

MAPSLI

Bylaws

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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 votes cast
- E. Ordinary resolution means a resolution passed by not less than half (1/2) of votes cast
- F. National Association means the Association of Visual Language Interpreters of Canada (AVLIC)

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 are approved 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 approved by the National Association

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

Section 2: Voting

- A. Each 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
- 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 directors; 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 Board of Directors 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 Board of Directors shall be elected from the Active membership of the Association at the AGM.
- B. Directors 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 Director shall be two (2) full terms.

Section 4: Vacancies

- A. The office of a Director 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 a Director'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, chair all general, board, and special 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 Secretary shall attend general, board, and special meetings of the Association, and shall record all votes and minutes, and distribute them appropriately.
- E. The Member-at-Large shall attend general, board, and special 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.
- B. Committees may be created by the assembly at general meetings by ordinary resolution
- C. Committees should include, but not be limited to:
 - i. Membership
 - ii. Public Relations
 - iii. Professional Development
 - iv. Nominations

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 conducted, along with regular business:
 - i. Minutes of the preceding 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 changes to the bylaws of the Association shall be voted on by special resolution.

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)

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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. Non-receipt of a meeting notice by any member shall not invalidate the proceedings of any general, board, or special meeting.
- E. 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: 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 6: Quorum

- A. A quorum of any meeting of the Association shall be twenty-five percent (25%) of the Active voting members, in person or connected via electronic media.
- 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 Secretary for filing, prior to the commencement of the meeting.
- 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 7: Voting

- A. 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.
- B. 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.

- C. 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, without remuneration.
- B. Committee Coordinators shall serve in their capacities without remuneration.

Section 5: Documents

- A. 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.
- B. The minutes from meetings of the Board shall be available to the Members of the Association upon request at no cost and shall be automatically distributed to Board of Directors.
- C. 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.
- D. 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: 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 financial report shall be signed by the auditor or by two directors.
- C. The financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- D. 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.

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:

Memorandum of Association

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