

**Association for
Community Living -
Manitoba**

BYLAWS

Approved

October 28, 2020

Association For Community Living - Manitoba Inc. Association Pour L'Integration Communautaire - Manitoba Inc.

ARTICLE 1 - DEFINITIONS

History

1.1 The Canadian Association for the Mentally Retarded, Manitoba Division, was formed originally as The Association for the Retarded Children in Manitoba, and incorporated by Letters Patent on the 7th day of May 1953.

The names Association for Community Living - Manitoba Inc. / Association Pour L'Integration Communautaire - Manitoba Inc. were adopted at the May 1985 AGM and registered with the Corporations Branch on July 22, 1985.

1.2 The term "Association" shall mean the Association for Community Living - Manitoba Inc. / Association Pour L'Integration Communautaire - Manitoba Inc.

1.3 The term "Local Association" shall mean a branch of the Association established under Section 11 of *The Association for Community Living – Manitoba Inc. Incorporation Act*.

ARTICLE 2 – VISION, MISSION and OBJECTIVES

Vision

An inclusive Manitoba in which people with an intellectual disability are valued equally and able to participate fully in all aspects of society.

Mission

The Manitoba Association for Community Living is a registered charity leading the way to building an inclusive Manitoba for individuals with an intellectual disability. We do this through strengthening families, defending rights, and transforming communities into places where everyone can belong.

OBJECTIVES:

- to advocate on behalf of, and support the self-advocacy of, individuals and families for their rights as citizens

- to inform legislation and public policy and programs at all levels that advance and support the rights of persons with intellectual disability in Manitoba
- To advance the rights of people living with intellectual disabilities in accordance with the Canadian Charter of Rights and Freedoms and the Canadian Human Rights Act and the United Nations Convention on the Rights of Persons with Disabilities and the Convention on the Rights of the Child and all relevant provincial legislation
- To support the identification and implementation of leading practices in the building of inclusive communities

ARTICLE 3 - MEMBERSHIP

3.1 Membership

- (a) Local Associations in good standing shall be Members of the Association
- (b) Any individual or not-for-profit organization sympathetic to the purposes of the Association shall be eligible for membership. Application for membership shall be approved by the Board.
- (c) The Board may require Members to pay an annual membership fee. Payment of the annual fee, if any, is required in order to continue in good standing as a Member of the Association.
- (d) Every Member in good standing has the right to vote at any meeting of the membership.

ARTICLE 4 - BOARD OF DIRECTORS

4.1 Composition

The affairs of the Association shall be managed by a Board composed of up to twelve Directors plus the Past President.

- (a) Annually, at the Annual General Meeting, a slate of candidates who have been vetted and approved by the Board will be voted on by the membership as the Board of Directors for the upcoming year.
- (b) The term of office for directors shall be for a two-year renewable term and their term of office shall begin at the close of the annual meeting at which they are elected.

- (c) All directors shall live in the Province of Manitoba and be of 18 years of age, and be members in good standing and must remain members of the Association throughout their term. No remuneration shall be paid to any director for any service rendered to the Association. However, directors shall be entitled to receive reimbursement for out-of-pocket expenses incurred while attending Board meetings, or acting on behalf of the Association in any matter designated by the Board.

4.2 Removal

All Directorship terminations must be ratified by the Board.

- (a) Resignation

A Director of the Board may resign his/her Directorship by submitting a letter of resignation to the President of the Board.

- (b) Removal for cause

Any Director may be removed for cause at any time by resolution at a regular or special Board Meeting and passed by at least three-fourths of the votes at the meeting.

- (c) Absenteeism

Unless otherwise determined by the Board, the absence of a Director from three (3) consecutive regular Board meetings shall be deemed to be a resignation of the said Director from the Board.

4.3 Vacancies

In the event that a vacancy on the Board of Directors occurs at any time between annual meetings, or the Board determines a need for additional expertise, Directors may be appointed by the Board. Such appointments shall be until the next annual meeting and such Directors have full voting rights.

4.4 Meetings and Quorums

Meetings of the Board of Directors shall be held at any place in Manitoba, not less than four times per year, at the call of the President or at the request in writing of any ~~five~~ directors for a stated purpose. A quorum at a Board of Directors meeting shall be a majority of the directors, including at least one member of the Executive.

ARTICLE 5- OFFICERS

- 5.1 Officers of the Association shall be the immediate Past President, President, Vice-President, Treasurer and Secretary.
- 5.2 Before becoming eligible for the office of President, a Member shall serve as a Director of the Association for at least one year unless the Board decides otherwise.
- 5.3 The Officers of the Association shall be elected from among and by the Directors attending any meeting of the Board.
- 5.4 Any Officer may be removed for cause upon a three-fourths vote of the Directors attending any meeting of the Board.
- 5.5 In the event that a vacancy should occur in the office of President, the Vice-President is authorized to act and assume the responsibilities of the President. A meeting of the Board shall be held within four weeks for the purpose of electing a new President by a majority vote of the Board.
- 5.6 In the event that a vacancy should occur in any office other than the President, a replacement for the unexpired term may be elected by a majority vote of the Board.
- 5.7 The duties of the Officers shall be as follows:
- (a) The President shall be the executive head of the Association and shall give general direction to all Association activities under policies set by the Board. The President shall, if present, preside at all meetings of the Association, the Board, and the Executive Committee.
 - (b) The Vice-President shall perform the duties of the President in the absence of the President and shall perform any other duties assigned by the President.
 - (c) The Treasurer shall be responsible for the financial affairs and documents of the Association, for the keeping of full accurate accounts of the assets, liabilities, receipts, and disbursements of the Association. The Treasurer shall be responsible for the disbursement of funds as directed by the Board and shall, on regular basis, render the Board of Directors an account of all transactions and the financial condition of the Association.
 - (d) The Secretary shall be responsible for the recording of all votes and the minutes of all proceedings of the Association, Board of Directors and Executive Committee meetings. The Secretary shall receive all reports of committee Chairpersons, and receive all Resolutions for presentation and meetings.

(e) In addition to the duties listed above, one of the voting members of the Executive must also fulfill the role of the CACL Representative.

ARTICLE 6 - EXECUTIVE COMMITTEE

6.1 There shall be a committee of the Board of Directors known as the Executive Committee consisting of the Officers, as outlined in 5.7, who are elected at the first meeting of the Board, along with the Past President and the Executive Director (if applicable) as an Ex-officio member.

6.2 A quorum for meetings of the Executive Committee shall be three of the Executive.

6.3 The Executive Committee shall meet at the call of the President or at the written request of any three executive members of the committee for a stated purpose.

ARTICLE 7- SEAL

The Corporate Seal in such design as may be approved by the Board of Directors shall be the Seal of the Association and wherever used shall be Authenticated by the signatures of the President and the Secretary of such Other persons as the Board of Directors may appoint.

ARTICLE 8 - COMMITTEES

8.1 The Board of Directors shall appoint all committee chairpersons. Committees shall be standing or shall be Ad-hoc in nature and designed to carry out a specific function defined by the membership or Board of Directors.

8.2 Members of committees shall be appointed by the respective committee chairperson. Committee members shall be drawn from the board or the membership of the association.

ARTICLE 9 – ANNUAL GENERAL AND SPECIAL MEETINGS

9.1 The Association shall hold an Annual General Meeting of members at a time and place to be determined by the Board of Directors. Special General Meetings may be called at any time by a majority of Board of Directors. The Association shall hold an Annual General Meeting of Members within 6 months following the end of the fiscal year. Special General Meetings shall be held at such time and place as the Board of Directors appoint.

9.2 Notice of Annual General Meetings and request for board director nominations shall be sent to each Member not less than 6 weeks prior to the meeting.

9.3 Notice of Special Meetings shall be sent to each member not less than two weeks prior to the meeting.

9.4 At an Annual General Meeting or Special Meeting, each Member present shall carry one vote.

9.5 Employees of the Provincial Association, or any member organization, shall not vote at meetings of the Association. Employees may participate in discussions.

9.6 Members' resolutions for consideration at the Annual General Meeting must be received by the Board 4 weeks prior to the meeting. All resolutions from Board of Directors and members' resolutions and accepted by the Board must be communicated to members no later than two weeks prior the Annual General Meeting.

9.7 Late Members' Resolutions may be accepted after the deadline, but will not be taken to a vote unless 2/3 of the delegation present at the AGM are willing to consider the resolution.

9.8 Except as otherwise stated herein, a majority of votes shall decide all motions at all Annual General or Special Meetings.

9.9 The presence of 25% of Members at an Annual General Meeting shall constitute quorum.

ARTICLE 10– FISCAL, BANKING AND AUDIT

10.1 The fiscal year of the Association shall commence on the First day of April of each year and shall conclude on the 31st of March of the ensuing year.

10.2 All monies received by the Association shall be deposited in the name of the Association at a bank or trust company designated by the Board of Directors.

10.3

(a) Any officer of any person appointed for the purpose by the Board of Directors may endorse cheques for deposit to the Association's bank account.

(b) Any two of, the President, the Treasurer, and officer designated by the Board, or the Executive Director may sign, make, draw or accept bills or exchange

and other negotiable instruments, or any contract or instrument in writing on behalf of the Association. Any instrument in writing so signed shall be binding upon the Association with formality or ratification.

ARTICLE 11 – AMENDMENTS

Amendments to the by-laws require approval by two-thirds of the voting members present at an Annual General Meeting or Special meeting as per processes outlined in article 9.

ARTICLE 12 – Affiliation with CACL

The Association for Community Living – Manitoba Inc. / Association Pour L'Integration Communautaire – Manitoba Inc. maintains affiliation with the Canadian Association for Community Living / Association Canadienne Pour L'Integration Communautaire in accordance with the prescribed membership and assessment requirements.