

**Brandon & District Chapter,
Learning Disabilities Association of Manitoba Incorporated
By-Laws**

Article I – Name:

The name of the Association shall be the Brandon & District Chapter, Learning Disabilities Association of Manitoba Incorporated and shall also be represented by the initials Brandon and District Chapter LDAM Inc.

The Provincial Association was incorporated within the Province of Manitoba on September 18, 1972. L.D.A.M. is affiliated with the Learning Disabilities Association of Canada, this latter being represented by the initials L.D.A.C.

Article II – Objectives:

1. To advance and support the well being of learning disabled persons in the Westman area of Manitoba, permitting each individual the chance to achieve his/her full potential.
2. To determine the needs of learning disabled persons and to provide an organization to focus, direct and strengthen the efforts of Manitobans towards meeting these needs.
3. To promote and assist early recognition, diagnosis, treatment and appropriate educational, social, recreational and career-orientated programs for learning disabled persons.
4. To create a greater public awareness and understanding of learning disabilities.
5. To provide liaison between the membership and the Provincial organization as well as with appropriate organizations.
6. To assist in establishing satellites throughout the Westman area.
7. To help maintain the learning Disabilities Association Resource Centre in Brandon.

Article III – Membership:

A membership shall be valid for one year forward from the date of purchase.

Section A – Kinds of Memberships:

1. Any individual approved by the Board of Directors who has paid the annual dues shall be considered a member in good standing and shall be entitled to vote at the Annual or any General Meeting of Brandon Chapter, L.D.A.M. Inc., be eligible to be nominated for office in the Association and may attend any Board Meeting as a non-voting member.
2. Membership shall constitute a maximum of two votes per family at any Annual or General Meeting of Brandon & District Chapter, L.D.A.M. Inc.
3. Honorary Membership may be conferred on a deserving person. This person shall be selected by the Nominating Committee and approved by the Board of Directors. Honorary members are not voting members.
4. Association or Corporate Membership shall be entitled to one vote at the Annual or any General Meeting.

Section B – Chapters:

Chapters are members of the Provincial Association and shall be subject to the Association rules, regulations and by-laws. They shall be formed with a purpose, objectives and by-laws compatible with those of the Provincial Association. The President of each Chapter shall be a voting member of the Learning Disabilities Association of Manitoba Board of Directors and act as a liaison between L.D.A.M. and the Chapter.

Section C – Affiliations:

Affiliations may be made by the Board of Directors with groups or organizations whose objectives are compatible with L.D.A.M. A representative may be appointed to assist or advise such a group and in turn their representative may attend L.D.A.M. meetings in an observer capacity.

Section D – Resignation, Termination or Suspension:

Any individuals may have their membership terminated or suspended by 2/3 vote of the Board of Directors if they have failed to maintain membership in good standing through:

1. Non-payment of dues two months in arrears of the due date.
2. Failure to comply with the stated objectives, rules or by-laws of Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated. Such members shall be notified at least ten days prior to such a vote and shall be entitled to attend the meeting and speak on their own behalf.
3. There will be no refund of membership dues for any resignation, termination or suspension.

The choice of suspension or termination shall be at the discretion of the Board of directors of Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated and there shall be no refund of the annual dues or portion thereof.

Section E – Resignation of a Board Member

A member of the Board of Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated may resign by notifying the President in writing of such intent.

Article IV – Fiscal Year and Revenue:

Section A – Provincial Dues:

The fiscal year shall be from July 01 to June 30.

Section B – Chapter Dues:

Brandon may develop membership structure fees at the Chapter level that reflects the needs of the community it serves.

Section C – Dissolution:

In the event of dissolution of the Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated, any assets remaining after debts are paid shall be distributed to one or more registered Canadian charitable organizations preferably with aims and objectives similar to those of the Association.

Section D – Audit:

The Board of Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated shall ensure an audited statement shall be supplied to any major contributor upon request. A financial report shall be prepared for meetings of the Board and Annual General Meeting.

Section E – Signing Authority: Signatures and certification of Documents:

All contracts and financial documents or other instruments in writing requiring the signature of the Association shall be binding on the Association if signed by any two (2) of the following officers, namely, President, Vice President, Treasurer or Secretary or Administrative Director.

Section F – Borrowing:

The Board of directors may secure or borrow money in the name of Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated for a stated purpose, which is compatible with the objectives of the Association.

The Association shall not incur debts by borrowing money unless prior approval for such action has been obtained by passage of a motion by a two-thirds (2/3) majority of votes cast at a General or Special Meeting and notice have been given 14 days prior to the meeting.

Section G – Fundraising:

The Board of directors may carry out fundraising activities throughout the year. All activities must be approved by a two-thirds (2/3) majority.

Article V – Elections:

Section A – Board of Directors:

There shall be an elected Board, which shall conduct the affairs of Brandon & District Chapter, L.D.A.M. Inc., subject to direction from any General or Annual Meeting of the Chapter and by-laws.

Section B – Nominating Committee:

There shall be a nominating committee consisting of a minimum of two current board members. This committee, having obtained the consent of the nominees, shall put forward a slate of names to the Board of Directors for prior approval. The slate of names will be presented at the Annual General Meeting.

Section C – Additional Nominations:

Additional nominations, with the consent of the nominee, may be made from the floor at the Annual General Meeting.

Additional nominations, with the consent of each nominee will be accepted from the floor. Each nomination from the floor must be seconded.

Section D – Election of Officers:

Elections shall take place at the Annual General Meeting. Voting shall be open except when there is more than one nominee for an office and then shall be by secret ballot. These ballots shall be counted by the secretary and two other members acceptable to the meeting. A plurality shall elect.

1. The Executive will serve a two-year (2) term. The President and Secretary will be elected on even years and the Vice President and Treasurer will be elected on odd years.
2. Board of Directors serve for a two-year (2) term with one half of the Board elected each year.

Section E – Terms of Office:

The Board shall serve for a Two-year term from the date of the Annual Meeting and no Board member shall hold the same position for more than two consecutive terms.

Section F – Vacancies:

A vacancy in the office of the President shall be filled by the Vice President for the duration of that term. All other vacancies shall be filled by persons names presented and approved by the Board of Directors for the remainder of that term.

Section G – Termination of a Director:

A Board member whose functioning is contrary to the best interest of the Association may be removed from the Board by a 2/3 majority vote of all the Directors at a special meeting called for that purpose. The Board member shall receive at least ten days notice of intent prior to such a meeting.

Article VI – Officers and Duties:

Section A – Executive Committee:

There shall be an Executive Committee consisting of the President, Vice President, Treasurer, and Secretary. The immediate Past President shall act as an advisor and may attend Executive or Board Meetings as a non-voting member.

Section B – Duties of Executive Committee:

Duties of the Executive Committee:

1. To oversee the management and administration of Brandon & District Chapter L.D.A.M. Inc., and the Resource Centre.
2. To authorize expenditures.
3. To authorize the hiring of employees
4. To advise the staff.
5. To make decisions on behalf of the Board which do not pertain to policy.
6. To maintain a record of Executive Committee Meetings and to circulate these records to all Board Members, as well as supply an official copy to the office for the official records.
7. To have all decisions ratified at Board Meetings.

Duties of the President:

1. As the Chief Executive Officer of the Chapter, shall manage the business of the Chapter.
2. Preside at all Meetings of the Chapter.
3. Be an ex-officio member of all committees except the Nominating Committee.
4. Act as a signing officer.
5. Keep the board informed of all the Association's business.
6. Appoint committees.
7. Interpret and enforce the board's decisions.
8. Perform such other duties as may be required by the Board or the Executive Committee.

9. To prepare and present (or arrange for its presentation) a year-end report at the Annual General Meeting.

Duties of the Vice President:

1. To preside in the absence of or at the request of the President.
2. To exercise the power of the President at these times.
3. To act as a signing officer.
4. To perform such other duties as may be required by the Board or the Executive Committee.

Duties of the Treasurer:

1. Is a member of the Executive Committee.
2. Oversees all financial matters of the chapter.
3. Prepares an annual budget and prepares monthly reports for the Board.
4. Is a signing officer of the Chapter.
5. Will perform such other activities as may be requested by the Board or Executive Committee.
6. To prepare and present (or arrange for its presentation) a year-end report at the Annual General Meeting.

Duties of the Secretary:

1. Is a member of the Executive Committee.
2. Is responsible for the recording of minutes of all Board and Executive Committee Meetings.
3. Is responsible to make sure all Board Members receive copies of these minutes.
4. Will perform such other activities as may be requested by the Board or Executive Committee.

Article VII – Board of Directors:

Section A – Board of Directors:

There shall be a Board of Directors consisting of the Executive committee and chairpersons of other necessary committees to a maximum of 12 members.

Section B – Duties of the Board of Directors:

1. To develop and implement the goals and objectives of the Chapter.
2. To set policies, priorities and strategies to achieve the above goals and objectives.
3. To uphold the by-laws of the Chapter.
4. To work with staff members to carry out the activities of Brandon & District Chapter, L.D.A.M. Inc.,
5. To review and approve the annual budget.
6. To authorize the formation of special committees, set the terms of reference and approve the appointment of the chairpersons.
7. To actively participate as a working board in the various committees and undertakings of the Association.

Section C – Dissolution:

In the event of dissolution of the Brandon & District Chapter of the Learning Disabilities Association of Manitoba Incorporated, any assets remaining after debts are paid shall be distributed to one or more registered Canadian charitable organizations, preferably with aims and objectives similar to those of the Association.

Article VIII – Meetings:

Section A – Executive Committee Meetings:

The Executive Committee shall meet at the request of the President or one of the committee members. A majority of the Executive shall constitute a quorum.

Section B – Board Meetings:

The Board of Directors shall meet at least eight times annually when called by the President or two Directors. The quorum shall be 1/2 plus 1. A written report must be presented in the absence of the Director. Any Director who is absent for more than two consecutive meetings without an explanation that is satisfactory to the Board, will be asked to resign from the board.

Section C – Annual General Meeting:

The Annual General Meeting shall be held no later than ninety days after the end of the fiscal year at a time and place determined by the Executive Committee. The intent of the meeting is to hear the year-end committee reports, to elect officers and directors, to approve the financial report and conduct the business of the Association.

1. Notice of intention regarding any by-law revisions shall be given to the membership in writing at least two weeks (14 days) prior to the date of the Annual General Meeting.
2. Quorum shall constitute those members present at a meeting, to a minimum of six.
3. Each membership shall be entitled to a maximum of two votes if two members of the family are present. Each association or corporate membership shall be entitled to one vote.

Section D – Special General Meetings:

A Special General Meeting of the General Membership may be called as follows:

1. The Board may call a Special Meeting at any time.
2. The General Membership may require the Board to call a Special Meeting by presenting a petition signed by ten (10) voting members and stating the intent of such a meeting.
3. Notice of the Special Meeting to the General Membership shall be given not less than fourteen (14) days prior to the date of the meeting.

Article IX – Parliamentary Authority:

Roberts' Rules of Order newly revised shall apply to all questions of procedure and parliamentary law not specified in the Association's By-Laws.

Article X – Amendments:

These by-laws may be amended by a 2/3 vote at any Annual Meeting or Special General Meeting provided that notice of motion to change these by-laws has been published 14 days prior to the meeting