

MAVLI



**BYLAW RELATING GENERALLY TO THE CONDUCT
OF THE AFFAIRS OF THE**

**Manitoba Association of Visual Language
Interpreters of Canada**

Presented to the Membership, March 19th, 2016

at the Annual General Meeting,
Winnipeg, Manitoba



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BE IT ENACTED as a bylaw of the Corporation as follows:

Section 1 - General

1.1 DEFINITIONS

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- 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, audilogically 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.
- 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.
- ix) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- x) "Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- 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.

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1.2 INTERPRETATION

(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.

1.3 EXECUTION OF DOCUMENTS

(1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any director or officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

1.4 CORPORATION'S PURPOSE

(1) A non-profit organization responsible for promoting the standardization and high quality of professional services provided by sign language interpreters. M.A.V.L.I. advocates for a high standard of education in professional interpreter training programs and promotes professional development, knowledge and skills of visual language interpreters.

(2) Mission Statement: To promote the Visual Language Interpreting profession through ongoing advocacy and education.

1.5 FINANCIALS

(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 shall be audited at least once every fiscal year. Auditors shall be appointed by the members present at each Annual General Meeting of the Members.

(2) The Corporation shall send to the members an electronic version of the annual financial statements. The Corporation is not required to send the documents to a member who, in writing, declines to receive such documents.

(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.

(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.

(5) Payment of salaries to the Corporation's employees does not constitute an expenditure of The Board.

Section 2 – Membership Conditions, Termination And Transferability

2.1 MEMBERSHIP CONDITIONS

(1) Subject to the articles, there shall be three classes of members in the Corporation, namely, Active, Student and Subscription. The Board of Directors of the Corporation 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.

The following conditions of membership shall apply:

i) Active Members

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 the Board.

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.

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.

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 at such meetings.

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. Dual membership in both the Corporation and AVLIC is mandatory.

The term of membership of a Student member shall be annual, subject to renewal in accordance with the policies of AVLIC.

Student members shall be entitled to receive notice of and attend at meetings of members and will be entitled to one (1) vote.

iii) Subscription Members

Subscription membership shall be available for individuals who do not qualify for an Active or Student membership, but would like to support the Association and receive announcements and current information about the profession.

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(2) The provincial membership dues vary according to category and are determined by the membership at a general meeting.

(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.

2.2 TERMINATION OF MEMBERSHIP

(1) A membership in the Corporation is terminated when:

- 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.

2.3 EFFECT OF TERMINATION OF MEMBERSHIP

(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 prorated refund fees.

2.4 MEMBERSHIP TRANSFERABILITY

(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.

2.5 MEMBERSHIP LEAVE

(1) A membership leave request must be directed to AVLIC who will grant the leave pursuant to their Membership Leave Policy.

Section 3 – Meetings Of Members and Elections

3.1 NOTICE OF MEMBERS' MEETING

(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.

(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.

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3.2 MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS

(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 to communicate adequately with each other during the meeting.

3.3 QUORUM AT MEMBER MEETINGS

(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.

(2) A meeting may be adjourned if within 30 minutes from the start time of the meeting a quorum has not been met.

3.4 NOMINATIONS

(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.

(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. 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.

(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.

(4) A nomination from the floor shall be supported by an additional member of the Corporation who are eligible to vote at the Annual General Meeting and shall be consented to, verbally or in writing, by the nominee.

(5) Nominations submitted prior to the meeting will be presented by the nominations committee to the members.

(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.

3.5 VOTING AT MEMBERS' MEETINGS

(1) At member meetings, motions shall be carried or not carried based on the Chairperson's judgment of the majority of votes, unless a poll is demanded, at which point votes shall be counted.

(2) If a poll is demanded, whether before or after the Chairperson has given her declaration, the same

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shall be taken in such manner as the Chairperson directs, and the results shall be deemed to be the motion of MAVLI.

(3) Each Active Member and Student Member present shall have one vote.

3.6 ABSENTEE VOTING AT MEMBERS' MEETINGS

(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.

3.7 ELECTIONS

(1) The directors shall be elected from the membership of the Corporation at the Annual General Meeting.

(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.

Section 4 – Directors, Officers and Committees

4.1 OFFICERS OF THE CORPORATION

(1) The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, with any other such Officers determined by the board.

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.

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.

iii) 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.

iv) 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 of the Corporation 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.

4.2 DIRECTORS OF THE CORPORATION

(1) The Board of Directors shall consist of:

- President
- Vice-President
- Treasurer
- Secretary
- Fundraising Committee
- MAVLI Education Committee
- Membership Committee
- Newsletter Committee
- Professional Development
- Public Relations Committee
- AEIP Representative

4.3 NUMBER OF DIRECTORS

(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.

4.4 TERM OF OFFICE OF DIRECTORS

(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.

(2) The AEIP Representative shall be appointed by the corporation for a one-year term when a local interpreter education program is operating.

4.5 COMMITTEES

(1) The Board may at any time and as required, by resolution appoint or dissolve any special committee, sub-committee or ad hoc committee.

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(2) The Board shall prescribe terms of reference for any committee of the corporation.

4.6 COMPOSITION AND ADMINISTRATION OF THE BOARD

(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.

(2) The AEIP Representative shall be a student from the local interpreter education program.

(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.

(4) The directors of the Corporation shall hold one or two, but not more than two, of the director positions on the Board.

(5) All directors of the Corporation shall perform the duties as imposed upon him/her by the Board of Directors.

(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.

(7) The Chairperson of any of the Corporation's meetings may only vote in the event of a tie.

(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.

(9) The Board may appoint additional Directors as required.

4.7 VACANCY IN OFFICE

(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:

- 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.

(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 .

4.8 EXECUTIVE DIRECTOR

(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.

(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.

4.9 MEETING OF BOARD OF DIRECTORS

(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.

(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.

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

(4) A quorum of any meeting of directors shall be 50% of The Board.

(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

Section 5 - Notices

5.1 INVALIDITY OF ANY PROVISIONS OF THIS BYLAW

(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.

5.2 CONFLICT OF INTEREST

(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.

5.3 OMISSIONS AND ERRORS

(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.

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(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.

5.4 BYLAWS AND EFFECTIVE DATE

(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:

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.

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.

Section 6 – Professional Conduct Review Process

6.1 INVESTIGATION AND RESOLUTION OF COMPLAINTS

(1) All complaints received by the corporation will be referred to AVLIC to be dealt with under their Professional Conduct Review Process.

6.2 CONFIDENTIALITY AND RECORD RETENTION

(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.