIRECTORS OF THE CORPORATION</p> <p>(4) All directors of the Corporation shall perform the duties as imposed upon him/her by the Board of Directors.</p>	Addition to reflect current MAVLI practices.
Addition #9	<p>6.1 INVESTIGATION AND RESOLUTION OF COMPLAINTS</p> <p>(1) All complaints received by the Corporation will be referred to AVLIC to be dealt with under their Professional Conduct Review Process.</p>	Addition made to be in accordance with AVLIC bylaws
Addition #10	<p>6.2 CONFIDENTIALITY AND RECORD RETENTION</p> <p>(1) Except as otherwise directed or permitted in this or any other bylaw in this section, the corporation must not disclose to a 3rd party any documentation or information obtained from the investigation or filing of a complaint.</p>	Addition made to be in accordance with AVLIC bylaws