



The National Bylaws of The Canadian Hard of Hearing Association

May 2009



**Bylaws of the
Canadian Hard of Hearing Association/
L'Association des malentendants canadiens**

ARTICLE 1
NAME AND INSIGNIA

The name of the association is the Canadian Hard of Hearing Association (CHHA)/ L'Association des malentendants canadiens (AMEC), hereinafter referred to as CHHA/AMEC. The insignia is of the form that is prescribed by the Directors of CHHA/AMEC.

ARTICLE 2
DEFINITION OF HARD OF HEARING PERSONS (HOH)

In all matters relating to CHHA/AMEC, a hard of hearing person shall be deemed to mean a person who has a hearing loss and whose usual means of communication is a spoken language. CHHA/AMEC recognizes that this definition includes a broad spectrum of hearing loss, including those who are late-deafened and those deaf in childhood and educated orally.

ARTICLE 3
OBJECTIVES

The objectives of CHHA/AMEC are:

- 3.1** To be the vehicle for on of concerns and coordination for members' activities on behalf of and in the service of hard of hearing consumers in Canada.
- 3.2** To foster development of social, educational, technical and employment environments which would enable hard of hearing Canadians to achieve their potential.
- 3.3** To encourage the hard of hearing to take individual and collective responsibility for their growth and development.
- 3.4** To support the exploration of the capabilities and the problems of the hard of hearing, and to foster the study of solutions to the problems.
- 3.5** To promote the development of and accessibility to technical aids and to other services and facilities for the hard of hearing.
- 3.6** To promote the education of the general public, social institutions, professionals and the hard of hearing themselves about hearing-related problems and the available solutions.

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ARTICLE 4
MEMBERSHIP

4.1 Membership Categories

4.1.a Regular Member

A Regular Member shall be any person who supports the objectives of CHHA/AMEC. Regular Members include those who have paid annual dues, lifetime membership dues or family membership dues. A family membership consists of a maximum of two individuals over the age of 18 years (identified and referred to as family unit members) and others living in the same household, at the same address, regardless of age. Each of the two (2) identified family unit members has the same rights and obligations as a Regular Member.

4.1.b Honourary Member

A Honourary Member shall be any person so designated by the Board of Directors. Such designation will explicitly describe the reasons why this honour is given, and specify the term or special conditions attached to each Honourary Membership. Such a member will have no voting privileges.

4.1.c Organizational Member

Organizational membership is available to any organization (excluding hard of hearing consumer organizations) interested in the objectives of CHHA/AMEC.

4.2 Voting

Only Regular Members shall have the right to vote in elections and at General Membership Meetings. A family membership is considered to give two votes as Regular Members, one each to the two individuals who have identified themselves as being the family unit members.

4.3 Members' Rights

All members are entitled to attend General Membership Meetings, to receive periodicals or information published by CHHA/AMEC, to be on the mailing list of CHHA/AMEC, and to all other rights that shall be provided for in these bylaws. Family unit members shall be noted on the mailing list as a unit of one for the purpose of distribution of periodicals or information published by CHHA/AMEC.

4.4 Applications for Membership

Applications shall be submitted in writing to the person or persons responsible for membership and shall be accepted provided that the requirements for the requested type of membership are satisfied and the prescribed dues are paid.

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4.5 Termination of Privileges

The person or persons responsible for membership may terminate the membership of any member who has not paid the required dues by the date of expiry of the membership term. In addition, the membership of any member may be terminated on the ground that the member has acted contrary to the interests or objectives of CHHA/AMEC by a resolution passed by at least two-thirds (2/3) of the votes cast by Regular Members present in person and by proxy at any Annual or Special General Membership Meeting of CHHA/AMEC. Notice will be sent to the former member only in case of termination at a General Membership Meeting.

4.6 Reinstatement

The person or persons responsible for membership may reinstate any former member terminated for non-payment of dues upon receiving a new application for membership and payment of the required dues. In the case of termination at a General Membership Meeting, the former member must apply for reinstatement by means of a resolution passed by at least two-thirds (2/3) of the votes cast by Regular Members present in person and by proxy at any subsequent General Membership Meeting.

4.7 Withdrawal

Members may withdraw from CHHA/AMEC at any time. Such members will lose all membership privileges, but will not be entitled to the refund of any part of the membership fees already paid to CHHA/AMEC.

ARTICLE 5
DUES

The Board shall review the rate of membership dues on an annual basis. In the event that the Board seeks to change the rate of membership dues, it must present a proposal to this effect at the Annual General Membership Meeting. In addition, any member can present a motion concerning membership dues in the prescribed manner at that meeting.

ARTICLE 6
MEETINGS

6.1 The Annual General Membership Meeting will be held once every calendar year.

6.2 Special General Membership Meetings:

6.2.a may be called by the President;

6.2.b shall be called by the President at the request of no less than two-thirds (2/3) of the Board of Directors;

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- 6.2.c** shall be called by the President at the request of 75 Regular Members or 10 percent (10%) of the Regular Members, whichever is smaller.
- 6.3** The Board of Directors shall meet at least once annually.
- 6.4** When all the Directors have consented hereto, any Director may participate in a meeting of the Board by means of conference telephone or other communications equipment. All persons so participating in the meeting shall be deemed for legal purposes to be present at the meeting.
- 6.5** Notice of the Annual General Membership Meeting shall be given no less than ninety (90) days prior to the scheduled date of such meeting. Notice of Special General Membership Meetings shall be given no less than thirty (30) days prior to the scheduled date of such meeting.
- 6.6** Notice for a meeting of the Board of Directors shall be given in writing no less than sixty (60) days prior to the scheduled date of such meeting. Such notice may also be issued by telephone if the Secretary certifies, in writing, that the Director so called has indeed been reached and notified. However, no formal notice shall be necessary if all Directors waive notice thereof in writing.

ARTICLE 7
GOVERNANCE

- 7.1** The National Office of CHHA/AMEC is to be located in Ottawa, Ontario.
- 7.2** Other offices and activities may be located in any part of Canada as decided by the majority vote of the Board of Directors, herein referred to as "the Board".
- 7.3** The organizational structure of CHHA/AMEC consists of:
- 7.3.a** Board of Directors
 - 7.3.b** Standing Committees reporting to the Board of Directors
 - 7.3.c** Executive Director
 - 7.3.d** National Office
 - 7.3.e** Working Committees reporting to the Executive Director
 - 7.3.f** Chapters
 - 7.3.g** Branches
 - 7.3.h** Networks
- 7.4** For the purpose of these bylaws, any reference to a "province" or to "provinces" will include any and all provincial, territorial or other equivalent jurisdictions that make up the country of Canada.
- 7.5 The Board of Directors**
- 7.5.a** The Board of Directors shall be the governing body of CHHA/AMEC and have the right to exercise all powers it deems necessary for the good governance of CHHA/AMEC, in particular with respect to the

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establishment and enhancement of the governance structure of CHHA/AMEC, its governance-related procedures, its policies and its strategic directions, as well as the appointment of an Executive Director. In addition, the Board of Directors shall have the right and responsibilities of financial oversight.

- 7.5.b** The Executive Director, or if there is no Executive Director, the President acting on the directions of the Board, shall be responsible for the operations of CHHA/AMEC and shall make all operational decisions, including those required to implement the policies and strategic directions set out by the Board, as well as all decisions in respect of all personnel.
- 7.5.c** The Board shall establish and enhance the policies and strategic directions of CHHA/AMEC and shall act in accordance with any instructions given by the membership by motions duly adopted at the Annual and Special General Meetings.
- 7.5.d** The Board of Directors shall include a total of four (4) officers, namely the President, Vice-President, Secretary and Treasurer. The President and the Vice-President must be hard of hearing.
- 7.5.e** The Board shall be composed of Directors elected or appointed according to the procedure set out in Article 8 of these bylaws, in addition to the President. The Board shall consist of a maximum of eight (8) and a minimum of six (6) Board members, which number includes the President, Vice-President, Secretary, Treasurer and Young Adult Representative. The Directors represent the interests of all hard of hearing Canadians, and not only those of members in their home jurisdiction. All members of the Board must be Regular Members of CHHA/AMEC and must be Canadian citizens or landed immigrants to Canada. Eighty percent (80%) of the Board must be hard of hearing persons, or parents or guardians of hard of hearing persons.

7.6 Standing Committees Reporting to the Board of Directors and Working Committees Reporting to the Executive Director

- 7.6.a** The Board may establish Standing Committees to deal with identified key policy issues, as it deems advisable. However, to comply with these bylaws, there must be a CHHA/AMEC National Standing Committee on Nominations, also referred to in these bylaws as the Nomination Committee. Chairpersons and members of such committees shall be appointed by the Board but this authority may be delegated to the President. The Chairperson (or Co-Chairs) of each Standing Committee shall report directly to the Board of Directors.

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7.6.b The Executive Director may establish Working Committees as he/she deems advisable to provide practical support for the policies and strategic directions set by the Board and/or to provide support to CHHA/AMEC programs, projects, initiatives and events. The Executive Director appoints the Chairperson (or Co-Chairs). The Committee Members are appointed by the Executive Director upon recommendation of the Chairpersons. The Chairperson (or Co-Chairs) of such working committees shall report to the Executive Director.

7.6.c There shall be a CHHA/AMEC National Standing Committee on Nominations (also referred to herein as the Nomination Committee) consisting of three (3) Regular Members, at least two (2) of whom must be hard of hearing or the parent or guardian of a hard of hearing person. This Standing Committee reports to the Board of Directors and is otherwise governed by the provisions set out in article 7.6.a of these bylaws. This committee shall issue calls for nominations as determined by these bylaws and receive nominations from the membership for all elective offices and positions in CHHA/AMEC. In addition, the Committee shall have the right to make its own nominations.

7.7 Executive Director

7.7.a The Executive Director shall be responsible for the National Office and the day-to-day operations of CHHA/AMEC. The Executive Director will report directly to the Board of Directors, and he/she is bound to carry out the instructions of the Board in respect to governance structure and procedures, policy and strategic directives, to the best of his/her ability. The Executive Director will participate *ex officio* in all meetings of the Board of Directors but he/she will have no vote. The Executive Director will be deemed to be an employee of CHHA/AMEC whether or not he/she receives remuneration for his/her services.

7.7.b Screening of candidates for the position of Executive Director shall be the responsibility of the Board of Directors. The authority for the appointment of the Executive Director lies with the Board who will also establish the conditions of the appointment and set the salary.

7.8 National Office

The National Office will perform the day-to-day operations of CHHA/AMEC under the direction of the Executive Director or any other person charged with this task.

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7.9 Chapters

One CHHA/AMEC Chapter can be established in each province, territory or other equivalent jurisdiction. Chapters provide the organizational framework within their jurisdiction.

- 7.9.a** Chapters are organized at the initiative of the membership in each province, territory or other equivalent jurisdiction following procedures laid down by the Board of Directors of CHHA/AMEC. A member of CHHA/AMEC living in a province, territory or other equivalent jurisdiction where a Chapter has been established is also a member of that Chapter.
- 7.9.b** Each Chapter may establish its own bylaws, allowing the Chapter to pursue its aims in a fashion determined by the membership of the Chapter. However, such Chapter bylaws shall not be in conflict with any provision of the CHHA/AMEC national bylaws specifically governing Chapters, with any of the objectives stated in Article 3 of the CHHA/AMEC national bylaws, nor with any other provision of the CHHA/AMEC bylaws fundamental to the interests of CHHA/AMEC. The Chapter bylaws must be approved by the Board of CHHA/AMEC.
- 7.9.c** The President and Vice-President of a Chapter must be hard of hearing or parents or guardians of hard of hearing persons.

7.10 Branches

- 7.10.a** Members have the right to establish local Branches of CHHA/AMEC. Branches are organized at the initiative of local membership following procedures laid down by the Board of Directors of CHHA/AMEC. If a proposed Branch is in a province, territory or any other equivalent jurisdiction where a Chapter exists the procedure laid down by that Chapter must also be followed. Each Branch must be approved by the Board of Directors of CHHA/AMEC.
- 7.10.b** Members of a Branch must be Regular Members of CHHA/AMEC. The membership of any Branch is comprised of those persons who choose to join that Branch. A member may belong to more than one Branch.
- 7.10.c** Each Branch may establish its own bylaws, allowing the Branch to pursue specific aims as determined by its membership. However, such Branch bylaws shall not be in conflict with any provision of the CHHA/AMEC national bylaws specifically governing Branches, with any of the objectives stated in Article 3 of the CHHA/AMEC national bylaws, with any other provision of the CHHA/AMEC bylaws fundamental to the interests of CHHA/AMEC, nor with any relevant provision of the Chapter bylaws, if applicable. The Branch bylaws must be approved by the Board of CHHA/AMEC.

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7.10.d The President and Vice-President of a Branch must be hard of hearing or parents or guardians of hard of hearing persons.

7.11 Networks

7.11.a Members have the right to establish an electronic virtual Network of CHHA/AMEC, either internet-based or email-based. A Network is organized at the initiative of a group of Regular Members of CHHA/AMEC who would benefit from having discussions focused on a specifically identified issue or set of issues. Each Network must be approved by the Board of Directors of CHHA/AMEC.

7.11.b Members of a Network must be Regular Members of CHHA/AMEC. The membership of any Network is comprised of those Regular Members who choose to join that Network. A Regular Member can belong to more than one Network or more than one Branch or to any combination thereof.

7.11.c Each Network may establish its own bylaws, allowing the Network to pursue specific aims as determined by its membership. However, such Network bylaws shall not be in conflict with any provision of the CHHA/AMEC national bylaws specifically governing Networks, with any of the objectives stated in Article 3 of the CHHA/AMEC national bylaws, nor with any other provision of the CHHA/AMEC bylaws fundamental to the interests of CHHA/AMEC. The Network bylaws must be approved by the Board of Directors of CHHA/AMEC.

7.11.d The President and Vice-President of a Network must be hard of hearing or parents or guardians of hard of hearing persons.

ARTICLE 8

ELECTION OF THE BOARD OF DIRECTORS

8.1 The Nomination Committee shall issue a call for nominations at least one hundred and fifty (150) days prior to the date of the Annual General Meeting.

8.2 Nominations shall be submitted in writing to the Nominations Committee Chairperson or Co-Chairs by hand delivery, fax, electronic mail or regular mail postmarked at least ninety days (90) prior to the date of the Annual General Meeting. Such nominations shall bear the signatures of the nominator and that of the candidate, and shall indicate the position the candidate wishes to fill. In the case of a nomination sent by electronic mail, a document bearing signatures must be received by one of the other modes of communication mentioned in this paragraph no later than five (5) calendar days following the close of nominations.

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Both candidates and their nominators must be Regular Members. The candidate's resume and statement shall accompany the nomination.

8.2.a By signing the nomination paper the candidate expressly indicates his/her willingness to serve in the position, to participate in meetings, and to promote the aims of CHHA/AMEC as set out in the CHHA Policy

8.2.b A person may stand for election as President and also as Director, but may serve only in one capacity.

8.3 The members of the Board of Directors and the President shall be elected by mail ballot, proxy and by electronic mail by the voting members of CHHA/AMEC for a three-year term, and may serve no more than two consecutive terms. Directors who have completed their maximum term of office shall be ineligible for election or appointment as a director of the association for a period of one year. When a member of the Board of Directors wishes to stand for election as President, the six-year term limit will not apply, and if elected as President, the member may serve in that position for two consecutive terms. For transition purposes only, the existing board members will not have prior years counted at the 2010 election.

8.3.a Elected candidates will receive twenty-five (25) days notice of their acceptance, prior to the Annual General Meeting.

8.3.b Mail ballots shall be sent to Regular Member within fourteen (14) days following the close of nominations. Such ballots shall include biographical sketches and brief statements by the candidate as required by Nominating Committee.

8.3.c Only those mail ballots received no later than thirty (30) days prior to the date of the Annual General Meeting shall be counted. The counting process shall be performed by persons designated by the Board of Directors.

8.3.d In the case of a major interruption of mail services, the determination of which shall be in the entire discretion of the Board of Directors, the Board may extend the date of the close of nominations and the date by which ballots must be returned to be counted. If such extension makes it impossible to count the ballots prior to the Annual General Meeting, then the membership shall be informed of the election by mail.

8.3.e The terms of all Members of the Board start at the Annual General Meeting. When results of the election are delayed, the terms of all elected candidates shall be deemed to have started at the last Annual General Meeting.

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- 8.4** The mail ballot shall contain the slate of candidates drawn up by the Nomination Committee plus the names of the rest of the candidates who have been nominated.
- 8.5** Every Regular Member has the right to vote for the President and for the slate of Directors.
- 8.6** For the office of President, the person receiving the most votes among the nominated candidates is elected to that position. For the offices of Vice-President, Secretary and Treasurer, those positions shall be determined by the newly elected Board of Directors from among the elected or appointed Directors.
- 8.7** The person who is elected President shall be deemed to have withdrawn his/her candidacy for any other Board positions.
- 8.8** To ensure broad geographical representation, no more than 2 Board Members shall be elected from each region of Canada. This does not include the Young Adult representative.
- 8.8.a** If there is only one candidate for President or only sufficient candidates for Directors to fill vacancies on the board then those candidates shall be considered elected by acclamation.
- 8.8.b** If there is more than one candidate for President or for Directors to fill vacancies on the board the candidates who obtain the most votes shall be considered elected, taking into account the above mentioned limit to the number of Directors that can be declared elected for each region of Canada.
- 8.8.c** The office of a Director or Officer of the Board shall be automatically vacated if:
- An Officer or Director resigns from his/her office by delivering a written resignation to the President or Secretary of the Executive Committee;
 - he/she is found to be mentally incompetent or has become of unsound mind;
 - he/she becomes bankrupt;
 - a resolution is passed by two thirds (2/3) of the members of the Board to remove him/her from office;
 - upon death.
- 8.9** The Board of Directors can fill any vacancy on the Board, however caused, by a simple majority vote of the Members of the Board. In this case, one or several new members can be appointed to the Board even if there is already another member of the Board from the same province, territory or other equivalent jurisdiction. Such appointment shall be effective until the next regular election regarding the Board.

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8.10 The election process outlined above in this article does not apply to the Young Adult Representative. Whenever the position of Young Adult Representative is vacant, the CHHA/AMEC Standing Committee on Nominations shall issue a call for nominations for this position, stipulating the procedural requirements it deems appropriate. In addition to the other eligibility requirements required of Directors, the Young Adult Representative must be hard of hearing and be between eighteen (18) and twenty-nine (29) years of age at the start of his/her appointment. His/her term ends at the Annual General Membership Meeting held the year that a regular CHHA/AMEC election takes place. The CHHA/AMEC Standing Committee on Nominations shall review the nominations received and shall recommend one or several candidates to the Board of Directors. The Board of Directors shall review these recommendations and appoint a Young Adult Representative by a simple majority vote of the Members of the Board.

ARTICLE 9
DUTIES OF OFFICERS AND OF THE EXECUTIVE DIRECTOR

- 9.1** The President shall be the Chief Executive Officer of CHHA/AMEC. He/she shall preside at all meetings of CHHA/AMEC and of the Board. He/she shall see that all orders and resolutions of the Board are carried into effect and he/she or the Vice-President with another Officer appointed by the Board for the purpose shall sign all bylaws and other documents requiring the signatures of the Officers of CHHA/AMEC. He/she shall be an *ex officio* member of all Committees.
- 9.2** The Vice-President shall, in the absence or inability of the President to perform the duties of his/her office, assume these duties and exercise the powers of the President. The Vice-President shall also perform such other duties as shall be determined by the Board. In the event that both the President and the Vice President are absent or unable to perform the duties of their office, the Board may appoint an interim Chairperson for CHHA/AMEC.
- 9.3** The Treasurer shall present or cause to be presented a report to the membership on the financial situation of CHHA/AMEC at the Annual General Membership Meeting. He/she shall also perform such other duties as may from time to time be determined by the Board.
- 9.4** The Secretary shall be responsible for all minutes of all proceedings in the books to be kept for the purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall be custodian of the seal of CHHA/AMEC, which he/she shall deliver only when authorized by a resolution of

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the Board to do so and to such person or persons as may be named in the resolution.

- 9.5** The Executive Director shall have the custody of the funds and securities of CHHA/AMEC and shall maintain accurate accounts of receipts and disbursements in books belonging to CHHA/AMEC and shall deposit all monies and other valuable effects in the name and to the credit of CHHA/AMEC. He/she shall disburse and otherwise manage funds of CHHA/AMEC in accordance with the budget approved by the Board of Directors and in accordance with any other general directives set by the Board, taking proper vouchers for such disbursements, and shall render an account of the financial situation and of the financial transactions to the Board of Directors at the regular meetings of the Board or whenever requested to do so by a simple majority of the Board.

Article 10

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 10.1** Each Director or Officer of CHHA/AMEC shall be indemnified by CHHA/AMEC against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of CHHA/AMEC, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as a Director or Officer. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to CHHA/AMEC.
- 10.2** The Board is authorized from time to time to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of CHHA/AMEC, and to secure such Director, Officer or other person against loss by mortgage and charge on the whole or any part of the real and personal property of CHHA/AMEC by way of security, and any action from time to time taken by the Directors under this paragraph shall not require approval or confirmation by the Regular Members.
- 10.3** The Board in its discretion may submit any contract, act or transaction for approval, ratification or confirmation at any annual general membership meeting or at any special general membership meeting called for the purpose of considering the same and any contract, act or transaction that may be approved, ratified or confirmed by a Special Resolution shall be as valid and as binding upon CHHA/AMEC and upon all the Regular Members as though it had been approved, ratified and confirmed by every Regular Member of CHHA/AMEC.

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- 10.4** No Director or Officer for the time being of CHHA/AMEC shall be liable for the acts, neglects or defaults of any other Director or Officer of CHHA/AMEC or for joining in any receipt or act of conformity or for any loss, damage or expense happening to CHHA/AMEC, or for the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of CHHA/AMEC, or for the insufficiency or deficiency in any security in or upon which any of the monies belonging to CHHA/AMEC shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such Director or Officer.
- 10.5** CHHA/AMEC shall, to the full extent permitted by these bylaws, indemnify and hold harmless every person heretofore, now or hereafter, serving as a Director or Officer of CHHA/AMEC and his or her heirs and legal representatives.
- 10.6** Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by CHHA/AMEC prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
- 10.7** CHHA/AMEC shall apply to a court for any approval that may be required to make the indemnities herein effective and enforceable. Each Director or Officer of CHHA/AMEC on being elected or appointed shall be deemed to have contracted with CHHA/AMEC upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each Director or Officer held such office notwithstanding that he or she no longer continues to hold such office.
- 10.8** The failure of a Director or Officer of CHHA/AMEC to comply with the provisions of the constitution or these bylaws shall not invalidate any indemnity to which he or she is entitled under this Part.
- 10.9** CHHA/AMEC may purchase or maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.
- 10.10** All of the above provisions of Article 10 of these bylaws apply, in so far as they are applicable, to any person other than a current Director or Officer of CHHA/AMEC who is duly appointed or delegated by the Board to represent the interests of CHHA/AMEC in respect of the board of another organization or in respect of any other committee or governing body of another organization, whenever the formal terms of the appointment or delegation includes an undertaking by CHHA/AMEC to purchase or maintain insurance for the benefit of such person and said insurance has effectively been obtained.

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ARTICLE 11
LIABILITY OF DIRECTORS AND OFFICERS

No Director or Officer of CHHA/AMEC shall be liable for acts, defaults, costs or expenses of any other Director or Officer, or of any employee, or for any loss or damage arising from bankruptcy or insolvency.

ARTICLE 12
CONDUCT OF BUSINESS

All meetings shall use Robert's Rules of Order (current edition) in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE 13
QUORUM

- 13.1** A quorum at a General Membership Meeting shall be a least forty-five (45) members of the CHHA/AMEC entitled to vote and personally present at the vote.
- 13.2** A quorum at a meeting of the Board of Directors shall consist of two-thirds (2/3) of the voting members of the Board.

ARTICLE 14
AMENDMENT OF BYLAWS

- 14.1** Amendments to these bylaws may be proposed by any member of the Board of Directors or any twenty (20) Regular Members of CHHA/AMEC by signed petition presented to the Board of Directors.
- 14.2** Amendments to any section or article of the bylaws requires a quorum and at least two-thirds (2/3) of the votes cast by Regular Members and by proxy, at any Annual or Special Membership Meeting of CHHA/AMEC.
- 14.3** Proposed amendments or additions to the bylaws shall be sent in writing to all dues paying members at least sixty (60) days prior to the date of the General Membership Meeting. To encourage participation such proposals must include a proxy form to be used at the discretion of the members.
- 14.4** The enactment, repeal or amendment of such bylaws shall not be enforced or acted upon until the approval of the federal Minister responsible for monitoring non-governmental organizations has been obtained.
- 14.5** All matters necessary to the functioning of CHHA/AMEC not provided for in the bylaws will be determined by the majority votes cast by Regular Members and by proxy at any Annual or Special General Membership Meeting of CHHA/AMEC.

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ARTICLE 15
SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of CHHA/AMEC shall be signed by the President or any other Officer or the Executive Director as delegated by the President. The President may explicitly delegate this authority in writing. All contracts, documents and instruments in writing so signed shall be binding upon CHHA/AMEC without further authority or formality. The Board may recommend the appointment of any other member of CHHA/AMEC to sign specific contracts, documents or instruments in writing, when required.

ARTICLE 16
CARRYING OUT OF OPERATIONS

CHHA/AMEC is to carry out its operations without pecuniary gain to its members and any profits or other accretions to CHHA/AMEC are to be used in promoting its objectives.

ARTICLE 17
AUDIT AND FISCAL YEAR

The Board of Directors shall appoint an auditor. This appointment can be revoked by the Board of Directors at any time. In the event of such revocation, the Board of Directors shall immediately appoint another auditor. An audit of accounts is to be done annually and a written report presented to the Board of Directors. The Treasurer must present this report, or cause it to be presented, to the Annual General Meeting for approval by the membership.

The fiscal year of the association shall be from January 1st of each year to December 31st in the same year.

ARTICLE 18
IN THE EVENT OF DISSOLUTION

It is specially provided that in the event of dissolution or winding-up of CHHA/AMEC, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations (related to hearing disabilities) in Canada.

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ARTICLE 19

REMUNERATION OF DIRECTORS AND OFFICERS

Members of the Board of Directors shall not receive any remuneration for their services, but, by resolution of the Board of Directors, expenses for their attendance at meetings held in accordance with Article 6, and other costs and expenses incurred while carrying out their duties as Directors or Officers of the Board may be allowed. Any Member of the Board of Directors who receives remuneration from CHHA/AMEC, either as an employee of CHHA/AMEC or as a contractor in a contract with CHHA/AMEC, must immediately resign his/her position on the Board. In all other cases, any Member of the Board of Directors potentially or actually deriving some form of pecuniary or promotional benefit from CHHA/AMEC, other than the allowable costs and expenses outlined in this paragraph, must immediately declare this benefit in writing to the Board of Directors. The Board of Directors shall decide either to allow or prohibit the Member from carrying out the activity at issue, taking into consideration what is in the best interest of CHHA/AMEC.

CERTIFICATION

Having complied with the requirements of the CHHA/AMEC Bylaws and other regulatory documents, these revised Bylaws are approved for current use by the elected Executive Committee, as provided for in Article 15, of the approved Bylaws on file and the motion(s) carried at the Annual General Meeting of June 2005, provided for in Article 14.

Signed at the Annual General Meeting, held in St. John's, Newfoundland and Labrador, Canada on this 23rd day of May 2009.

Carole Willans-Théberge
President.

Louise Normand
Vice-President

Annie Lee MacDonald
Secretary

Don Halpert
Treasurer