

BYLAWS

Table of Contents

I. Name	2
II. Location	2
III. Purpose and Objectives	2
IV. Membership	
<i>Admission and Term</i>	2
<i>Privileges</i>	3
<i>Access to the Board of Directors</i>	4
<i>Grievance Committee</i>	4
V. Financial and Fiscal Year	4
VI. Board of Directors	
<i>Members</i>	4
<i>Nomination</i>	5
<i>Duties</i>	7
<i>Vacancies</i>	8
<i>Meetings</i>	8
<i>Quorum</i>	9
<i>Remuneration</i>	9
<i>Term</i>	9
<i>Executive Committee</i>	9
<i>Parent Advisory Council</i>	11
VII. Meetings	
<i>General/Special</i>	11
<i>Annual General</i>	12
VIII. Parliamentary Authority	14
IX. Amendment of Objectives and Bylaws	14
X. Review of Decision(s) of the Board of Directors	14
XI. Recall of Director(s)	15
XII. Suspension or Expulsion of Members	16
XIII. Dissolution	17
XIV. Seal	17

Accepted at the Annual General Meeting, December 12 1991/92/02/26 Insertion in 14: Seal, use of seal per: V.M. Hochachka Items 6.1.2 to 6.1.2.3, and Item 6.9.1., amended March 22, 1995 Article VI, Section 1, Clause (b) and (c); amended June 2000; amended November 27, 2001; amended March 24, 2004; amended November 25, 2009; amended November 23, 2011; amended November 19, 2012; amended November 26, 2013; amended November 20, 2014; amended November 22, 2017; amended November 20, 2019.

Bylaws of Elves Special Needs Society

- I. Name** – The name of the Society is Elves Special Needs Society, hereinafter referred to as “the Society”.
- II. Location** – The Head Office of the Society shall be in Edmonton in the Province of Alberta and at such place as the Board of Directors may from time to time determine.
- III. Purpose and Objectives** – The Society is an educational, family-oriented organization designed to provide services and facilities to children and adults who have disabilities, and to provide support to their families. Services to families shall be ongoing as long as the families funding can be secured. The Society seeks to maintain effective communication with all organizations and endeavours to develop and promote community understanding of the needs and problems of individuals who have disabilities.
- IV. Membership**
- 1. Admission and Term**
- (a) ***Membership in the Society*** shall be open to all persons 18 years and over who are committed to the Purpose and Objectives of the Society. The Society shall be composed of the following categories of members:
- (i) *Community Members (voting status)* – In order to vote, new community members including ex-staff must have applied to the Society and paid an annual membership fee by October 31 of the membership year. The Board of Directors of the Society may make recommendation to the general membership to accept a new member. Subject to the foregoing, the general membership of the Society, at the Annual General Meeting, shall reserve the right to grant or deny membership to any individual.
 - (ii) *Caregivers (voting status)* – Parents, guardians and foster parents, hereinafter referred to as “caregivers, may become members at any time and are entitled to vote.
 - (iii) *Employees and spouses (non-voting status)* – Employees of the Society and their spouses may become members at any time. They shall have non-voting status. Employees of the Society shall not be eligible for election to the Board of Directors until three (3) years following termination of employment with the Society.

- (b) Membership shall terminate upon:
 - (i) *an individual being expelled* from membership at a General Meeting of the Society as hereinafter provided (12: Suspension or Expulsion of Members).
 - (ii) *an individual's resignation* tendered in writing to the Board of Directors.
 - (iii) *non-renewal* of membership for community members.
- (c) Upon termination of membership in the Society, a member shall no longer have a voice in the affairs of the Society.
- (d) Membership in the Society shall bind the member to accept and abide by the provisions of the Purpose, Objectives and Bylaws of the Society.
- (e) Membership fees shall be determined by the Board of Directors of the Society.
- (f) A member has no right, title, or interest, in any funds or assets of the Society.

2. Privileges

- (a) A voting member of the Society shall be entitled to one (1) vote at any General Meeting of the Society at which such member is present. Votes by proxy shall not be valid. Subject to the provisions of these Bylaws, a vote may, at the Chairman's discretion, be taken by a show of hands, or in writing, if a majority at the meeting by show of hands desires the same.
- (b) Non-voting members will be entitled to attend all Annual and Special General Meetings and may speak with the permission of the Chairperson.
- (c) The Board of Directors shall, by reference to the records of the Society, determine whether a member is in good standing. The Board of Director's decision in the matter shall be final.

3. Access to the Board of Directors

An individual wishing to make presentation to the Board of Directors must apply in writing to the President/Chairperson not less than one (1) week prior to the next regular meeting of the Board of Directors, outlining the information to be presented.

4. Grievance Committee

The Grievance Committee shall be a standing committee appointed by the President/Chairperson. The Grievance Committee shall hear any member or staff grievance and make recommendations to the Board of Directors for appropriate action.

The Grievance Committee shall consist of one (1) community member and two (2) caregiver members, other than members of the Board of Directors.

V. Financial and Fiscal Year

1. The books of the Society must be audited once per year by the external Auditor appointed by the membership of the Society to serve until the next Annual General Meeting. The audit of the Society shall encompass its fiscal year being from September 01 to August 31 of the calendar year.

2. Auditors shall be appointed and their duties regulated in accordance with The Societies Act, or any statutory modification thereof at the time being in force.

3. The books and records of the Society may be inspected by any member of the Society at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same with the exception of records that the Board designates as such books and records but may not photocopy said books and records without permission of the President/Chairperson and the Secretary of the Board.

4. Preparation and retention of any other books and records of the Society will be kept by the Administration Department.

VI. Board of Directors

1. Members

(a) Subject to clause 6.1.2 of this section, and clause 4.2.1, a voting member in good standing in the Society shall be eligible for election to the Board of Directors.

(b) Members – The Board of Directors shall consist of twelve (12) elected members with due regard to the mix of President/Chairperson, Past President and/or Directors.

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- (c) Composition of Board of Directors – The total number of Board Members who are parents/caregivers of program participants in *any* Elves’ program shall be at least six:
 - (i) three (3) representatives associated with the Adult Program;
one (1) representative associated with the School Program; and
two (2) representatives associated with the Early Education Program.
 - (ii) The remaining six (6) Board Members may be community members.
 - (d) If there are insufficient amounts of nominations of parents/caregivers of program participants in the three (3) Elves’ programs then nominations shall be canvassed from parents/caregivers of program participants in any of the three (3) Elves’ programs. If there are still an insufficient number of nominations of parents/caregivers, then community members can be considered.
 - (e) In the event that a Program Participant associated with an elected representative, as outlined in Article VI, Section (c), Subsection (i) no longer attends Elves, the elected representative has the option to retain their Board status until their term has expired. Should they wish to be considered eligible for re-election, they will be eligible to be re-elected with the same status for an additional two-year term.
 - (f) Notwithstanding subsection 1(d), at least one parent/caregiver shall be from the School Program and shall also be an elected member of the Parent Advisory Council.
 - (g) Conflict of Interest – No contract with the Board of Directors under which a Member of the Board has a pecuniary interest is valid.
 - (h) All Board Members must sign a Code of Ethics and Statement of Confidentiality.

Contracts for which a former Board Member has a pecuniary interest will not be considered by the Board of Directors until two years after the expiration of that former Board Member’s term of directorship.

2. Nomination

- (a) During the Annual General Meeting, the President/Chairperson or designate shall appoint a Nominating Committee consisting of not less than three (3) members, one (1) from the Board of Directors, and two (2) from the general membership of the Society. The Nominating Committee shall recommend a slate of members for election to the Board of Directors for the following term.

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- (b) Prior to the Annual General Meeting, the Nominating Committee shall canvas the membership for nominations to fill vacancies on the Board.
 - (c) Any voting member in good standing and with a current Society membership, may up to 20 business days prior to the Annual General Meeting, submit their name or nominate another voting member, to be added to the slate of nominees. The candidate will provide information to the Society as follows:
 - i) Full name
 - ii) Contact Information (phone, address, email)
 - iii) Category of nomination (Article VI, Section 1, subsection (c)).
 - (d) The candidate nominated must then communicate with the Board by written or electronic communication, to confirm acceptance of the nomination up to 15 business days prior to the Annual General Meeting.
 - (e) Upon receiving a nomination, the Executive Director will advise the candidate of the nomination and confirm their willingness to stand as a nominee.
 - (f) The Board or its Nominating Committee shall present to the membership, a list of nominations at least sufficient to fill the vacancies striving to represent the composition outlined in Article VI – Board of Directors, Section 1 - Members, subsection (c).
 - (g) At least 10 business days prior to the Annual General Meeting, the Secretary shall post a copy of the Report of the Nominating Committee in a prominent place within facilities owned or operated by Elves Special Needs Society together with a notice calling the Annual General Meeting. Copies of this information shall be forwarded to all members of the Society.
 - (h) The general membership shall elect the President/Chairperson of the Society at the Annual General Meeting for a two (2) year term. The Board of Directors shall appoint the remaining Executive Officers at their first meeting.
 - (i) Election to the President/Chairperson position shall stand for two years, and shall supersede any other terms for re-election.
 - (j) In the event where the President/Chairperson is unable to fulfill their term, a new President/Chairperson will be appointed by the Board of Directors to serve until the next Annual General Meeting whereat the general membership may elect that candidate as President/Chairperson for a maximum of two, two-year terms.

3. Duties

Members of the Board of Directors are insured under non-profit management assurance or non-profit directors and officers liability policy.

- (a) The Board of Directors shall be responsible for and accountable to the general membership for the operation of the Society.
- (b) The Board of Directors shall have the power and authority over the affairs of the Society during the interim period between Annual General Meetings.
- (c) The Board of Directors may exercise all of the powers of the Society to borrow or raise money and to mortgage all or any of the real and personal property of the Society, both present and future, and to create and issue at par or at premium or at a discount, debentures, mortgage debentures, debenture stock, and other security of any description whatsoever. In no case shall debentures be issued without the sanction of a special resolution of the Society.
- (d) The Board of Directors shall be charged with the responsibility of establishing policies to carry out the Purpose and Objectives of the Society and of ensuring implementation according to the Bylaws of the Society.
- (e) All documents shall be signed by any two (2) of the following officers: President/Chairperson, Vice-President, Treasurer, or Secretary as required.
- (f) The Board of Directors shall be responsible for appointing the Executive Director. The Executive Director shall be accountable directly to the Board of Directors. Selection of the Executive Director must be based on education and experience in areas indicated on the Mission Statement of the Society and include best practice in working with the disabled population and families as a whole.
- (g) The Board of Directors shall ensure that all necessary books and records of the Society required by the Bylaws of the Society or by any applicable statute or law are regularly and properly kept.
- (h) The Society shall indemnify a director or officer of the Society, a former director or officer of the Society, and his heirs and legal representatives, against all costs, charges, and expenses, including, without limiting the generality of the foregoing, all legal expenses, or an amount paid to settle an action or satisfy a judgment, reasonably incurred

by him in respect of any civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Society, if he acted honestly and in good faith with view to the best interests of the Society and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

- (i) To the extent permitted by law, no director or officer for the time being of The Society shall be liable for the acts, receipts, neglects, or defaults, of any other director or officer or employee of the Society, or for joining in any act, receipt, neglect, or default for conformity, or for any loss, damage, or expense happening to The Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, firm, or corporation, with whom or with which any monies, securities, or effects of the Society shall be lodged or deposited, or for any loss, damage, or misfortune whatsoever which may happen in execution of the duties of his respective office or trust, or in relation thereto, unless the same shall happen by or through his failure to act honestly and in good faith with a view to the best interests of the Society or, in connection therewith, by or through his failure to exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

4. **Vacancies** – Between Annual General Meetings, vacancies in the directorate may be filled by a two-thirds (2/3) majority vote of the remaining Directors. The Board may also appoint an individual as an observer without voting capacity, to attend meetings.

5. **Meetings**

- (a) The Board of Directors shall meet at least ten (10) times throughout the calendar year.
- (b) All questions arising at a Board of Directors' Meeting shall be decided by a majority vote of those present, and in the case of equality of votes, the President/Chairperson shall have the deciding vote.
- (c) The Board of Directors shall distribute to the membership, highlights of the activities of the Board of Directors in the quarterly Newsletter and on the Society's website.

6. **Quorum** – Quorum is achieved when 50% plus one currently elected Board Member are in attendance. Board Member participation will constitute attendance in person, via conference call, or Internet Telephone (Voice Over IP Products – VOIP).

- (a) Electronic Participation – Should a Board Member be unable to be physically present at a meeting, the Board Member may participate in a specific item(s) at the Board or Committee Meeting by using electronic means up to three times per calendar year.
 - (b) When there are less than the required number of members, quorum may be achieved in urgent decisions, via conference call according to quorum requirements for regular Board Meetings. Any motions must still be ratified at the next Board Meeting.
7. **Remuneration** – Unless authorized at any meeting and after notice of same shall have been given, no member of the Society Board of Directors shall receive any remuneration for his/her services.

8. Term

- (a) Members of the Board of Directors shall hold a two (2) year term of office elected at Annual General Meetings. Board Members shall be limited to two (2) consecutive two (2) year terms, however, after an absence of one (1) year, the person may run for an additional two (2) consecutive two (2) year terms with the exception of:
 - i) the President/Chairperson and the Treasurer whose positions may be extended for a period of two (2) additional years if a candidate with suitable expertise cannot be determined and may alter the effective governance of the Society;
 - ii) the term of office of a member who assumes the position of Past President/Chairperson may be extended for a period of one (1) additional year;
 - iii) the term of office of any member, other than the President/Chairperson, who assumes a new executive position, may be extended for a period of an additional two (2) years.

No member may serve on the Board of Directors for more than seven (7) consecutive years.

9. Executive Committee

- (a) The Executive Committee shall consist of the President/Chairperson, Vice-President, Secretary, Treasurer, and the immediate Past-President.
 - (A) *President/Chairperson* – The President/Chairperson shall:
 - (i) When present, preside at all meetings of the members of the Society and of the Board of Directors.
 - (ii) Appoint all standing and special committees reporting to the Board of Directors.
 - (iii) Act as an ex-officio member of all committees.
 - (iv) Provide all news releases to the media.

- (v) In conjunction with an officer appointed by the Board of Directors for that purpose, review all Bylaws, memberships and contracts.
- (B) *Vice-President* – The Vice-President shall:
 - (i) During the absence or inability of the President/Chairperson, assume the powers and duties of the President/Chairperson.
 - (ii) Serve as a special consultant and advisor to the President/Chairperson.
 - (iii) Perform other duties as may be determined by the Board of Directors or assigned by the President/Chairperson.
 - (iv) Chair committees as assigned by the President/Chairperson.
- (C) *Secretary* – The Secretary shall:
 - (i) Attend all meetings of the Board of Directors and review and approve Minutes.
 - (ii) Perform such other duties as may from time to time be determined by the Board of Directors.
- (D) *Treasurer* – The Treasurer shall:
 - (i) Examine the monthly financial statement prepared by the Society’s Finance Director and present it to the Board of Directors.
 - (ii) Oversee that all withdrawals in excess of authorized limits be signed by any two (2) of: the Treasurer, the President/Chairperson, the Executive Director, or such Director as may be designated by the Board of Directors for such purpose.
 - (iii) Provide advice or information on financial issues for discussion and decision at Board Meetings and at the Annual General Meeting; provide guidance to the Executive Director and Finance Director.
- (E) *Past President/Chairperson* – The Past President/Chairperson shall:
 - (i) Have served as President/Chairperson in the immediately preceding term.
 - (ii) Be a voting member of the Board of Directors for one (1) year after fulfilling his or her term as President/Chairperson.
 - (iii) Provide advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Society.
 - (iv) Assist with Board recruitment and orientation to the Board.
- (b) The Executive Committee shall act for the Board of Directors in emergency situations if action must be taken before the Board of Directors can meet. Such actions are subject to ratification at the next Board of Directors’ Meeting.

10. Parent Advisory Council

- (a) No less than three (3) parents/caregivers of program participants from Elves' Programs shall compose a Parent Advisory Council to provide ongoing advice to and consultation with the Board of Directors and the Executive Director in any matter respecting Elves' Programs.
- (b) At least three (3) members of the Parent Advisory Council shall be elected at the Annual General Meeting.
- (c) At least one (1) elected Parent Advisory Council member shall be an elected Board Member and shall be a parent/caregiver from the School Program.
- (d) The Parent Advisory Council shall meet with the Executive Director and the Board President/Chairperson or designate no less than three (3) times a year.
- (e) A Parent Advisory Council member's term of office is two (2) years with a two-year renewal.
- (f) In the event of a vacancy, the Council may appoint a new member by majority vote.

VII. Meetings

1. General/Special

- (a) General Meetings of the Society other than the Annual General Meeting shall be considered Special Meetings and may be called by the Board of Directors, the President/Chairperson or any ten (10) members of the Society. Notice of such meetings shall state the general nature of the business to be considered and covered.
- (b) Five (5) or more business days' notice in writing of a General Meeting specifying the place, date, and hour of the meeting shall be given to all members of the Society by posting such notice in a prominent place at Elves Child Development Centre, Elves Early Education Program, and Elves Adult & Youth Centre and by forwarding notice to the general membership of the Society by mail, email or fax if necessary and to all families via the program participants in their backpacks.
- (c) A quorum for a General Meeting shall be eighteen (18) voting members. If a quorum is not present within thirty (30) minutes from the time set for commencement of the meeting, the Chairperson shall adjourn the meeting to thirty (30) minutes later. If no quorum is achieved

after thirty (30) minutes, the meeting shall commence with those present. Those present at that time shall be deemed to constitute a quorum.

- (d) All issues arising at a General Meeting shall be determined by the majority vote of those present and entitled to vote. In the case of an amendment to the Bylaws, a vote of three-quarters (3/4) of those present and entitled to vote shall be required.
- (e) In the case of equality of votes, the Chairperson shall have the deciding vote.
- (f) It is usual that the Executive Assistant, or Designate appointed by the Executive Director, takes Minutes and that the Minutes are approved and signed by the Secretary of the Board of Directors. The Minutes are kept under lock and key in the office of the Administration Department of the Society.

2. Annual General

- (a) Annual General Meetings shall be held on or before November 30 of each year and not more than four (4) months following the close of the Society's fiscal year.
- (b) Annual General Meetings shall be convened by the President/Chairperson or designate of the Society and shall be held at such time, place, and date as fixed by the President/Chairperson or designate.
- (c) A quorum for an Annual General Meeting shall be eighteen (18) voting members. If a quorum is not present within thirty (30) minutes from the time set for commencement of the meeting, the Chairperson shall adjourn the meeting to thirty (30) minutes later. If no quorum is achieved after thirty (30) minutes, the meeting shall commence with those present. Those present at that time shall be deemed to constitute a quorum.
- (d) All issues arising at an Annual General Meeting shall be determined by the majority vote of those present and entitled to vote. In the case of an amendment to the Bylaws, a vote of three-quarters (3/4) of those present and entitled to vote shall be required.
- (e) Annual General Meetings shall deal with such business as the Board of Directors may determine, but in any event, shall deal with the following:
 - i) Approval of the Minutes of the previous Annual General Meeting and any Special General Meeting(s).

- ii) Approval of the Audited Financial Statement of the Society since the last Annual General Meeting.
 - iii) The appointment or re-appointment of an auditor to serve until the next Annual General Meeting of the Society.
 - iv) Report from the President/Chairperson or designate outlining the activities of the Board of Directors since the last Annual General Meeting.
 - v) Approval of the actions of the Board of Directors since the last Annual General Meeting.
 - vi) The election of the President/Chairperson and Directors for the ensuing term.
 - vii) Consideration of any revisions to the Bylaws.
 - viii) Such other business, either special or general, as may be brought up by a member with the approval of the membership in attendance at the meeting. In the event that the membership desires to postpone consideration of the same, it shall be brought up at the next Special or Annual General Meeting of the Society.
- (f) The election at the Annual General Meeting to the Board of Directors shall be by secret ballot.
- (g) Administrative staff with the approval of the Nominating Committee, shall prepare the ballot containing the names of all members nominated for election to the Board of Directors.
- (h) A committee consisting of a Returning Officer and two (2) Scrutineers shall be appointed by the general membership to distribute, collect, and count the ballots and report the results of same at the Annual General Meeting.
- (i) All ballots shall be held for thirty (3) days by the Secretary and then destroyed.
- (j) It is usual that the Executive Assistant, or Designate appointed by the Executive Director, takes Minutes and that the Minutes are approved and signed by the Secretary of the Board of Directors. The Minutes are kept under lock and key in the office of the Administration Department of the Society.

VIII. Parliamentary Authority

1. In the event that any part of these Bylaws shall be unenforceable by reason of an existing law, that law shall not invalidate the remainder of these Bylaws.

2. The Board of Directors shall have the final authority in questions of interpretation of the Bylaws.
3. Robert's Rules of Order shall be adhered to in matters of procedure at all meetings.

IX. Amendment of Objectives and Bylaws

1. Additions and deletions by way of amendment or revision of Objectives and Bylaws in force and the enactment of new Objectives and Bylaws of the Society shall be made only by special resolution by the General Membership at the Annual General Meeting or at a General/Special Meeting duly convened for that purpose.
2. Requirements to Propose Changes
 - (a) Any member, in good standing, proposing changes to the Objectives or Bylaws, shall give notice to the Board of Directors at least two (2) months prior to the Annual General Meeting. The notice shall include the proposed special resolution or changes, and the reasons for such changes. Proposed changes shall be forwarded by the Board of Directors to the voting membership at least one (1) month prior to the Annual General Meeting.
 - (b) All changes to the Bylaws of the Society by way of amendment, revision, additions, or deletions, shall be introduced by a Director of the Board after discussion and debate by the Board of Directors.
 - (c) All changes in the Objectives and Bylaws of the Society shall take effect only after approval is received from the appropriate department of government and after registration with the appropriate government agency.

X. Review of the Decision(s) of the Board of Directors

1. Twenty percent (20%) or more of the voting members of the Society may propose in writing that there be a review of the decision(s) of the Board of Directors. The proposal shall set forth the reasons for review and shall state the date, hour, and place of the membership meeting to be called to discuss the review. The notice must be given at least seven (7) days prior to the proposed time of the meeting. The notice of meeting shall be delivered to each member. In the event that less than seventy percent (70%) of the members requesting the review are in attendance at the meeting, the review proposal shall be deemed invalid.

2. The Board of Directors may circulate their position on the decision(s) in questions to each member prior to the meeting.
3. The members calling for a review shall appoint a representative who shall meet with a representative chosen by the Board of Directors. The two (2) representatives shall choose a third person who need not be a member of the Society to chair the meeting. If no agreement is reached as to the third person, then the membership at the meeting shall choose a chairperson from among those members present.
4. The request for review of decision(s) shall be read by the representative supporting the review, and he/she shall be given a specified time, as determined by the Chairperson, to read the proposal for review and to speak to its favour. The representative for the Board of Directors shall be given an equal period of time to respond to the review issue. The Chairperson shall then specify the time period that members can debate the issue.
5. Voting shall be by secret ballot.
6. The two (2) representatives selected pursuant to 10.3: shall act as Scrutineers.
7. A two-thirds (2/3) majority vote of those present is required to return the matter to the Board of Directors for reconsideration.
8. The Chairperson shall declare the vote carried or defeated without reference to numbers.
9. The ballots shall be held for thirty (30) by the Chairperson and then destroyed.

XI. Recall of Director(s)

1. Twenty percent (20%) or more of the voting members of the Society may propose in writing the recall of a member(s) of the Board of Directors including officers. The proposal shall set forth the reasons for recall and shall state the date, hour, and place of the membership meeting to discuss recall. The notice shall be given at least seven (7) days prior to the proposed time of the meeting. The notice of meeting shall be delivered to each member. In the event that less than seventy percent (70%) of the members proposing recall are in attendance at the meeting, the recall proposal shall be deemed invalid.
2. The Director(s) whose recall is proposed may circulate his/her position in writing to each member prior to the meeting to discuss recall.

3. The members calling for a recall shall appoint a representative who shall meet with either the Director whose recall is proposed or a representative chosen by the Board of Directors. The two (2) representatives shall choose a third person who need not be a member of the Society to chair the meeting to discuss recall. If no agreement is reached as to the third person, then the membership at the meeting shall choose a Chairperson from among those members present.
4. The recall shall be read by the representative of those members supporting recall, and he/she shall be given a specified time, as determined by the Chairperson, to read the proposal for recall and to speak to its favour. The Director(s) whose recall is being proposed shall be given an equal period of time to respond to the recall. The Chairperson will specify the time period that members can debate the issue.
5. Voting shall be by secret ballot.
6. The two (2) representatives selected pursuant to 11.3:, shall act as Scrutineers.
7. A two-thirds (2/3) majority vote of those present is required to remove a Director.
8. The President/Chairperson shall declare the vote carried or defeated without reference to numbers.
9. The ballots shall be held for thirty (30) days by the Chairperson and then destroyed.

XII. Suspension or Expulsion of Members

1. Membership may be suspended for actions prejudicial to the Objectives and Bylaws of the Society. Complaints or charges against any member of the Society shall be made in writing and delivered to the President/Chairperson. The decision to suspend membership shall be made by a two-thirds (2/3) majority vote of the Board of Directors.
2. The Board of Directors may suspend a member against whom a complaint or charge has been made until the matter of the complaint or charge has been disposed of in accordance with this section.
3. The Board of Directors or delegates shall investigate each complaint or charge and in cases of minor offences may take disciplinary action by reprimand or caution. In cases which

might warrant expulsion from the Society, the Board of Directors shall submit its findings and recommendations to the members at a General Meeting.

4. The President/Chairperson shall give fourteen (14) days' written notice to any member against whom a complaint or charge has been made. The notice shall include the particulars of such complaint or charge, notice to the member concerning the date, time, and place of the hearing of the complaint or charge, and further notices as may be necessary. Such member shall have the right to call witnesses in his/her own defence and may solicit another member to assist in his/her defence.
5. If a member against whom a complaint or charge has been made does not attend the hearing as required, the hearing may proceed in his/her absence. Evidence shall be recorded in writing subscribed to by the witness or witnesses in attendance at the meeting.
6. A member suspended by the Board of Directors may be reinstated by the Board of Directors. A General Meeting may, by majority vote of those present, reinstate a member who has been suspended by the Board of Directors or may extend the member's suspension indefinitely or for a stated period. A member so suspended may be expelled at a General or Special General Meeting by a two-thirds (2/3) vote of those present.
7. Member of the Board of Directors shall not be eligible for re-election if such member has without valid reason failed to attend at least sixty percent (60%) of the meetings of the Board of Directors held during his/her current two-year term in office. If a Board Member is unable to attend six meetings or more in a one-year period, the position may be terminated at the discretion of the Board.
8. The suspended, expelled, or reinstated member shall be notified by registered post of the decision of the Board of Directors or of the Society.

XIII. Dissolution – In the event of dissolution of the Society, any distribution of assets and properties remaining after payment of all outstanding liabilities and contractual obligations shall be made to one or more qualified donees serving persons with developmental delays. Such action will be taken in accordance with the provisions of The Societies Act.

XIV. Seal – The Seal of the Society shall be in charge of the Executive Director or an officer designated by the Board of Directors. The Seal may be used for official and legal documentation only and will be stored in the locked safe.