

Manitoba Association of Registered Respiratory Therapists

By-Laws

1. CORPORATE SEAL

- 1.1 The corporate seal of the Association, which shall be in the custody of the Secretary of the Association may, when required, be affixed to any By-law of the Association by the Chairman of any certificate showing that any document passed and to any certificate showing that any document is a true copy of any By-law or other record of the Association, by the President, Vice-President, Secretary or the Treasurer, and shall have the words “**Manitoba Association of Registered Respiratory Therapists**” endorsed thereon.

2. OFFICE

- 2.1 The head office of the Association shall be located at the City of Winnipeg, in the Province of Manitoba, Canada, at the place therein where the business of the Association may from time to time be carried on.

3. MEMBERSHIP IN ASSOCIATION

- 3.1 Membership in the Association shall be limited to the following persons:

- a) Active Practicing members – being those persons registered as such pursuant to the Registered Respiratory Therapists Act and the Regulations made there under.
- i) Active Practicing with Conditions – being those persons who have completed their education and are preparing for registration pursuant to the Registered Respiratory Therapists Act and the Regulations made there under.
- b) Associate Members – being those persons registered as such pursuant to the provisions of the Registered Respiratory Therapists Act; but not being active practising members in the Province of Manitoba; but desiring to be members of M.A.R.R.T. and having obtained the approval of the Board.

- 3.2 Any person whose name is entered in the Register established by The Registered Respiratory Therapists Act and who applies for associate membership in the form prescribed by the Board and pays the registration fee prescribed by or pursuant to the By-laws of the Association shall be entitled to have his name entered in the roster of Associate Members.

- 3.3** An Active Practicing member shall be entitled to:
- a) attend, participate in and vote at meetings of the Association;
 - b) hold office, upon election thereto, on the Board;
 - c) serve as a member, upon appointment as such, of a committee of the Association.
- 3.4** An Associate member shall be entitled to:
- a) attend at and generally participate in, but without a vote, at meetings of the Association;
 - b) serve as a member, upon appointment as such, of a committee of the Association.
- 3.5** The registration fees for registration of a member and for the renewal of such registration shall be determined by the Board.
- 3.6** Each member of the Association who wishes to maintain membership shall pay the registration fee prior to the end of each fiscal year for the ensuing fiscal year. A member who does not pay such fee as required shall cease to be a member in good standing at the end of the fiscal year for which registration fee is paid. Any member who has lost membership in the Association for failure to pay annual dues may reapply for membership and may be reinstated at the discretion of the Board of Directors at a reinstatement fee not to exceed half the accrued arrears in dues owing.
- 3.7** Any member may withdraw from the Association by delivering a written resignation to the Registrar of the Association.
- 3.8** The Board shall establish policies governing the use and distribution of the membership list, rosters and records of the Association and the membership list, rosters and records of the Association shall not be provided to any person except in accordance with such policies.

4. OFFICERS OF THE ASSOCIATION

4.1 Officers

- a) The officers of the Association shall be a President, an immediate Past President, Vice-President, a Treasurer, and a Secretary. The Vice-President shall also be the President-elect of the Association. They shall hereafter be known as the Executive.

b) The Board of Directors may appoint a replacement to fill any vacancy created on the Executive and/or Board for the remainder of the term of office.

c) Officers must be active practicing members of the Association.

4.2 Limitation of Authority

No officer or member shall obligate the Association or commit it to any significant policy, program, purchase, sale or responsibility without the express authority of the Board of Directors.

The Executive has no authority except as specifically delegated to it from time to time by the Board of Directors.

5. EXPENSES OF OFFICES

5.1 The Board of Directors shall establish policies governing the payment of expenses incurred in the course of fulfilling the work of the organization.

6. INDEMNIFICATION OF DIRECTORS

6.1 Every Director of the Association and his heirs, executors and administrators and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of Association from and against:

a) all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against said Director, for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted in or about the execution of the duties of the office;

b) all other costs, charges and expenses which the Director sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by the Director's own wilful neglect or default.

7. ELECTION OF OFFICERS

7.1 The President, Vice-President, Treasurer, Secretary and any other position created shall be determined by the Board of Directors at the first board meeting following the Annual General Meeting.

7.2 Directors serving in Executive positions shall hold office for a one-year term. Directors may serve additional terms in a given office as determined annually by the Board.

7.3 The Board of Directors may appoint such agents as it deems necessary, who shall have such authority and shall perform such duties as the Board of Directors may from time to time prescribe.

8. NOMINATIONS

8.1 The Board of Directors shall appoint a Nominating Committee who shall call for nominations at least 30 days prior to the annual meeting. Any two voting members in good standing may nominate any duly qualified person for election to the Board of Directors of the Association. Such nominations must be in writing, signed by the nominators and must be accompanied by the written consent of the nominee, to act as Officer if elected. Nominations must be received ten days prior to the Annual Meeting by the Secretary. Each nominator may nominate one candidate to the board of directors.

8.2 Nominations for election to the Board of Directors of the Association will also be sought from the assembled members at the Annual General Meeting in accordance with the general principles for election as stated in Roberts Rules of Order.

9. DUTIES OF OFFICERS

9.1 Duties of the President

The President shall be the chief officer of the association and shall act as Chairman at meetings of the Association. The president shall report regularly to all Annual Meetings of the Association. The President, or a designate as determined by the Board, shall also represent the Manitoba Association of Registered Respiratory Therapists on the Board of Directors of the National Alliance of Respiratory Therapy Regulatory Bodies.

9.2 Duties of the Vice-President (President-elect)

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the event of the absence of the President or his disability or refusal to act and shall perform all such other duties as the President or the Board of Directors may assign. Should the President resign or for any reason not be able to fulfil the duties during the term of office, the Vice-President shall become the President for the remainder of the President's term. In such event a new Vice-President will be appointed by the Board of Directors to complete the Vice-President's term.

9.3 Duties of the Treasurer

The Treasurer shall provide oversight to the management of the Association's finances and shall report on the Association's finances to the Board of Directors and annual meetings of the members.

9.4 Duties of the Past President

The past president shall act as a member of the Executive Committee for one year and thereafter, as requested by the Board of Directors, and as Parliamentarian for the Association.

9.5 Duties of the Secretary

The Secretary shall act as the Secretary of the Association and of the Board of Directors. The Secretary shall keep or cause to be kept records wherein shall be recorded:

- a) a copy of the letters patent and of any supplementary letters patent issued to the Association and of the By-laws of the Association duly authenticated;
- b) the minutes of all Meetings of the members of the Association, whether special, general or annual; and meetings of the Executive;
- c) the alphabetically arranged list of all persons who are or have been members of the Association, together with the post office address, electronic mail address and calling of very such person while being a member.
- d) the Secretary may enlist such help, paid or unpaid as approved by the Board of Directors;
- c) it is the function of the Secretary to validate proxies submitted at times of election and this task shall be performed in conjunction with the Treasurer.

10. REMOVAL OF OFFICERS

10.1 Any officer may at any time be removed from office by resolution passed by two thirds majority of the voting members represented at a special meeting of the Association duly called for the purpose and by a majority of the votes cast at the meeting, another qualified member, may be elected for the remainder of the term.

10.2 In addition, any Executive officer may be removed from office by the Board of Directors. This move will have to be sanctioned by the voting members of the Association at a special meeting duly called for that purpose no later than 60 days from such removal. If such sanction is not achieved the officer shall immediately be restored to all positions held before such removal. A notice of

removal from office will be served in writing on the Executive officer(s) being removed from office.

11. FISCAL YEAR

11.1 The fiscal year of the Association shall end on December 31st of each year.

12. MEETINGS OF MEMBERS

12.1 Notice of Meetings of Members

A written notice stating the day, hour and place of meeting and the general nature of the business to be transacted, shall be served by sending such notice to each member via electronic mail or through the post at least thirty (30) days prior to the date set for the meeting, and shall also be posted on the Association's website. Notice of any meeting or any irregularity in any meeting, or in the notice thereof may be waived by any member. The non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

12.2 Annual Meeting of the Association

The Annual Meeting of the Association shall be held once a year on such date as the Board of Directors shall determine. At the Annual Meeting the President shall present a report to the membership.

12.3 Special Meetings of the Association

Other meetings of the Association, whether special or general, may be convened by order of the Board of Directors at any time on its own motion. The Board of Directors must call a special general meeting if it receives a request in writing by at least a quorum of the Voting Members and specifying the business for which such meeting is required, the meeting to be called at the earliest convenience.

12.4 Quorum

Fifteen (15%) per cent of the Voting Members in the Association present in person or represented by proxy, shall constitute a quorum.

12.5 Proxies

Every Voting Member in good standing of the Association entitled to vote at meetings may by instrument in writing appoint a proxy (who shall be a Voting Member in good standing of the Association) to attend and act at the meeting in the same manner, to the same extent, and with the same power as if the member were present at the meeting. The instrument appointing a proxy shall

be in writing under the hand of the appointer or his attorney authorized in writing, and shall cease to be valid after the expiration of one year from the date thereof. The instrument appointing a proxy may be in such form as the Board of Directors shall approve. At the discretion of the Board of Directors, the notice calling any meeting may state that no proxy shall be entitled to vote at such meeting unless such instrument appointing him shall have been deposited with the Secretary before the time at which such meeting is held, and should such notice so state, no proxy shall be entitled to vote at such meeting unless such instrument shall have been deposited.

12.6 Voting

- a) All active practicing Members in good standing of the Association shall be entitled to vote on all questions. In case of a tie vote, the Chairman of the Meeting shall have a deciding ballot.
- b) Unless a poll is requested, a declaration by the Chairman of the Meeting that a resolution has been carried or lost and any entry in the Minute Book to that effect shall be deemed to be conclusive evidence of the fact.
- c) If a poll is requested by three (3) or more members it shall then be taken in such manner as the Chairman of the Meeting may direct.
- d) The Parliamentarian of the Association shall be the sole and absolute judge of the validity of any vote or votes cast at a meeting and as such may direct that any votes which he deems not to be valid be not counted for any purpose.

12.7 Adjournment

The Chairman may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment need be given. Any business may be brought before or dealt with at the original meeting in accordance with the original notice calling the same.

13. BOARD OF DIRECTORS

13.1 The property and business of the Corporation shall be managed by a Board of Directors consisting of not less than 5 and no more than 10 directors. Two of the directors will be lay persons who are not members of the association and who are appointed by the Minister.

13.2 The Board of Directors may invite the Registrar to be an ex-officio (non-voting) member of the Board.

13.3 A Director(s) will be elected on an at large basis at the annual general meeting by a majority vote and shall hold office for a two-year term. The incumbent may allow his name to be re-nominated and may be elected for a maximum of three (3) consecutive terms. After serving three (3) terms, a member must take a one (1) year break before being eligible to be nominated as a director again.

13.4 Quorum

Fifty percent plus one (50% + 1) of the members of the Board of Directors shall constitute quorum.

13.5 Vacancies

Should a Director position become vacant, the Board of Directors may appoint a replacement to complete the remainder of the term. The replacement will be eligible to be duly elected to two full consecutive terms at the completion of the remainder of the term being filled by appointment.

In the event that a board position is not filled at the Annual General Meeting, the Board is authorized to appoint a director to fill the vacant position and said director shall be eligible to be re-elected by the AGM for two (2) full consecutive two (2) year terms at completion of the remainder of the term being filled by appointment.

13.6 Removal of a Director

Any Director who has been absent from three (3) consecutive regular meetings of the Board of Directors without just cause or excuse, or any Director who ceases to be a member in good standing shall automatically vacate the seat on the Board and the vacancy shall be filled as outlined in Section 13.5 of these bylaws.

13.7 The Board of Directors shall:

- a) approve the appropriation, investment, and disbursement of the funds of the Association including the annual budget;
- b) prepare and submit for approval to each annual meeting of the Association a financial statement of the operations of the Association for the past year duly certified by the auditors;
- c) hire the Association Manager and Registrar of the Association and such additional employees as the Board may consider necessary for the conduct of the business of the Association, and prescribe the duties of such employees.
- d) recommend to the Annual General Meeting each year an auditor for the Association;

- e) be empowered to set fees other than the annual membership fee, as the Board may consider necessary;
- f) generally direct and conduct the business and affairs of the Association;
- g) borrow money upon the credit of the Association and limit or increase the amount to be borrowed as outlined in a policy that the Board of Directors shall adopt;
- h) issue bond, debentures, or other securities of the Association;
- i) pledge or sell such bonds, debentures, or other securities for such prices as may be deemed expedient;
- j) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association including book debts, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability;
- k) give indemnities to any director other person who has undertaken or is about to undertake any such director or other person against loss by giving him a mortgage or charge upon the whole or any part of the real or personal;
- l) authorize any Director or Directors, Officer or Officers, Employee of the Association or other person or persons, whether connected with the Association or not, to sign, execute and give on behalf of the Association all documents, agreements and promises necessary or desirable for the purposes aforesaid.

14. COMMITTEES

14.1 The Board shall establish committees as is deemed necessary to fulfil the objectives of the Association and in any event shall establish the following:

- a) Complaints Committee;
- b) Discipline Committee;
- c) Advisory Council; and
- d) Investigation Chairperson.

14.2 The Board shall appoint the Chairperson of all committees.

14.3 Members of all committees shall be appointed by the Committee chairperson and ratified by the Board.

15. PROPERTY AND PUBLICATIONS

15.1 Disposal of Property

The whole or any substantial part of the property or invested funds of the Association may be sold or disposed of only pursuant to a resolution of the Board of Directors confirmed by the affirmative vote of a two thirds majority of the members present in person or by proxy_at a General Meeting or special meeting of the members.

15.2 Publications

Every publication of the Association and the copyright to same shall be the property of the Association. The Board of Directors shall have the power to release the rights of the Association in and to any such document.

16. SIGNING AUTHORITY

16.1 All deeds, conveyances or mortgages or real property, all contracts (except trade contracts made in the ordinary course of the business of the Association), and any other documents and instruments in writing requiring the signature of the Association shall be signed by the two (2) signers approved by the Board of Directors.

16.2 All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have powers from time to time by resolution to appoint any other officer or officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing.

16.3 All cheques, drafts or orders for the payment of money and all rates, acceptances and bills of exchange shall be signed by such officers and in such manner as the Board of Directors may from time to time designate.

17. APPOINTMENT OF AUDITORS AND AUDIT

17.1 Appointment

At each Annual Meeting, an auditor or auditors shall be appointed to hold office until the next Annual Meeting of the Association and until the appointment a successor or successors, unless the auditor(s) shall resign or the office shall otherwise become vacant.

17.2 Audit

At least once in every fiscal year, such auditor or auditors shall examine the accounts of the Association and any balance sheet to be laid before the Association at any Annual meeting and shall report thereon to the Members.

18. AMENDMENTS TO BY-LAWS

18.1 Any amendments to these By-laws require a two-thirds majority vote of members present in person or by proxy at the Annual Meeting.

19. INTERPRETATION

19.1 In this and all other By-laws of the Association where the context so requires, the singular shall include the plural; the plural shall include the singular; the masculine shall include the feminine; the feminine shall include the masculine; and the word person shall include firms, corporations, companies and bodies corporate.