

Suggested edits based on the October 2008 by-laws

By-Laws of the

Yellowknife Association for Community Living

Interpretation

1. In these by-laws:
 - (a) “Association” means the Yellowknife Association for Community Living;
 - (b) “Board” means the Board of Directors established by section 17;
 - (c) “Executive Committee” means the committee established by section 33;
 - (d) “extraordinary resolution” means an extraordinary resolution as defined in the *Societies Act*;
 - (e) “member” means a member of the Association;
 - (f) “*Societies Act*” means the *Societies Act*, R. S. N. W. T. 1974, as amended from time to time;
 - (g) “special resolution” means a resolution of the Board passed by not less than three-quarters of the total number of directors;
 - (h) “intellectual disabilities” refers to disabilities that are usually present from birth, are not the same as mental or psychiatric illness, are not a direct consequence of one’s substance abuse, and may be characterized as consistent and debilitating difficulties with reasoning, problem solving, abstract thought, abstract communications, and comprehending situations;
 - (i) self-advocate means a member of the Association who has an intellectual disability; and
 - (j) Past President refers to individual who served as President of the Association for a minimum of one year immediately prior to the election of a new President in accordance with provision #42 of these by-laws.
(revised Oct 2011)

Membership

2. Any person willing to further the objects of the Association is eligible to be a member on payment of the membership fee.
3. The annual membership fee shall be paid by each member in such amount as is established by resolution of the Association at the annual general meeting. (revised Oct 2011)
4. Only those individuals who have paid their full membership fees are eligible for recognition as a member in good standing. (revised Oct 2011)
5. The Association will accept memberships and the payment of fees at any time 21 days prior to an annual general meeting. (revised Oct 2011)

6. Only members in good standing may make, debate, or vote on motions at annual general meetings. (revised Oct 2011)
7. All memberships expire upon the close of an annual general meeting. (revised Oct 2011)
8. At each annual general meeting individuals will be given the opportunity to join the Association and pay membership fees for the year immediately following that annual general meeting. (revised Oct 2011)
9. A member may withdraw from membership at any time by submitting a notice in writing to the Board.
10. A member may be expelled from the Association for cause, including actions deemed detrimental to the Association, through a special resolution of the Board. (revised Oct 2011)
11. When the Board elects to expel a member through a special resolution the Board must also, through the same resolution, note the reasons for the expulsion and clarify the expelled member's ability to apply for future membership in the Association. (revised Oct 2011)
12. Before passing any special resolution to expel a member from the Association, the Board must ensure that member is given a fair opportunity to be heard. (revised Oct 2011)

Meetings of the Association

13. The annual general meeting of the Association shall be held in Yellowknife before the end of November of each year at a time and place fixed by resolution of the Board.
14. Special general meetings of the Association shall be held in Yellowknife on such date, time and place as may be fixed by resolution of the Executive Committee, or the Board. (revised Oct 2011)
15. The Board will comply with any petition from 8 or more members requesting the calling of a special general meeting. (revised Oct 2011)

Votes and Proceedings

16. A member in good standing has one vote on any motion put to a meeting of the Association. (revised Oct 2011)
17. Proceedings at meetings of the Association, subject to the wishes of the members, shall be conducted in accordance with standard parliamentary practice, as declared from the chair.

Notice of Meetings

18. The Secretary shall provide notice of an annual general meeting or a special general meeting to all members in good standing in accordance with the provisions of the *Societies Act* (NWT). (revised Oct 2011)

Quorum

19. A quorum for the transaction of business at an annual general meeting or a special general meeting is set at a simple majority of the total number of members in good standing; and
 - (a) Notwithstanding articles 4 and 19 above, any member in good standing may, in writing, excuse themselves from attendance at a particular annual general meeting or special general meeting and their membership will not be used to calculate quorum for that annual general meeting or special general meeting.

Board of Directors

20. The business of the Association shall be carried on under the direction of the Board.
21. The Board shall consist of:
 - (a) not more than 11 and not less than eight directors elected to the Board from among the membership at the annual general meeting of the Association; and
 - (b) not more than 3 and not less than 2 self-advocates elected to the Board from among the membership at the annual general meeting of the Association. (revised Oct 2011)
22. Further to provision 21 above, the Board may also include a Past President who shall serve in that capacity, for a term not to exceed one-year, to advise the Board on past practices and corporate history. (revised Oct 2011)
23. All Board members may attend Board meetings and, at the Chair's discretion, address the Board and move or second motions, but only the directors elected in accordance with provision 21 (a) above may cast votes. (revised Oct 2011)
24. Directors elected to the Board at the annual general meeting shall, as long as they remain a member in good standing, hold office for a term of three years. (revised Oct 2011)
25. Self-advocates elected to the Board at annual general meeting shall, as long as they remain member in good standing, hold office for a term of one year. (revised Oct 2011)
26. Directors and self-advocates are expected to attend as many Board meetings as possible and to ask to be excused from any meetings they cannot attend. Unexcused absences are grounds for removal from the Board. (revised Oct 2011)
27. Directors or self-advocates may resign from the Board upon submitting written notice of resignation. (revised Oct 2011)
28. The Board may, through a special resolution, remove a director or self-advocate from the Board. (revised Oct 2011)

29. When the Board elects to remove a director or self-advocate from the Board the Board must also, through the same resolution, note the reasons for the removal, indicate whether or not the former director or self-advocate is to also be the expelled from the Association. (revised Oct 2011)
30. Before passing any special resolution to remove a director or self-advocate from the Board, the Board must ensure that individual in question is given a fair opportunity to be heard. (revised Oct 2011)
31. A director may be elected for a maximum of two consecutive three-year terms, and may be subsequently re-elected only after a one year absence from the Board. (revised Oct 2011)
32. A self-advocate may be elected for a maximum of two consecutive one-year terms, and may be subsequently re-elected only after a one year absence from the Board. (revised Oct 2011)
33. The Board may by resolution appoint a member in good standing as a director to fill a vacancy on the Board, and a director so appointed holds office until the next annual general meeting of the Association. (revised Oct 2011)
34. Any director appointed in accordance with provision 33 may be elected for a maximum of two subsequent consecutive terms of three years each. (revised Oct 2011)
35. The Secretary or President shall give three days notice of a meeting of the Board to each director.
36. A quorum of the Board is a majority of the directors.
37. Board resolutions, other than special resolutions, may be passed by a simple majority of the directors present at a meeting formerly convened with a quorum. (revised Oct 2011)
38. A director may resign office as director or as an officer of the Association by submitting notice in writing to the Board and the resignation is effective when it is accepted by resolution of the Board.
39. The Board shall meet a minimum of eight times per calendar year. (revised Oct 2011)
40. No director shall receive remuneration for any service performed on behalf of the Association.
41. The Board shall, on behalf of and in the name of the Association, have power to do and to authorize the officers of the Association and the Executive Committee to do all acts and things which the Association is empowered by law to do and, in the opinion of the Board, beneficial to the Association or in furtherance of its objects.

Officers

42. The Board shall hold a meeting immediately following the annual general meeting of the Association at which time the officers of the Association shall be elected by the Board. The officers take office on being duly declared so elected and at the time of declaration, the officers for the previous term are deemed to have resigned.

Duties of the Officers

43. The President shall, when present, preside as Chairperson at all meetings of the Association, the Board and the Executive Committee and is responsible for the general management and supervision of the affairs and operations of the Association. The President is a member, *ex-officio*, of every committee of the Association and of the Board. The Board may at any time retain the services of an Executive Director to carry out the day to day administration of the Association.
44. In the absence or at the request of the President, the Vice-President shall perform and discharge the duties of the President.
45. The Secretary is the secretary to the Board and a member, *ex-officio*, of every committee of the Association. The Secretary shall prepare and keep minutes of all Board meetings. The Secretary shall maintain a record of all minutes of all committee meetings, as submitted by each committee. The Secretary shall perform all duties and trusts as may be from time to time directed and reposed in him or her by the Board and the Executive Committee as the case may be.
46. The Treasurer shall, under direction of the Board, keep full and accurate account of all financial matters and banking transactions of the Association in a proper manner in books available for inspection by the Executive Committee at all reasonable times. The Treasurer shall preside as chairperson at all meetings of the Finance Committee.
47. The Board shall establish an Executive Committee, a Finance Committee, a Policy and Governance Committee, and any other committees that the Board considers necessary or appropriate.
48. Members to each committee, other than the Executive Committee, shall be appointed from the membership of the Association and each committee shall consist of three or more members, including the President and Secretary. The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and immediate Past President.

Books and Records

49. The books and records of the Association shall be kept at the office of the Association in Yellowknife and may be inspected by a member at the office during normal business hours.

Minutes

50. The minutes of each meeting of the Association, the Board, or the Executive Committee shall be prepared by the Secretary. The minutes of each meeting of every Committee of the Association or of the Board, except the Executive Committee, shall be prepared by a member of the Committee and submitted to the Secretary. The minutes of each meeting of the Association or the Executive Committee, and every other committee of the Association or the Board, shall be part of, and kept with, the books and records of the Association.

Documents

51. The execution of documents in the name and on behalf of the Association shall be in such form as the Board by resolution directs.

Seal

52. The seal of the Association shall be in such form as the Board by resolution directs, shall be kept in the custody of the Secretary or such person as the Board may by resolution designate and shall not be affixed to any instrument or document except by authority of a resolution of the directors.

Audit

53. At the annual general meeting, an auditor may be appointed by resolution.
54. The books of accounts, bank statements and all documents, books, papers and records of the Association shall be provided to the auditor of the Association for inspection at all reasonable times. The Board shall take all steps necessary to ensure that the financial affairs of the Association are duly subjected to audit and that a duly audited financial statement and report for the fiscal year is prepared and incorporated in the report of the Board at the annual general meeting of the Association.

Borrowing Powers

55. Subject to the provisions of the *Societies Act*, the Association may, on special resolution of the Board, borrow money on the credit of the Association and may, in connection with the borrowing, authorize the President and Treasurer, the President and a director or the Treasurer and a director to sign a promissory note or other evidence of indebtedness in such amount as set out in the resolution and to secure the same by mortgage, pledge or otherwise as set out in the resolution.

Report

56. The Board shall cause the requisite statements, reports and filings to be made in accordance with the *Societies Act* and for that purpose, the Secretary or the Treasurer as the officer who shall attend to and complete, file and authenticate the same.

Fiscal Year

57. Unless otherwise fixed by resolution of the Board, the fiscal year of the Association begins on April 1 in one year and ends on March 31 of the next year.

Alteration of By-Laws

58. These by-laws may be rescinded, altered or added to at the annual general meeting of the Association or by extraordinary resolution of the Association at a special general meeting called for that purpose.