

MAPSLI

Bylaws

Table of Contents

A. Bylaws

Article I: Definitions	Section 1: Definitions
Article II: Membership	Section 1: Categories Section 2: Voting Section 3: Revocation
Article III: Board of Directors	Section 1: Composition Section 2: Management Section 3: Terms of Office Section 4: Vacancies Section 5: Duties Section 6: Signing Authority Section 7: Removal of Directors
Article IV: Committees	Section 1: Formation
Article V: Elections	Section 1: Nominations Committee Section 2: Procedure
Article VI: Meetings	Section 1: General Meetings Section 2: Board Meetings Section 3: Annual General Meetings Section 4: Notice Section 5: Quorum Section 6: Chairperson
Article VII: General Provisions	Section 1: Fiscal Year Section 2: Media Section 3: Rules and Regulations Section 4: Remuneration Section 5: Documents Section 6: Borrowing Powers Section 7: Seal Section 8: Officers Section 9: Finance
Article VIII: Amendements	Section 1: Amendements
Article IX: Dissolution	Section 1: Dissolution

A. BYLAWS

ARTICLE I:

Definitions

Section 1: Definitions

- A. Association means the Maritime Association of Professional Sign Language Interpreters.
- B. Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- C. Board of Directors is as defined under the Societies Act of Nova Scotia.
- D. Special Resolution means a resolution passed by not less than three-fourths (3/4) of members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- E. Association of Visual Language Interpreters of Canada (AVLIC) means the national association.

ARTICLE II:

Membership

Section 1: Categories

- A. Membership shall be in the following two categories: Active and Student.
 - i. Active membership shall be open to interpreters who currently provide visual language interpreting services and whose application the Board of Directors has approved. The Board of Directors will approve applications for Active membership from interpreters who are graduates of an interpreter education program.
Active membership will also be open to any Deaf Interpreter whose application AVLIC has approved by meeting the defined criteria established by the national association.

Dual membership in both AVLIC and the Association is mandatory for Active membership.
 - ii. Student membership shall be open to individuals who are currently enrolled in an interpreter education program. Student members must uphold the objectives of the Association.

Dual membership in both AVLIC and the Association is mandatory for Student membership.

Section 2: Voting

- A. Each paid-up Active member of the Association shall be entitled to attend any business, or general meeting of the Association, to vote, and to hold office. Active members shall have one (1) vote.
- B. Student members shall be entitled to attend any general meeting of the association. Student members shall have no vote.

Section 3: Revocation

- A. The interest of a member in the Association is not transferable and shall lapse:
 - i. At the end of the period of membership for which annual dues have been paid, or
 - ii. When a written resignation is submitted to the Board of Directors by the member of the Association, or
 - iii. For cause, by special resolution of the members or
 - iv. When a member fails to pay the required dues within thirty (30) days of application or April 30 whichever is later.
- B. When an Active member loses membership privileges from AVLIC through an ethics and grievance procedure, membership privileges from the Association will also be revoked.

ARTICLE III:

Board of Directors

Section 1: Composition

- A. The Board of Directors shall be comprised of 5 officers; President, Vice-President, Recording Secretary, Treasurer, and Member-at-Large. Directors must be eighteen (18) years of age or older and Active members.
- B. The Executive Board shall appoint Committee Coordinators.

Section 2: Management

- A. The Board of Directors shall manage the activities and affairs of the Association.
- B. Every Director of the Association shall act honestly and in good faith with a view to the best interests of the Association, and shall exercise with care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Section 3: Terms of Office

- A. The Executive Officers shall be elected from the Active membership of the Association at the AGM.
- B. Executive Officers of the Association shall hold office for two (2) years from the date of election or until successors are elected or appointed in their stead.
- C. The terms of office for the President and Vice-President shall commence during the odd numbered years whereas the terms for the Treasurer, Recording Secretary, and Member-at-Large shall commence during the even numbered years.
- D. The maximum number of consecutive terms per elected position for the Executive Officers shall be two (2) full terms.

Section 4: Vacancies

- A. The office of an Executive Officer shall be automatically vacated:
 - i. If a Director delivers a written letter of resignation to the Recording Secretary or the President, or
 - ii. Upon death.
- B. If the office of the President becomes vacant, the Vice-President shall automatically fill that office until the end of the term. The Board of Directors shall then fill the Vice-President position.
- C. If an Officer's position, except the President, becomes vacant, the remaining Board of Directors shall appoint a member to fill the vacancy until the next AGM at which time the position shall be filled by election.

Section 5: Duties

- A. The President shall be the chief officer of the Association. The President shall, when present, preside over all general, executive, and business meetings, and be an ex-officio member of all committees. The President shall see that all orders and resolutions of the Association are carried into effect.
- B. The Vice-President shall perform such duties as shall be required, from time to time, by the Association, and, in the absence of the President, the Vice-President, on the authority of the President, or failing such authority, on the direction of the Association, shall perform the duties, and exercise the powers of the President.
- C. The Treasurer shall be responsible for the custody of the funds securities of the Association, and shall keep, or cause to be kept, full and accurate accounts of its receipts and disbursements. The Treasurer shall direct the deposit of all monies and other valuable effects in the name and to the credit of the

Association in such depositories as may be designated by the Association from time to time. The Treasurer shall disburse, or cause to be disbursed, the funds as may be directed by the Association, and shall render to the Association, accounts of the financial position as required by the Association. The Treasurer shall present an audited annual report, and also, perform such other duties as may be directed, from time to time, by the Board of Directors.

- D. The Recording Secretary shall attend general, executive, and business meetings of the Association, and shall record all votes and minutes, and distribute them appropriately.
- E. The Member-at-Large shall attend general, executive, and business meetings of the Association and shall perform other duties as required by the President.

Section 6: Signing Authority

- A. All contracts and accounts will require two signatures. The signing Officers for the Association shall be the President, Treasurer, and the Vice-President.

Section 7: Removal of Directors

- A. The Association may, by special resolution of its members, remove any director before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office for the completion of the term.

ARTICLE IV:

Committees

Section 1: Formation of Committees

- A. The Board of Directors may appoint or dissolve any special committee, sub-committee, or ad-hoc committee, at any time, and as required by resolution.
- B. Committees should include, but not be limited to:
 - i. Membership
 - ii. Public Relations
 - iii. Professional Development
 - iv. Nominations

ARTICLE V:

Elections

Section 1: Nominations Committee

- A. The Board of Directors shall appoint a Nominations Committee, in each year, consisting of two current members.
- B. Members of the nominations committee are not standing for election at the upcoming AGM and may be:
 - i. Two (2) Active members or
 - ii. One (1) Active and one (1) Student member

Section 2: Procedure

- A. The Nominations Committee shall contact all members one (1) month prior to the AGM to request nominations for the Executive positions.
- B. Nominations may be received from the floor during the AGM.
- C. In the event that more than one nominee is running for any specified position of the board, an election by ballot shall be held at the AGM.
- D. Upon tallying the votes and successfully electing a new officer, the ballots shall be destroyed.
- E. Following elections of nominated positions, the number of directors shall be 5.

ARTICLE VI:

Meetings

Section 1: General Meetings

- A. Meetings of the Association shall be held as often as the business of the Association may require, and shall be called by the President. General meetings shall be at least twice (2) a year.
- B. A special, or emergency meeting of the Association may be called at any time by
 - I. the President, or
 - II. the Board of Directors, or
 - III. if requisition in writing by at least twenty five (25) percent of the active members of the Association is received by the Board of Directors

Section 2: Board Meetings

- A. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors. No business shall be transacted at any meeting of the Board of Directors unless the majority of the Directors are present at the

commencement of such business. Each Director is authorized to exercise one (1) vote.

Section 3: Annual General Meeting

- A. The AGM of the Association shall be held within three (3) months after the end of each fiscal year of the Association.
- B. At each AGM of the Association, the following items of business shall be deemed to be standard business:
 - i. Minutes of the preceding annual general meeting shall be approved,
 - ii. Annual reports from the Board of Directors shall be reviewed,
 - iii. Audited financial statements, including the business transactions of the Association shall be reviewed,
 - iv. New officers of the Association for the ensuing term shall be elected,
 - v. Auditors for the ensuing year shall be appointed,
 - vi. Proposed amendments to the bylaws of the Association shall be voted on by the membership.

Section 4: Notice

- A. Notice of all general meetings, specifying the time and the place shall be given in writing, by electronic mail, or by telephone, to each member at least forty-five (45) days before the meeting is to take place.
- B. Notice of all board meetings, specifying the time and place shall be given in writing, by electronic mail, or by telephone to each director of the Board at least fourteen (14) days before the meeting is to take place, and provided that there shall be at least one (1) meeting every two months of the Board of Directors.
- C. A meeting of the Board of Directors may be held at the close of every general meeting or AGM of the Association without notice.
- D. Forty-five (45) days written notice of an AGM, specifying the place, date, and hour of the meeting, and in the case of special business, the nature of such business, shall be given to the members.
- E. Non-receipt of a meeting notice by any member shall not invalidate the proceedings of any general, executive, or annual general meeting.
- F. For the purpose of giving notice to any member for any meeting, or otherwise, the address, electronic mail address or phone number of the member shall be the last address, electronic mail address or phone number recorded on the books of the Association.

Section 5: Quorum

- A. A quorum of any meeting of the Association shall be twenty-five percent (25%) of the Active voting members.
- B. Active members unable to attend a general meeting may give their proxy to an attending Active member. Proxy forms must be completed, signed, and given to the Recording Secretary for filing.
- C. If, within one half (1/2) hour after the time appointed for the meeting to start, a quorum is not present, the meeting shall be adjourned.

Section 6: Meetings via Electronic Media

- A. If the directors or members of the Association call a general, board or annual general meeting of members pursuant to the bylaws, those directors or members, as the case may be, may determine that the meeting shall be held partly or entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 7: Chairperson

- A. The Board of Directors of the Association may appoint one person to act as the chairperson for a meeting of the Association.
- B. The chairperson shall have no vote except in the case of an equality of votes. In this case, the chairperson shall have the deciding vote.
- C. Unless a poll is demanded by any member, a declaration by the chairperson that the resolution has been carried, and any entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of, or against such resolution.
- D. If a poll is demanded, the chairperson shall prescribe the manner of the poll and the result of such a poll shall be deemed to be the resolution of the Association.

Article VII:

General Provisions

Section 1: Fiscal Year

- A. The fiscal year of the Association shall be the period from April 1, in any year, to March 31, in the following year.

Section 2: Media

- A. All media representation must be previewed and authorized by the Board of Directors prior to its publication.

Section 3: Rules and Regulations

- A. The Board of Directors may prescribe such rules and regulations consistent with these bylaws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Association when they shall be confirmed, and, failing such confirmation at such general meeting of members, shall at that time cease to have any force, and effect.

Section 4: Remuneration

- A. The Board of Directors shall serve in their capacities as Directors, Officers, and Committee Coordinators without remuneration.

Section 5: Documents

- A. Preparation of the minutes, custody of the books and records, and custody of the minutes of all meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary.
- B. All documents and financial receipts pertaining to the Association are the property of the Association and shall be kept in a secure location accessible to the Board of Directors and its members.
- C. The minutes from meetings of the Executive shall be available to the Members of the Association upon request at no cost and shall be automatically distributed to Executive Committee Members.
- D. The minutes of the General and Special Meetings of the Association shall be distributed in print or by electronic means to all Members of the Association.
- E. The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting.

Section 6: Borrowing Powers

- A. The borrowing powers of the Association may be exercised by special resolution of the members.

Section 7: Seal

- A. The Association does not have a seal.

Section 8: Officers

A. Contracts, deeds and bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or Vice President, or otherwise as prescribed by the resolution of the Board of Directors.

Section 9: Finance

A. An auditor of the Association may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an auditor, the directors may do so.

B. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure in the preceding fiscal year.

C. A copy of the financial report shall be signed by the auditor or by two directors.

D. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

ARTICLE VIII:

Amendments

Section 1: Amendments

A. The Association shall have the power to repeal, amend, add to, or re-enact these bylaws by a Special Resolution passed in the manner prescribed by law. The amendments shall be passed at an AGM, or a special meeting, if deemed necessary. The said bylaw(s) shall not be enforced, or acted upon until approval from the Registrar has been obtained.

ARTICLE IX:

Dissolution

- A. In the event of the Association's dissolution, all monies, property, and records shall be held in trust for three (3) years. If the Association is not re-established within three (3) years of dissolution, all monies, properties, and records shall be donated to the Corporation.

ARTICLE X:

Memorandum of Association

- A. The Association is required to follow the dissolution clause selected on their Memorandum of Association.

B. PROCEDURES

1. ORGANIZATIONAL STRUCTURE

1.1 Board of Directors

The Board of Directors of the Association will be:

President
Vice-President
Treasurer
Recording Secretary
Member-at-Large

1.2 Committee Coordinators

The Committee Coordinators of the Association will be:

Fundraising
Newsletter
Membership
Professional Development

Committee Coordinators shall maintain their portfolios for a one-year term from the date of appointment, or until successors are appointed in their stead.

1.3 External Representatives

The Association's representation on external committees will be determined by the President, in consultation with the Board of Directors.

Representatives/Delegates of the Association to outside committees will include, but not be limited to:

- a. Program Advisory Committee Representative

b. DAANS Board Representatives

1.4 Liaisons

Affiliations from outside associations and organizations will include, but not be limited to:

- a. AEIP Student Representative
- b. Community Representatives

2. DUTIES OF THE OFFICERS

2.1 President

The president shall:

- a. When present, preside over all general, executive, and business meetings;
- b. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- c. Be an ex-officio member of all committees;
- d. See that all orders and resolutions of the Association are carried into effect;
- e. Be the official spokesperson for the Association;
- f. Ensure the Association maintains its incorporation status under the Registry of Joint Stock Companies. Incorporation status will remain valid only if the following responsibilities are satisfied:
 - i. An annual general meeting must be held in Nova Scotia during which a financial statement setting out the association's income, disbursements, assets and liabilities be presented.
 - ii. Additionally, the Association must file a copy of the annual report to the Registry of Joint Stock Companies before the last day of May. This annual return should include (a) an updated list of directors and officers of the association along with their full names, positions and mailing addresses with postal codes, and (b) the audited financial statement presented to the membership at the last annual general meeting.
 - iii. The Association must keep a list of past and present members with the following particulars for each member:
 - a) Full name and home address,
 - b) Date upon which membership began,
 - c) Date on which membership ceased,
 - d) Class of membership (Active Resident, Active Non-Resident, Supporting, and Associate).

2.2 Vice-president

The Vice-President shall:

- a. Perform such duties as shall be required, from time to time, by the Board of Directors;
- b. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- c. In the absence of the President, perform the duties and exercise the powers of the President.

2.3 Treasurer

The Treasurer shall:

- a. Have custody of the funds and securities for the Association;
- b. Keep, or cause to be kept, full and accurate accounts of its receipts and disbursements;
- c. Direct the deposit of all monies and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Association from time to time;
- d. Disburse, or cause to be disbursed, the funds of the Association as may be directed by the Association;
- e. Render to the Association, accounts of the financial position of the Association as and how required by the Association;
- f. Prepare financial reports for each executive and general meeting as well as prepare a yearly financial statement for the annual general meeting package;
- g. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- h. Perform other duties as may be directed, from time to time, by the Board of Directors.

2.4 Recording Secretary

The Recording Secretary shall:

- a. Attend general and executive meetings of the Association, and shall record all votes and minutes;
- b. Distribute the minutes of meetings to the members appropriately;

Maritime Association of Professional Sign Language Interpreters

- c. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be filed with the Board reports;
- d. Have one key to the Association's post office box;
- e. Receive all incoming mail from the Association's post office box;
- f. Forward relevant mail to its destined recipient member;
- g. Report any relevant correspondence to the membership at meetings of the Association;
- h. Conduct general correspondence on behalf of the Association;
- i. Forward any relevant Association and/or Corporation electronic mail correspondence, updates or announcements to those members who do not have access to electronic mail;
- j. Update the bylaws, policies, and procedures from approved motions made at all general meetings.

2.5 Member-at-Large

The Member-at-Large shall:

- a. Represent the needs of professional interpreters;
- b. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- c. Perform such duties as shall be required, from time to time, by the Board of Directors.

3. DUTIES OF COMMITTEE COORDINATORS

3.1 Fundraising Committee Coordinator

The Fundraising Committee Coordinator shall:

- a. Develop and implement fundraising strategies in order to obtain contributions needed for the Association from the private/public sector;
- b. Compile a file of fundraising ideas and sources of funds;
- c. Generate chapter fundraising activities;
- d. Perform other duties as may be directed, from time to time, by the Board of Directors.

Maritime Association of Professional Sign Language Interpreters

- e. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;

3.2 Newsletter Committee Coordinator

The Newsletter Committee Coordinator shall:

- a. Publish a newsletter three times per year;
- b. Contact the board members, committee coordinators, members and chapters across Canada to submit articles and information to the newsletter;
- c. Share our newsletter with all chapters across Canada;
- d. Contact board members and committee coordinators to see if additional information needs to be mailed with the newsletter;
- e. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- f. Perform other duties as may be directed, from time to time, by the Board of Directors.

3.3 Membership Coordinator

The Membership Coordinator shall:

- a. Maintain accurate records;
- b. Send out renewal notices to all members one month prior to the renewal date;
- c. Circulate updated membership lists to all members quarterly;
- d. Offer an updated membership list of active members to all agencies that employ interpreters, quarterly;
- e. Send monthly remittance forms to the Corporation's membership coordinator in accordance with dual membership criteria;
- f. Send a welcome letter (one for new members and one for renewing members) along with a receipt and membership card, to all members;

Maritime Association of Professional Sign Language Interpreters

- g. Provide information on membership, special events, and meetings to new interpreters who have moved to the Maritimes;
- h. Work with the secretaries to make sure that members' addresses are current;
- i. Maintain the Association's chapter affiliate status with the Corporation;
- j. Recommend membership fee increases and decreases to the Board of Directors;
- k. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- l. Perform other duties as may be directed, from time to time, by the Board of Directors.

3.4 Professional Development Committee Coordinator

The Professional Development Committee Coordinator shall:

- a. Survey members' professional development needs;
- b. Coordinate cost-recoverable learning opportunities each year;
- c. Investigate professional development opportunities that exist outside the Association and to distribute that information to the members;
- d. Provide current information on his or her portfolio at each executive and general meeting. A written report is due at each meeting and shall be given to the Recording Secretary for filing;
- e. Perform other duties as may be directed, from time to time, by the Board of Directors.

4. REPRESENTATIVES

4.1 Representatives/Delegates of the Association

Representatives/Delegates of the Association are appointed by the Executive Officers and must be Active Resident members.

Those who represent the Association and its members to external committees shall:

Maritime Association of Professional Sign Language Interpreters

- a. Conduct one's self professionally, maintaining a positive image of the Association;
- b. Represent the interests of the Association, not individual interests;
- c. Accept and fulfill responsibilities on a volunteer basis;
- d. Continually liaise with the Board to determine courses of action;
- e. Submit regular reports of progress, activities, and concerns to be addressed within one week of each meeting;
- f. Provide current information on his or her portfolio at each general meeting.

4.2 Liaisons

The Association may invite representatives from committees, organizations, and associations to:

- a. Attend general meetings and to report back to their group any pertinent information;
- b. Represent their group's perspective regarding issues discussed during the general meeting;
- c. Foster an open communication link between their group and working interpreters.

5. EVENTS

5.1 Authorization

Any goals and events planned by the committees, and any activities planned by the members that will represent the Association must be approved by the Board of Directors before implementation.

6. COMMUNICATION

6.1 Communication

- a. Official board correspondence shall be on "official Association letterhead" with copies provided to the Recording Secretary. All official board correspondence will be consistent with organizational policy and direction.

- b. Communication among board members may occur by telephone, in writing, by electronic mail and/or by other technical sources.
- c. Written correspondence from members shall be filed by the Recording Secretary for future reference.
- d. Members can expect to receive replies to their correspondence, written or otherwise, within two weeks of receipt of such correspondence.
- e. Any correspondence from external organizations or interested parties shall be dealt with in a timely manner.

7. FINANCES

7.1 Funding Types and Sources

Funding for the Association is derived from the following sources:

- a) membership dues,
- b) workshops, special events,
- c) donations,
- d) fundraising activities.

7.2 Receipts

Receipts will be issued for:

- a) membership dues,
- b) workshop fees,
- c) donations over \$10.00.

7.3 Budget

The Association's budget is an estimate of future transactions and will be used for planning purposes.

7.4 Expenditures

Requests for financial support for interpreter related events (i.e. travel to meetings, conferences, etc.) shall be considered on an individual basis by the Board of Directors at their discretion.

Original receipts for stationery, photocopying, printing, postage costs, and other miscellaneous expenses pertaining to the activities of the Association must be forwarded to the treasurer for reimbursement.

C. POLICIES

In addition to the Procedures, the Association has adopted the following policies:

- i. The Association has adopted the dual membership policy of AVLIC and will use the AVLIC's membership form and follow its policies accordingly.
- ii. The Association will follow the same format for taking minutes during a meeting for both its executive and general membership meetings.
- iii. The Association agrees with the principle of only Deaf people teaching sign language and will support CAD on an informal basis regarding this stand.
- iv. The Association will pay an annual rental fee for its post office box so as to maintain consistency for the receipt of mail at one central location.
- v. Workshop fees will be paid in full by all members wishing to attend.
- vi. The Association will endeavour to support the President's attendance to the Presidents' meeting of the AVLIC by covering the cost of travel when available funds allow.
- vii. The Board of Directors will meet prior to renewals to look at the actual cost of membership and present it to the membership for ratification of fee increase.
- viii. All Association's actions are to become report items.
- ix. A \$20.00 fee will be levied to cover the cost of NSF cheques.
- x. Profits collected from workshops hosted by the Association will be accumulated and used towards future workshop expenses.
- xi. The Board of Directors is authorized to spend up to \$300 on items and services relevant to the Association in one fiscal period. Expenses over \$300 will be brought before the membership for approval.
- xii. All general meetings and annual general meetings will be conducted according to Robert's Rules of Order.