

Autism Society, Newfoundland and Labrador

By-Laws

1. **AUTISM SOCIETY OF NEWFOUNDLAND AND LABRADOR Inc.** is established for the purposes expressed in the Articles of Incorporation.

2. These By-Laws shall be construed with reference to the provisions of The Corporations Act and amendments thereto and unless the context otherwise requires, words or expressions in these By-Laws shall bear the same meaning as in that Act or any statutory modifications thereof in force at the date at which these By-Laws become binding on the Autism Society of Newfoundland and Labrador, which shall hereinafter be called the "Society".

QUALIFICATIONS AND ADMISSION OF MEMBERS

3. Membership shall be open to anyone who is interested in furthering the aims of the Society.

4. It is the responsibility of each member to ensure that he or she is duly registered with the Society. Membership is established by the payment of an annual registration fee to be determined by the Board of Directors.

5. Honorary memberships may be conferred on any persons who have made an outstanding contribution to the Society on recommendation of the Board of Directors. Honorary members shall pay no fees and have no vote.

MEETING OF MEMBERS

6. The Society shall hold an Annual General Meeting of members for the purpose of the reception of financial and other reports and proposed amendments to the Articles of Incorporation or By Laws and for the transaction, consideration and adoption of all such business as may be properly brought before the meeting.

7. The Autism Society of Newfoundland and Labrador Annual General Meeting shall take place within 9 months of the fiscal year end (March 31) at a time and place to be appointed by the Board members of the ASNL, depending on convenience to the members and auditors. Attendance at an AGM may be in person, via telephone, or by other electronic means provided that each participant in the meeting is able to communicate with other participants in the meeting.

8. Notice specifying the place, day and hour of any Annual or Special General Meeting shall be given to all members by public notice at least two weeks in advance. Public notice should include notice in a provincial newspaper and on the society's website and social media site.

9. Ten voting members shall form a quorum for all purposes at an Annual or Special General Meeting.

10. Only members who have been duly registered as members of the ASNL for twenty one (21) business days prior to the commencement of the AGM may vote.

11. At any Annual, General or Board Meeting all questions shall be determined by a majority of votes cast; the Chairman presiding at such a meeting shall have a casting vote only in the event of an equality of votes.

12. Unless a poll is demanded, the declaration by the Chairman that a resolution has been carried shall be sufficient evidence of the vote without further proof of the number of votes recorded in favor of or against such resolution,

13. Special General Meetings may be held at the discretion of the Executive. Any five members may request by writing the Secretary to call a Special General Meeting, whereupon the Directors shall arrange that a meeting shall be held within four weeks of the request being received.

14. If, within one hour from the time appointed for such meeting, a quorum of members is not present, the meeting, if convened at the request of the members, shall be dissolved. In any other case, the meeting shall stand adjourned to such time and place as a majority of the members then present shall direct, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned indefinitely.

15. The Chairman of any Annual or Special General Meeting may, with the consent of the meeting, adjourn it from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished from the meeting at which the adjournment took place.

THE BOARD OF DIRECTORS

16. Unless otherwise determined in the Annual General Meeting, the number of directors shall not be less than seven (7) and not more than fourteen (14). One of the fourteen seats will be held by a self-advocate, and will be separate on the ballot. Of the remaining thirteen (13) seats, three (3) will be held for regional representatives from the ASNL Western Region, ASNL South & Central Region, and the ASNL Eastern Region. These regional representatives will be nominated and voted for by separate ballot.

17. Directors are elected at the Annual General Meeting. All Directors of the Board shall be elected by the Members to hold office for a term of three years, renewable for a second three-year term. No Director shall be eligible to serve for more than two consecutive terms. Directors shall continue to hold office until their successors are elected.

18. Nominations for Directors shall be made by a Nominating Committee consisting of a minimum of two members selected by the Board at least one month previous to the Annual General Meeting.

19. The names of persons nominated by the Nomination Committee shall be circulated to members at least one week before the Annual General Meeting.

20. The first Directors shall be appointed by the subscribers of the Articles of Incorporation and until Directors are so appointed the subscribers of the Memorandum of Association shall be deemed for all purposes to be Directors of the Society.

21. The Directors shall elect from their numbers an Executive consisting of a President, Vice-President, a Secretary and a Treasurer.

22. The Officers of the Society shall be elected at first meeting of the Board of Directors following the Annual General Meeting. Elected Officers shall hold office until the adjournment of the next Annual General Meeting.

23. In the event, that the President should vacate the position, the Vice-President shall succeed. If any other vacancy occurs in Elected Officers, the Board of Directors may fill the position from the members for the balance of the term of office.

24. Meetings of the Board of Directors shall be held at such time and place as the Directors shall determine.

25. There shall be at least four Board meetings in every calendar year.

26. Seven days notice at least of a meeting of the Board of Directors shall be given to the Officers and Directors unless at least two-thirds of the Officers and Directors agree otherwise.

27. A quorum for Board Meetings shall be more than half of its members.

28. Attendance either in person or electronically at 50% of the meetings of the Board of Directors is mandatory. Failure to do so amounts to an automatic resignation. The Board may appoint another person in the place of any Director who has resigned. The person so appointed shall hold office until the next election of Board Directors.

29. A resolution in writing, circulated to all and approved by a majority of members, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held. This procedure must be carried out within a time frame of ten (10) days.

POWERS AND DUTIES OF OFFICERS AND DIRECTORS

30. The business of the Society shall be managed by the Board of Directors. They shall exercise all powers as are set by the Corporations Act RSNL 1990, or by the By-laws or by the membership as determined at an Annual General Meeting. If there is conflict, priority goes first to the Act, then to the By-laws and then to the will of the membership.

31. The Executive Director shall be an ex-officio and non-voting member of the Board and all Standing Committees. The Executive Director shall be accountable for the general management of the operation and affairs of the Autism Society, subject to the supervision and control of the Board. S/he shall see that all orders and resolutions of the Board are carried into effect and shall at all times provide the Board with such information as they may respectively require concerning the operation and affairs of the Society. S/he shall advise, co-operate with and furnish information and assistance to all Committees. The Executive Director shall employ and discharge agents and employees of the Society within the budgetary limitations set by the Board and shall perform such other duties as assigned by the Board.

32. A banking account shall be authorized by the Board of Directors with a chartered bank and/or a registered trust company. Cheques shall be issued or funds of the society withdrawn or promissory notes and other negotiable instruments issued only under the joint signatures of two of four signing officers; namely the President, the Treasurer, the Secretary and the Vice President; or other person as delegated by the Board of Directors.

33. The Board of Directors shall cause minutes to be made of:

- a. elections and appointments of Officers and Directors;
- b. the names of the Directors present at each meeting of the Board of Directors;
- c. resolutions and proceedings at all meetings of the Society and of the Executive and of other committees and subcommittees of the Society.

34. The President shall:

- a. Preside at meetings of the Society, the Board of Directors and the Executive Committee;
- b. Represent the Society to the government, to the public and to other agencies;
- c. Be an ex-officio member of all committees except the nominating committee;
- d. Superintend and supervise the business of the Society;
- e. Sign the minutes of all General and Board Meetings on approval.

35. The Vice-President shall:

- a. Succeed to the Presidency should the President vacate the position;
- b. Perform all duties of the President in the absence of the President;
- c. Perform other duties as assigned by the President, or the Board of Directors;
- d. Assume the chairmanship of one of the standing committees.

36. The Secretary shall:

- a. Ensure that the minutes of the General Meetings, the Special General Meetings and the meetings of the Board of Directors are recorded. Approved copies of these proceedings shall be maintained in the office of the society;
- b. In the absence of the Secretary, the president may delegate the recording of the minutes to another member of the Board;
- c. Perform other duties as assigned by the President, the Board of Directors or the Society.

37. The Treasurer shall:

- a. Serve as Chair of the Finance and Management Committee;
- b. Ensure that full and accurate accounts of receipts and disbursements of ASNL are kept in proper books of account;
- c. Ensure that all money or other valuable assets are deposited in the name and to the credit of ASNL in such bank or banks and such accounts as may be designated by the Board;
- d. Ensure payment of all bills and accounts that have been approved by the Society or the Board;
- e. Close the books at the end of each fiscal year;
- f. Present reports of the financial condition of the Society to the board when requested and at the Annual General Meeting of the Society;
- g. Ensure that duly examined or audited financial statements shall be presented to the Annual General Meeting;
- h. Ensure that all requirements of the Income Tax Act and the like are forwarded to the appropriate officials;
- i. Perform other duties as assigned by the President, the Board or the Society.

38. The Past President shall:

- a. Assist and provide guidance to the President and the Board of Directors as requested.

39. Non-Executive Members of the Board shall:

Serve as an advocate for autism and the Society in the community;

- a. Support the Society in their fund raising efforts;
- b. Serve on at least one committee of the Society; the standing committees of the board are:
 - Finance and Risk Management
 - Programs and Services
 - Governance and Communications
 - Advocacy

c. Attend meetings of the Board. Attendance may be in person, or by telephone or by other electronic means, providing that each participant in the meeting is able to communicate with all other participants in the meeting.

40. Votes at Board meetings may be given either personally or by proxy.

a. No person shall be appointed a proxy who is not a Board Member of the Society and qualified to vote.

b. The instrument appointing a proxy shall be produced at the meeting at which the appointee proposes to vote.

c. The instrument appointing a proxy shall be in writing, and shall so nearly as the circumstances will permit be in the following form:

I,....., being a member of the Board of Directors of the Autism Society of Newfoundland and Labrador hereby appoint as my proxy to vote for me and on my behalf at any Board Meeting of the Society to be held on the day of

COMMITTEES

41. The Board of Directors may appoint such committees as are required.

42. The Officers of the Society shall have power to appoint persons to fill any vacancies in committees.

ACTS OF COMMITTEES

43. Committees established by the Board will operate within the terms of reference approved by the Board and will perform an advisory role, without exercising the powers of the Board or making decisions of behalf of the Board. Individual board members will not commit the Board unless authorized by the Board. Acts of the Board shall not be compromised by any defect or disqualification in the appointment of any specific member.

PARENT GROUPS/CHAPTERS

44. The Board of Directors may establish chapters or parent groups where interest and numbers permit; these parent groups or chapters would be required to sign the current chapter agreement with the society

FINANCIAL RECORDS

45. In every fiscal year, the books and accounts of the Society shall be examined. At the Annual General Meeting an auditor shall be appointed.

INSPECTION OF BOOKS AND RECORDS

46. The approved Minutes of Board meetings and all books and financial records of the Society (except individual contributions to financial campaigns of the Society and except individual records of employees) shall be open and available for examination by Members at any time by arrangement with the Executive Director and/or his/her designate at the offices of the Society

47. All contracts, deeds, bills of exchange and other documents required to be executed by the Society shall be executed by no less than two officers as may be designated at any time and from time to time by the Board of Directors.

48. All alterations to, deletions from, or additions to these By-Laws shall be made by the members at a General Meeting of the Society and shall need the approval of at least two thirds of the votes cast at that meeting.

49. The Chair shall follow Robert's Rules of Order unless these Policies specify otherwise.

50. The Society's board shall operate as a policy board

DATED at St. John's in the Province of Newfoundland November 1987.

AMENDED at St. John's in the Province of Newfoundland this day of January 26, 1999.

AMENDED at St. John's in the Province of Newfoundland this day of June 21, 2005.

AMENDED at St. John's in the Province of Newfoundland this day of September 11, 2010.

AMENDED at St. John's in the Province of Newfoundland this day of June 11, 2011.

AMENDED at St. John's in the Province of Newfoundland and Labrador this day of August 14th, 2012

AMENDED at St. John's in the Province of Newfoundland and Labrador this day of November 2nd, 2013

