

**MANITOBA FETAL ALCOHOL SPECTRUM DISORDER COALITION Inc.  
Bylaws**

**DEFINITIONS**

For the purpose of this document the Manitoba Fetal Alcohol Spectrum Disorder Coalition Inc. shall be referred to as the Coalition and Fetal Alcohol Spectrum Disorder will be referred to as FASD.

The Board of Directors will be referred to as the Board.

Members of the Board of Directors will be referred to as Directors, unless in reference to their elected position.

**Article 1 – PURPOSE OF THE COALITION**

The purpose of the Coalition is to network with individuals and organizations from across Manitoba to provide information, education and inspiration to the FASD community throughout the province.

**Article 2 – MEMBERSHIP**

**2.1 Application for Membership**

The Board may establish rules regarding application for membership in the Coalition by persons who qualify for membership in accordance with Article 2.2 Categories of Membership.

**2.2 Categories of Membership**

Membership is open to all Manitobans with an interest in FASD. Membership Categories include:

- 1. **Individual Member** – An individual member is a person with an interest in FASD who does not represent the interests of an organization. Individual members are entitled to one vote on each motion arising at any special or general meeting of the Coalition.
- 2. **Organization Member** – An Organization Member has an interest in FASD and will appoint a representative who is entitled to one vote on each motion arising at any special or general meeting of the Coalition.

## **2.3 Rights, Privileges and Obligations of Members**

All Coalition members shall have equal rights, privileges, and obligations subject to the following:

- a) Only Individual and Organization Voting Members shall be eligible to vote at any special or annual general meeting of the Coalition.
- b) Individual members and Organization representatives have the privilege of participating on any Coalition Committee.
- c) All Individual and Organization members are eligible to be elected to the Board provided they meet the qualifications set out in Article 4.2 Board Qualifications

## **2.4 Professional Conduct**

All Members of the Coalition shall be guided by the Code of Ethics, and any other code or Policy established by resolution of the Board.

## **2.5 Discipline of Members**

In the case of a violation of the Code of Ethics or Policy, the Board maintains the option to hold a hearing at any time to suspend an individual's or organization's membership. An affirmative vote of the majority of the directors in attendance must occur in order to suspend membership.

## **2.6 Resignation from Membership**

A member wishing to withdraw from membership may do so upon notice in writing to the Coalition.

## **2.7 Termination of Membership**

A membership may be terminated if the Board, by 2/3 majority vote, deems the conduct of a member opposes the Purpose/Mandate of the Coalition.

## **2.8 Renewal of Membership**

Members are required to complete a membership application annually to ensure the membership list and all contact information is current.

## **Article 3 – MEETINGS of the MEMBERS**

### **3.1 Annual General Meeting**

The Coalition shall hold an Annual General Meeting once per calendar year within 6 months of the fiscal year end on a day and place named by the Board. The voting members of the Coalition shall review the audited financial statement for the preceding fiscal year, appoint an auditor or financial review engagement, conduct elections to the Board, amend the bylaws, and conduct any other such business on the agenda.

### **3.2 Special Meeting of the Members**

Special Meetings of the Coalition may be called at such time and place as determined by resolution of the Board or upon the written request of at least five (5) Directors or on the written request of twenty-five (25) voting members. The request must be made thirty (30) days prior to the meeting, state the reason a Special Meeting is requested and include sufficient information to enable members to form reasoned judgments on the decisions to be made.

### **3.3 Notice of Annual or Special Meetings**

The notice of the Annual General Meeting or Special Meeting shall be issued no less than thirty (30) days prior to the event and shall be delivered to every voting member by whatever means is necessary.

Every notice of an Annual General Meeting or Special Meeting shall state the nature of the business of the meeting and will include sufficient information to enable members to form reasoned judgments on the decisions to be made.

### **3.4 Quorum**

Quorum for any Annual General Meeting or Special Meeting shall consist of Ten (10) voting members present at the event.

### **3.5 Voting**

Each member shall be entitled to one vote at a meeting of the members.  
No member shall vote by proxy.

### **3.6 Conduct of General and Special Meetings**

Annual General Meeting and Special Meetings shall be chaired in a manner that allows for general consensus to be achieved. Should consensus be elusive, the Chair will

invoke Robert's Rules of Order, and resolutions shall require a simple majority to pass unless otherwise specified in these by-laws.

## **Article 4 – BOARD OF DIRECTORS**

### **4.1 Composition**

The Coalition shall be governed by a Board comprised of a minimum of six (6) and a maximum of ten (10) voting members. At least one (1) of the Directors shall be a voting member in a rural/northern setting.

The Board may also include the past president as a non-voting ex-officio member. The ex-officio member shall not be counted in the minimum or maximum members of the Board and will not be included in quorum.

### **4.2 Board Qualifications**

Any member of the Coalition may be appointed or elected to the Board, provided they are:

- 1) a member in good standing of the Coalition
- 2) not in a state of undischarged bankruptcy
- 3) not an employee of the Coalition
- 4) not related by a primary relationship (spouse, child, parent) to an employee of the Coalition
- 5) not related by a primary relationship (spouse, child, parent) to another member of the Board.

### **4.3 Election of Board Members**

The Board shall establish a Nominating Committee for the purpose of overseeing the orderly election of members to fill all vacant seats.

The Nominating Committee shall, prepare a slate of candidates to be considered by voting members at the Annual General Meeting. Members may also be nominated from the floor of the Annual General Meeting. A nominee from the floor need not be present at the Annual General Meeting to be elected or appointed but must consent in writing to the nominator prior to the meeting.

The election of Directors shall be by ordinary resolution of the members in attendance.

#### **4.4 Terms of Office**

The Directors of the Board take office immediately following the Annual General Meeting at which they are elected.

The term of office for a Director shall be two (2) years in duration. A Director may serve for two (2) consecutive terms. After serving two (2) consecutive terms, a Director shall stand down for a full year before being elected to the Board again.

Director terms will be staggered therefore terms shall expire in alternate years.

#### **4.5 Termination, Resignation and Vacancy**

A Director may resign at any time by providing written notice to the Board.

The Board may, by resolution of 2/3 majority, remove a Director for cause; including but not limited to, criminal conduct or conduct contrary to the best interests of the Coalition.

A Director position shall be deemed vacant if:

- (a) A Director ceases to be qualified as a member of the Coalition;
- (b) A Director ceases to be qualified in accordance with Article 4.2 Board Qualifications; or
- (c) A Director is absent from three (3) consecutive Board meetings without notice.

The Board is authorized to appoint a replacement for a Director who has resigned, whose position has been deemed vacant or who has been removed by resolution. The replacement will be a member in good standing who meets the criteria in Article 4.2 Board Qualifications. Such an appointment shall be in effect until the next Annual General Meeting. A Director appointed as a replacement shall be eligible to be elected by the members at the next Annual General Meeting for two (2) consecutive, two (2) year terms at the completion of the replacement term.

#### **4.6 Remuneration and Expenses**

The Directors shall serve without remuneration, but shall be entitled to reimbursement of reasonable expenses incurred in carrying out their duties. The Board shall develop and adopt a policy regarding reasonable expenses and remuneration of same.

#### **4.7 Powers and Responsibility of the Board**

The Board may exercise all the powers of the Coalition, including the authorization of expenditures, the borrowing of money, and the execution of legal documents. In exercising these powers, Directors and Officers of the Coalition shall act honestly and in good faith with a view to the best interests of the Coalition, and will exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board will adopt a Conflict of Interest Policy and a Confidentiality Policy and Directors will conduct themselves in accordance with the policies. In addition, the Board will adopt a document outlining the duties and responsibilities of Board members, which Directors will sign upon appointment or election to the Board.

#### **4.8 Limitation of Liability and Indemnification**

No Director at Large or Executive Officer of the Coalition shall be liable for the acts or omissions of any other Director at Large or Executive Officer or employee of the Coalition, or for any loss, damage or expense suffered by the Coalition however caused, unless the same shall happen through his or her own willful neglect or default.

Every Director at Large, Executive Officer, their heirs, executors and administrators, and estate and effects respectively, shall by this bylaw from time to time and at all times, be indemnified and saved harmless by the Coalition from and against all costs, charges, and expenses that a Director at Large or Executive Officer sustains or incurs regarding any action, suit, or proceeding that is brought against him or her in respect of any act, deed, or omission pursuant to the execution of their duties, except such costs, charges and expenses that are occasioned by his or her own willful neglect or default.

### **Article 5 – MEETINGS of the BOARD of DIRECTORS**

#### **5.1 Frequency and Location of Meetings**

The Board shall meet no less than four (4) times per year, at a time, date, and location determined by Directors.

#### **5.2 Notice of Meetings**

A meeting of the Board may be called by either the Rural/Northern President or Urban President or by a majority of the sitting Directors. Notice of Board meetings shall be sent to all Directors no less than seven (7) days prior to the meeting.

### **5.3 Quorum**

Quorum for meetings of the Board shall be a fifty percent plus one of the number of sitting Directors. Quorum is constituted by voting Directors.

### **5.4 Voting Rights and Procedures**

Each voting Director is entitled to one (1) vote. Voting by proxy is not permitted.

The Board will adopt an Electronic Meeting Policy for conducting Board meetings by electronic means.

## **Article 6 – OFFICERS and COMMITTEES**

### **6.1 Executive Officers of the Board**

There shall be at least three (3) Executive Officers of the Coalition. The Executive Officers shall be a Rural/Northern President, Urban President, and Treasurer. The Board may also include the past President as an Ex-Officio member. The Executive Officers will be chosen from Directors elected at the first Board meeting following the Annual General Meeting. The Executive Officers shall serve a one (1) year term, and can be re-elected to an Executive Office annually.

### **6.2 Duties of Executive Officers**

The Coalition shall maintain Terms of Reference for the Executive Offices in the Board Manual.

### **6.3 Removal of Executive Officers**

Any of the Executive Officers may be removed by a resolution of the Board which attains two thirds (2/3) majority support.

### **6.4 Committees**

From time to time, the Board may establish committees as required to fulfill the mission of the organization. Terms of reference will be developed for a committee at the time of its establishment and the terms of reference will be kept in a Board manual.

## **Articles 7 –GENERAL PROVISIONS**

### **7.1 Fiscal Year**

The fiscal year of the Coalition shall be April 1 to March 31.

### **7.2 Registered Office**

The registered office of the Coalition shall be at such place in Winnipeg as the Board of Directors may decide.

### **7.3 Books and Records**

The books and records of the Coalition shall be stored at the registered office and shall be open to inspection by members at reasonable times and upon reasonable notice. On vacating a position on the Board for whatever reason, a Director will return any books, papers, vouchers, money and all other property of any kind to the Board.

### **7.4 Provisions for Amending By-Laws**

These by-laws may be amended, added to, altered or repealed at any Annual General Meeting or Special Meeting of the Members by motion passed by a two-thirds (2/3) majority of the voting members, provided membership receives thirty (30) days notice of the meeting that includes the intent to amend the bylaws and lists the motions to be proposed.

### **7.5 Disposition of Assets upon Dissolution**

In the event the Coalition shall cease operations or be dissolved, the Board after retiring any and all debts or liabilities shall ensure the remaining proceeds of the net assets are transferred to a Corporation or Corporations having similar aims and objectives to the Coalition.

**Adopted** this    day of            , 201\_\_ at Winnipeg, Manitoba.