

MANITOBA ASSOCIATION OF VISUAL LANGUAGE INTERPRETERS, INC.  
 GENERAL BY-LAW NUMBER ONE  
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Notes pertaining to MAVLI By-Laws Number 1:

Interpreter: is meant to describe hearing and Deaf people who provide “Visual Language Interpreting” services for culturally Deaf, audiotologically 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.

Deaf: is meant to encompass culturally Deaf, audiotologically deaf, hard-of-hearing, late-deafened, and Deaf-Blind people

She: is meant to be understood as inclusive of all people regardless of the person’s gender

## ARTICLE 1: LEGAL NAME

- 1.1. The Corporation shall be known as the “Manitoba Association of Visual Language Interpreters. Inc.”, hereinafter referred to as MAVLI.

## ARTICLE 2: OBJECTIVES and PRINCIPLES

The Objectives and Principles of MAVLI (Manitoba Association of Visual Language Interpreters) are:

- 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

## ARTICLE 3: HEAD OFFICE

- 3.1. The Head Office of MAVLI is to be situated in the Province of Manitoba.

## ARTICLE 4: MEMBERSHIP

### 4.1. Categories of Membership

#### 4.1.1. Active

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.

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.

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.

4.2. MAVLI membership dues vary according to category and are determined by the membership at a general meeting

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.

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

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

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

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

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.

5.4.11.2. The Student Committee Director shall be a student from the local interpreter education program.

5.4.12. The directors of MAVLI shall hold one or two, but not more than two, of the Director Positions on The Board.

## 5.5. NUMBER OF DIRECTORS AND ELECTION THEREOF

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.

5.5.2. The directors shall be elected from the membership of MAVLI at the Annual General Meeting

5.5.3. Active Members shall constitute a minimum of 51% of the directors of The Board.

5.5.4. Active Members shall constitute a minimum of 51% of the Executive Officers of The Board.

5.5.5. The Chairperson of any MAVLI meeting may only vote in the event of a tie.

## 5.6. ROLE OF NOMINATING COMMITTEE

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.

5.6.2. Nominations in writing shall:

5.6.2.1. be supported by two members of MAVLI who are eligible to vote at the Annual General Meeting

5.6.2.2. indicate the position for which the nominee is running; and

5.6.2.3. be consented to, verbally or in writing, by the nominee

5.6.3. Nominations from the floor shall:

5.6.3.1. be supported by two members of MAVLI who are eligible to vote at the Annual General Meeting

5.6.3.2. be consented to, verbally or in writing, by the nominee

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

## 5.7. VACATED OFFICE

The office of a director shall be vacated:

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

5.7.2. if she becomes an employee of MAVLI

5.8. MEETING OF THE BOARD

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

5.8.2. The directors may meet at any time at the call of the President, or the Vice-President or any two directors

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

5.8.4. A quorum of any meeting of directors shall be 50% of The Board

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

5.9. POWERS

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

5.10. EXPENDITURES

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.

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.

5.10.3. Payment of salaries to MAVLI employees does not constitute an expenditure of The Board.

5.11. CONFLICT OF INTEREST

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.

5.12. RESOLUTION

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

5.13. ACTS

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.

ARTICLE 6: AMENDMENT TO BY LAW NO. 1

- 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:
- 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.
- 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

ARTICLE 7: OFFICERS:

- 7.1. The Officers of MAVLI shall be directors consisting of the President, Vice-President, Treasurer and Secretary
- 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
- 7.3. The Board may appoint additional Officers as required
- 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.

## 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
- 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
- 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
- 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.

## ARTICLE 9: EXECUTIVE DIRECTOR

- 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
- 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.

## ARTICLE 10: COMMITTEES OF THE BOARD

The Standing Committees of MAVLI, shall be:

- 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
- 10.2. Education Committee
- 10.3. Fundraising Committee
- 10.4. Membership Committee
- 10.5. Newsletter Committee
- 10.6. Professional Development Committee

- 10.7. Public Relations Committee
- 10.8. Student Committee
- 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
- 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
- 10.11. The Board shall prescribe terms of reference for any committee of MAVLI

#### 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
- 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
- 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
- 11.4. If within one hour from the time appointed for the meeting a quorum is not present, the meeting may be adjourned
- 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
- 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
- 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
- 11.8. Each Active Member and Student Member present shall have one vote
- 11.9. Auditors may be appointed by the members present at each Annual General Meeting of the Members

#### ARTICLE 12: FISCAL YEAR ANNUAL AUDIT

- 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.