

BYLAWS FOR
ASSOCIATION OF YUKON SPEECH LANGUAGE PATHOLOGISTS AND
AUDIOLOGISTS

Part 1 – Interpretation

1. (1) in these bylaws, unless the context otherwise requires,
 - (a) “directors” means the directors of the society for the time being;
 - (b) “Societies Act” means the Societies Act of the Yukon from time to time in force and all amendments;
 - (c) “registered address” of a member means the address as recoded in the register of members.
- (2) The definitions in the Societies Act and in the Societies Regulations apply to these bylaws.

Part 2 – Name

2. The name of this society shall be the Yukon Speech Language Pathology and Audiology Association, hereinafter referred to as “the society”.

Part 3 – Purpose

3. It shall be the purpose of the society-to foster the highest of service to the communicatively handicapped through the advancement of knowledge of Speech-Language Pathology and Audiology in the Yukon. The society shall endeavour to provide professional support and continuing education opportunities for its members. The society shall also engage in public education and awareness activities. Each member of the society is charged with ensuring the public is provided with services in accordance with national guidelines and standards.

Part 4 – Membership

4. (1) The full members of the society are those individuals who are Speech-Language Pathologists (SLPS) or Audiologists (Auds) certified by, or eligible for certification by, Speech-Language and Audiology Canada (SAC). It also includes those individuals who are engaged in or trained in supportive functions in communication disorders, for example Audiometric Technician, Hearing Aid Technician, Speech-Language Assistants, Speech-Therapy Aides, Communication Disorders Assistants, etc. Full members may hold office and are entitled to vote.

(2) The associate members of the society are those individuals or corporations who are not eligible for full membership but share an interest in the purpose of the Association. Associate members may attend general meetings, regular meetings or training/workshops, but they may not hold office and are not entitled to vote. Associate members may not use membership as a credential in any sense.

5. An individual or corporation may apply to the directors for the membership (in the appropriate membership category) in the society and on acceptance by the directors shall be a member, but no person or corporation who satisfies the criteria for membership shall be denied membership.
6. Every member, regardless of membership category, shall uphold the constitution and comply with these bylaws. All members must abide by the S.A.C. Code of Ethics.
7. The amount of the annual membership dues for each membership category is determined at the annual general meeting of the society.
8. An individual or corporation shall cease to be a member of the society
 - (a) by delivery a resignation in writing to the secretary or secretary-treasurer of the society or by mailing or delivering it to the address of the society;
 - (b) on death or in the case of the corporation, on dissolution;
 - (c) on being expelled;
 - (d) on having been a member not in good standing for 12 consecutive months.
9. All members are in good standing except a member who has failed to pay a current annual membership fee or any other subscription or debt due and owing to the society and the member is not in good standing so long as the debt remains unpaid.

Part 5 -- Discipline of members

10. (1) A member may be expelled by a special resolution of the members passed at general meeting, or by the directors/ethics committee in the case of a violation of the SAC code of ethics, National standards of practice or By-laws of the society, or the laws of the Land, or is guilty or misrepresentation in obtaining or maintaining membership in the society.

(2) Complaints: Any person, whether a member or non-member of the society, may submit a written complaint against a member of the society.

(3) Such complaint must contain the specifics of the alleged infraction and be dated and signed by the individual registering the complaint.

(4) The complaint must be submitted to the President of the Association with a copy to an additional director.

Disposition of the Complaint:

(5) Upon receipt of the complaint, the President will form an ethics committee. The Chairman of the Committee on Ethics and the President shall complete a confidential preliminary investigation which shall review the complainant's and the defendant's position statement. If either deems the complaint to warrant a full investigation, the matter will be referred for independent review by the SAC committee on Ethics.

Procedures:

(6) The SAC committee on Ethics shall, if directed by the YSLPAA President or Chairman of the Committee on Ethics, make a confidential investigation of the complaint and, if it so deems necessary, shall arrange that a hearing be held.

(7) In the event of a hearing, the subject of the complaint shall immediately be sent by registered mail a copy of the complaint, notice that a hearing is to be scheduled and shall be advised of his right to attend and/or to be represented at the hearing.

(8) The hearing shall be conducted according to procedures established by the Committee on Ethics.

(9) If the Committee on Ethics find the complaint to be unwarranted, then both the complainant and the accused shall be notified by registered mail. If the Committee sustains the complaint, then the decision will be forwarded to the Executive Committee.

Procedures of the Executive Committee

(10) The Executive Committee shall notify the accused of the decision of the Ethics Committee, and of the right to appeal, by registered mail.

Penalties

(11) Penalties for contravention of these By-Laws or of the Code of Ethics may be suspension of membership, or expulsion from the Association. Suspensions may be lifted according to the procedures developed by the Committee on Ethics as approved by the National Council.

Appeal

(12) The subject of sustained complaint may appeal. Written notice of appeal must be sent to the President of YSLPAA within thirty days following receipt of notice of the decision of the Committee on Ethics. Such appeals shall be heard by a committee consisting of five members of the National Council appointed by the YSLPAA and/or SAC President(s), not previously involved in consideration of the complaint. The appeal may be sustained by a majority of the Appeals Committee. The decision of the Committee shall be final.

Disposition of Records.

(13) If, at any level, a complaint is deemed to be unjustified, all records pertaining to the complaint shall be destroyed with dispatch.

Part 6 - Meeting of Members

11. General meetings of the society shall be held at the time and place, in accordance with the Societies Act, that the directors decide.

12. Every general meeting other than an annual general meeting is a special general meeting.

13. The directors may, when they think fit, convene a special general meeting, but the directors shall call a special general meeting if requested to do so in writing by not less than 20% of the members eligible to vote at the meeting.

14. (1) Notice of a general meeting shall be given or sent to each member entitled to vote at the meeting not less than 10 days or more than 60 days before the meeting and the notice shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of the business.

(2) Where a special resolution is to be voted on at a general meeting, notice of the general meeting shall be given or sent to each member entitled to vote at the meeting not less than 21 days or more than 60 days before the meeting, and the notice shall include the text of the special resolution to be submitted to the meeting.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

15. The fiscal year of the society shall be from September 1 to August 31 of the following year. An annual general meeting of the society shall be held at least once in every calendar year, and not more than three months following the end of the fiscal year.

Part 7 - Proceedings at General Meetings

16. (1) Special business shall not be conducted at a general meeting unless notice has been given of the proposal to conduct that business at that meeting.

(2) Special business is

(a) at a special general meeting, all business other than the adoption of rules of order; and

(b) at an annual general meeting, all business other than:

(i) the adoption of rules of order;

(ii) the consideration of the financial statements;

(iii) the report of the directors;

(iv) the report of the professional accountant if any;

(v) the election of directors;

(vi) the appointment of the professional accountant, if required; and

(vii) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice of convening the meeting.

17. (1) Where a quorum is not present at a general meeting, no business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is quorum present or until the meeting is adjourned or terminated.

(3) A quorum is,

(i) where the number of registered members is 15 or less, 3 members;

(ii) where the number of registered members is 16 or more, at least 20% of the registered members.

18. If within 30 minutes from the time appointed for a general meeting quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. The president of the society, the vice president, or in the absence of both, one of the other directors present shall preside as chair person of a general meeting.
20. If at a general meeting
 - (a) there is no president, vice president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - (b) the president and all the other directors present are unwilling to act as the chair person, the members shall choose one of their number to be chairperson
21. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as required by this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
22. (1) The chairperson may move or propose a resolution and may second a motion or resolution proposed by another person
 - (2) In the case of an equality of votes the chairperson shall not give a casting or second vote in addition to the vote to which the chairperson may be entitled as a member and the proposed resolution shall not pass.
23. (1) A member in good standing present at a meeting of member is entitled to one vote.

- (2) Voting, except for the election of officers or directors, is by a show of hands.
- (3) Voting by proxy is not permitted.

Part 8 - Directors and Officers

- 24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting.
- (2) The authority of the directors under subsection (1) is subject to:
 - (a) all laws affecting the society;
 - (b) these bylaws; and
 - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
- (3) No rule, made by the society in general meeting, invalidate a prior act of the directors that would have been valid if that rule had not been made.
- 25. (1) The officers of the society shall be the president, the vice-president and
 - (a) a secretary-treasurer; or
 - (b) a secretary and a treasurer.
- (2) The number of directors shall be equal to the number of officers or a greater number determined from time to time at a general meeting
- 26. (1) The directors shall cease to hold office when their successors are elected at a general meeting of the society.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election shall be by ballot unless a nominee is acclaimed.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.
- 27 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed ceases to hold office when a successor is elected at a general meeting of the society, but is eligible for re-election at the meeting.
- 28. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.

29. The members may by special resolution remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all the expenses necessarily and reasonably incurred by the director while engage in the affairs of the society.
31. (1) The directors may meet together at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office.
- (3) The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairperson; but if neither is present the directors may choose one of their number to be chairperson at that meeting.
- (4) A director may at any time, and the secretary-treasurer or secretary on the request of the director, shall, convene a meeting of the directors.
32. The directors may delegate power to committees consisting of one or more directors; a committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held after it has been done.
33. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
34. The members of a committee may meet and adjourn as they think proper.
35. For the first meeting of directors held after the appointment or election of a director or directors, it is not necessary to give notice of the meeting to the newly elected or newly appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
36. A director may be letter, telegram, telex or other telecommunication send or deliver to the address of the society a written waiver of notice of any meeting of the

directors and may at any time withdraw the waiver, and until the waiver is withdrawn

- (a) no notice of meeting of directors need be sent to that director; and
- (b) no notice of meeting of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective

37. (1) Questions arising at a meeting of the directors and committee or directors shall be decided by a majority of votes.

(2) in case of an equality of votes the chairperson does not have a second or casting vote

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the directors and placed with the minutes of the directors in as valid and effective as if regularly passed at a meeting of directors.

Part 10 - Duties of Officers

40. (1) The president shall, except where these by-laws provide otherwise, preside at all at all meetings of the society and of the directors.

(2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

41. The vice-president shall carry out the duties of the president during the president's absence.

42. (1) Where the society has a secretary, the secretary shall

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) maintain the register of members.

(2) Where the society has a treasurer, the treasurer shall

- (a) keep the financial records, including books of accounts; and

(b) render financial statements to the directors, members and orders when required.

(3) Where the society has a secretary-treasurer, that person shall carry out the duties in both subsections (1) and (2).

43. In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary or secretary-treasurer at the meeting.

Part 11 - Borrowing

44. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society raise or secure the payment or repayment of money in the manner they decide, including the issues of debentures.

45. No debenture shall be issued unless authorized by a special resolution of the general membership.

46. The members may by special resolution restrict the borrowing powers of the directors.

Part 12 - Notice to Members

47. A notice may be given to a member, by personal delivery or by mail to the member's registered address, or by email.

48. A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in providing that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canada Post receptacle.

49. (1) Notice of a general meeting shall be given to

(a) every member shown on the register of members on the day notice is given or sent.

(2) No other person is entitled to receive a notice of general meeting.

Part 13 – Dissolution of the Society

50. In the event of dissolution of the society, the assets remaining after all debts have been paid or provisions for payments have been made shall, subject to the requirements of the regulations, be distributed to one or more incorporated Yukon societies as is determined by a special resolution.

Part 14 - Changing Bylaws

51. (1) The society may amend its bylaws by special resolution but the change is not effective until filed with and approved by the registrar.
- (2) An amendment to the bylaws shall be made by deleting, substituting, or adding entire articles.
- (3) The notice of the meeting at which a special resolution to change the bylaws is to be voted on shall
- (a) state the identifying numbers of the articles to be deleted, if any; and
 - (b) the entire texts of the articles to be substituted or added.

Part 15 - Other

52. The bylaws of the society will be posted on the society's website.
53. Any member may examine the records of the society.
- (a) during the 30 minutes prior to the commencement of business at any general meeting;
 - (b) once every three months at the place where records are normally kept, on giving the person responsible for keeping the records 7 days notice;
 - (c) at any time or place agreed upon by the person having custody of the records, such as agreements not to be unreasonable withheld.
54. Any dispute concerning the interpretation or application of the bylaws, and any dispute concerning the rights of a member of the powers of a director or officer, shall be submitted to and decided by arbitration under the Arbitration Act of the Yukon.