

Therapeutic Recreation Ontario

General Bylaw 1A

Article 1: INTERPRETATION	3
1.1 Definitions	3
1.2 Interpretation.....	4
1.3 Objects of the Association.....	4
Article 2: MEMBERSHIP	5
2.1 Professional Member.....	5
2.2 Non-practising Professional Member	6
2.3 Associate Member	6
2.4 Student Member	7
2.5 Good Standing	7
Article 3: MEETINGS OF MEMBERS.....	7
3.1 Annual General Meetings.....	7
3.2 Special Meeting.....	8
3.3 Notice	9
3.4 Votes	9
3.5 Voting Procedure	10
3.6 Quorum	10
3.7 Adjournment.....	11
3.8 Minutes	11
3.9 Election Procedure	11
3.10 Rules of Order and Procedure	11
3.11 Termination of Membership.....	12
Article 4: BOARD OF DIRECTORS	12
4.1 Composition of the Board	12
4.2 Election of Board Members	12
4.3 Term of Office of the Board	13
4.4 Responsibilities of the Board	13
4.5 Removal of Board Members.....	15
Article 5: MEETINGS OF THE BOARD.....	15
Article 6: OFFICERS	17
6.1 Elected or Appointed Officers	17
6.2 Duties of Officers	18
6.3 Resignation of Officers	20
Article 7: COMMITTEES OF THE BOARD	20
7.1 Standing Committees	20
7.2 Ad Hoc Committees	20
7.3 Quorum	21
7.4 Committee Appointment and Removal	21

7.5	Roles and Responsibilities	21
7.6	Dissolution or removal	22
Article 8: MANAGEMENT AND ADMINISTRATION.....		22
8.1	Head Office	22
8.2	Seal	22
8.3	Signing Authority	22
8.4	Fiscal Year	22
8.5	Executive Director	23
Article 9: FINANCES		23
Article 10: BANKING AND FINANCIAL RECORDS.....		24
Article 11: PAYMENT AND COMMITMENTS		25
Article 12: BORROWING POWERS.....		25
Article 13: INVESTMENTS		25
Article 14: SCHOLARSHIPS		26
Article 15: FINANCIAL AND RELATED CONSULTING SERVICES.....		26
Article 16: LIABILITY INSURANCE		26
Article 17: RULES AND REGULATIONS.....		26
Article 18: MEMBERSHIP REGISTER AND RECORD.....		27
Article 19: AMENDMENT OF THE STANDARDS OF PRACTICE AND/OR CODE OF ETHICS		27
Article 20: AMENDMENT OF BYLAWS.....		27
Article 21: DISSOLUTION		28

Article 1: INTERPRETATION

1.1 Definitions

In this by-law:

- (a) "*Annual General Meeting*" means the Annual General Meeting of the Association called pursuant to these Bylaws.
- (b) "*Association*" or "*Corporation*" means Therapeutic Recreation Ontario.
- (c) "*Ballot*" means a ticket, sheet of paper or form, in a physical or electronic format, used to cast a secret vote.
- (d) "*Board*" means the Board of the Association, which is composed of the Officers and Directors.
- (e) "*Bylaws*" means Bylaws of Therapeutic Recreation Ontario, as amended from time to time.
- (f) "*Deliver*" and "*delivered*" with reference to a notice or other document, includes to mail to or leave with a person, or deposit in a person's mailbox or receptacle at the person's residence or place of business. It includes the transmission of electronic mail through the Internet, and notification through the Association's website.
- (g) "*Ex officio*" means "by virtue of office or position" and includes all rights, responsibilities and power to vote unless otherwise specified.
- (h) "*Executive*" means the Executive Committee of the Board.
- (i) "*Executive Director*" means a person appointed by the Board to act as the chief executive officer of the Association.
- (j) "*Member*" means a member who is good standing with the Association, in accordance with these bylaws.
- (k) "*Officers*" means the President, President Elect, Secretary / Treasurer and the Immediate Past President.
- (l) "*Province*" means the province of Ontario in Canada.

- (m) "*Recreation Therapist*" or "Therapeutic Recreationist" means a practitioner of Recreation Therapy.
- (n) "*Recreation Therapy*" or "Therapeutic Recreation" is the use of treatment, education and recreation participation to enable persons with physical, cognitive, emotional and/or social limitations to acquire and/or maintain the skills, knowledge and behaviors to allow them to enjoy their leisure optimally and function independently.
- (o) "*Seal*" means the official seal of the Association.
- (p) "*Special Meeting*" means any meeting of the Association called pursuant to these Bylaws, except the Association's Annual General Meeting.
- (q) "*Special Resolution*" means a resolution passed at a meeting by a vote of not less than 70% of Members entitled to vote.

1.2 Interpretation

- (a) In these by-laws and in all other by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.
- (b) The provisions of these Bylaws are independent and may be severed. If one part of these Bylaws is deemed to be invalid, this does not affect the validity of the remainder of the Bylaws. The Bylaws shall continue in full force and effect.
- (c) The Board shall approve and implement policies to fulfill the requirements of these Bylaws.
- (d) Where these Bylaws are silent, Board approved policies apply.

1.3 Objects of the Association

The objects of the Association are consistent with its Mission:

- (a) To unite members of the therapeutic recreation profession in Ontario and to protect and promote the character and status of the profession.

- (b) To promote the profession's qualifications, standards of practice and Code of Ethics.
- (c) To share information for the benefit of all members.
- (d) To advocate for therapeutic recreation.
- (e) To promote the health, independence and well-being of the public through service, education and research.

Membership in the Association is voluntary, and recreation therapists practicing in Ontario have the option to become members.

The Association offers its services, programs, materials and products only to members of the Association, or to outside entities when deemed appropriate by the Board.

Article 2: MEMBERSHIP

The Association shall have four classes of membership:

2.1 Professional Member

- (a) Is recognized as any individual practising as a recreation therapist, whose application for admission as a Professional Member has received the approval of the board of directors of the Association and who pays the Annual Membership fee as established by the Board from time to time.
- (b) Professional Member membership shall be subject to annual renewal.
- (c) Professional Members shall each have the right to one vote at all meetings of the members of the Corporation.
- (d) Professional Members may:
 - (i) nominate and be nominated for office in the Association;
 - (ii) attend meetings of the Association and serve on committees, sub-committees and panels of the Association;
 - (iii) receive a summary of Annual General Meetings, Special Meetings, Board Meetings (except minutes of in-camera portions of Board Meetings), Association Newsletters, auditor's report and

- minutes of the immediate previous Annual General Meeting;
 - (iv) participate in Association sponsored and approved educational sessions; and
 - (v) receive such other benefits as the Board determines from time to time.
- (e) Professional Members shall be provided with an annual membership card, and annual proof of renewal.

2.2 Non-practising Professional Member

- (a) Is recognized as any individual who for reasons of health, hardship or long-term absence has temporarily left the practice of the profession.
- (b) A Non-practising Professional Member may remain in this category for up to three years, with extensions requiring approval by the Board.
- (c) A Non-practising Professional Member who returns to practice may be required to address any outstanding professional development or financial matters, in accordance with Board policies.
- (d) The Executive Director shall review the circumstances of and fees payable by each Non-practising Professional Member every year.
- (e) A Non-practising Professional Member will receive an annual membership card, along with appropriate Association correspondence and information.

2.3 Associate Member

- (a) Is recognized as any individual interested in furthering the Association's objectives and the profession of Recreation Therapy, but ineligible for other forms of membership, whose application for admission as an Associate Member has received the approval of the Board or who shall otherwise qualify for Associate Membership and who pays the Associate Membership fee as established by the Board from time to time.
- (b) An Associate Member is eligible to attend Association functions and events, but not to hold office or vote. An associate member is eligible for the "member fee" at association functions.

- (c) An Associate Member will receive an annual membership card, along with appropriate Association correspondence and information.

2.4 Student Member

- (a) Is recognized as any individual actively pursuing a degree or diploma in therapeutic recreation, recreation and leisure studies or a related field, whose application for admission as a Student Member has received the approval of the Board and who pays the Student Membership fee as established by the Board from time to time.
- (b) A Student Member may attend Association functions and/or meetings, but does not have voting privileges. A Student Member is eligible for the “member fee” at association functions.
- (c) A Student Member shall receive Association general mailings.
- (d) A Student Member will receive an annual membership card, along with appropriate Association correspondence and information.

2.5 Good Standing

- (a) Only those members who are in good standing are entitled to exercise the benefits and privileges of the class of membership to which they have been admitted.
- (b) A Member of the Association shall be in good standing if they meet the membership requirements outlined above, owe no fines, fees, costs, assessments, penalties or levies to the Association, comply with the Code of Ethics and professional standards set by the Association and maintain continuing competencies of the profession.

Article 3: MEETINGS OF MEMBERS

3.1 Annual General Meetings

- (a) An Annual General Meeting of the Members shall be held in Ontario at least once in every calendar year, at a time and location determined by the Board.

- (b) Attendance at Annual General Meetings is limited to Members in good standing, the Executive Director, and guests invited by the Executive Director, on behalf of the Board.
- (c) The following matters shall be considered at an Annual General Meeting:
 - (i) Approval of the Minutes of the previous Annual General Meeting;
 - (ii) Relevant correspondence;
 - (iii) Reports of Committees and Officers;
 - (iv) Annual Audited Financial Statements;
 - (v) An operational budget for the upcoming fiscal year for consideration, amendment, and ratification by the Members;
 - (vi) Unfinished business;
 - (vii) New business;
 - (viii) Such other matters or things as may be properly placed before the meeting by motion;
 - (ix) Election of Board members;
 - (x) Adjournment
- (d) Following adoption of a resolution at an Annual General Meeting, the President shall provide Members at the next Annual General Meeting with an update on actions arising.
- (e) At any meeting of the Association, any two Members may demand that the voting on any question before the meeting shall be by ballot. The President or other presiding officer of the meeting shall thereupon appoint two adjudicators to take the vote.

3.2 Special Meeting

- (a) Every meeting of the Members other than an Annual General Meeting is a Special Meeting. A Special Meeting shall be called by the President following receipt of a written request by 30% of the Members, or at the request of a simple majority of the Board.
- (b) The Members' request shall include the printed names and signatures of Members requesting a Special Meeting and the reason for the request.
- (c) A Special Meeting shall be called within 30 days of receipt of the written request, and held within 30 days of the meeting being called.
- (d) Notice of a Special Meeting shall be sent to each Member at least 30 days prior to the meeting, and shall include:

- (i) Reasons for which the meeting is being called;
 - (ii) The time, date and location of the meeting; and
 - (iii) A slate of candidates, if applicable to the purpose of an election at the meeting.
- (e) Business transacted at a Special Meeting of the Association shall be limited to the purpose or purposes for which the Special Meeting has been called, and which is/are expressly set out in the notice of the Special Meeting.
- (f) Attendance at Special Meetings is limited to Members in good standing, the Executive Director, and guests invited by the Executive Director on behalf of Board.

3.3 Notice

- (a) The Secretary / Treasurer shall notify every Member of each Annual General Meeting of the Association by delivering a notice of the date, time and location of the Annual General Meeting at least 30 days prior to the Annual General Meeting.
- (b) Delivery of this notice shall be accomplished by postal service or electronically addressed correspondence, to Members at their address as it appears in the Association register.
- (c) The notice of the Annual General Meeting shall contain information for the Annual General Meeting, including but not limited to an agenda, a description of the nomination procedure and a nomination form, the election procedure for Board members, and a resolutions form.
- (d) The accidental omission to deliver notice of a meeting to, or the non-receipt of a notice by any Member, Board member entitled to receive notice does not invalidate proceedings at that meeting.

3.4 Votes

- (a) The Board, in accordance with its policies, shall determine whether any matter shall be the subject of a mail or electronic vote.
- (b) When the Board decides that a matter or resolution should be the subject of a mail or electronic vote, it shall notify, by the most appropriate means possible all Members about:
- (i) The subject of the vote;

- (ii) Information, background or explanation the Board deems appropriate;
 - (iii) Direction as to voting which the Board deems appropriate; and
 - (iv) The date and time specified by the Board for the closing and receipt of the vote.
- (c) Members' votes not received on or before the closing date shall be deemed spoiled and shall not be counted as participating in the vote.
- (d) Immediately following the date specified for the closing of a vote, one or more scrutineers appointed by the Board shall count the votes and provide the results of the vote to the Secretary / Treasurer, who shall notify the Members in writing within 30 days of being advised of the results.
- (e) In the event of a tied vote, the President shall cast the deciding vote.
- (f) All votes shall be retained for 30 days following the date specified for the closing of a mail vote, and then the mail votes will be destroyed by the Secretary / Treasurer or designate.

3.5 Voting Procedure

- (a) Only Members in good standing with the Association can vote at an Annual General Meeting or Special Meeting of the Association.
- (b) When a quorum is present at any meeting, a simple majority of the votes properly cast upon any question shall decide the question.
- (c) In the event of a secret ballot, ballot slips shall be distributed, one per vote carried.
- (d) Used ballots shall be kept by the Secretary / Treasurer for 30 days and then destroyed by the Secretary / Treasurer.

3.6 Quorum

Fifteen percent (15%) of Members, two of whom must be Officers, present at the commencement of an Annual General Meeting or Special Meeting, constitutes a quorum.

3.7 Adjournment

Meetings of the Association may be adjourned from time to time by resolution of a majority of the Members present. No business shall be transacted at any adjourned meeting, other than business left unfinished at the meeting from which the adjournment took place.

3.8 Minutes

- (a) The Association office shall have custody of the minutes of all meetings of the Association.
- (b) Minutes of Annual General Meetings and Special Meetings shall be made available to Members in good standing upon request.

3.9 Election Procedure

- (a) The Chair or designate of the Nominations Committee shall conduct the election of Board members.
- (b) Advance nominations must be received by the Nominations Committee in writing. For a nomination to stand, a written nomination must show the name and signature of the Member accepting the nomination. A call for nominations from the floor shall be made for vacant positions only, and shall be accepted or declined by those nominated.
- (c) The chair shall invite each nominee, or in the nominee's absence, the nominator, to speak on their behalf for a maximum of five minutes.
- (d) In the event that there are more Members nominated for the Board than there are vacancies, the Members who receive the most votes shall be considered elected to the Board.

3.10 Rules of Order and Procedure

- (a) Rules of Order and Procedures at an Annual General Meeting or a Special Meeting shall be those normally accepted Rules of Order and Procedures governing meetings of a like nature.
- (b) The dispute shall be settled by the Chairperson of the meeting or by a Parliamentarian as appointed by the Chairperson. The Chairperson or the appointed Parliamentarian's decision is final.

3.11 Termination of Membership

Membership shall terminate with the Association if a Member:

- (a) Does not pay membership dues, levies and penalties within the timeframe established by the Secretary / Treasurer.
- (b) Does not respond to all reasonable attempts to collect his or her outstanding account, and the Board approves the Secretary / Treasurer's recommendation for suspension or expulsion.
- (c) Resigns by delivering a signed notice to the Secretary / Treasurer.
- (d) Is no longer in good standing.

Article 4: BOARD OF DIRECTORS

4.1 Composition of the Board

- (a) The Board shall consist of a minimum of eight (8) and a maximum of twelve (12) Directors who are members of the Association. Directors must be 18 years of age or over with the power under law to contract.
- (b) The Board shall consist of:
 - (i) The President;
 - (ii) The President Elect;
 - (iii) The immediate Past President;
 - (iv) A minimum of five (5) and a maximum of nine (9) elected Board members.

4.2 Election of Board Members

- (a) Elections of Board members shall be by secret ballot and shall be held in conjunction with the Annual General Meeting.
- (b) The President Elect shall be elected by ballot at the Annual General Meeting. Their terms of office shall be until the next Annual General Meeting.
- (c) All other members of the Board except the President and the immediate Past President appointed by the Board shall be elected

at the Annual General Meeting. Their term of office shall be until the second year following the Annual General Meeting.

- (d) The Board shall appoint, from among the Past Presidents of the Association, the Chair of the Nominating Committee. The Chair of the Nominating Committee shall appoint committee members.
- (e) The Chair of the Nominating Committee shall inquire among Members of the Association, at least 30 days prior to an Annual General Meeting, or at least 15 days prior to a Special Meeting, if appropriate, as to the persons whom the members would propose be nominated for the offices of President Elect and Board members.
- (f) In the case of an Annual General Meeting or Special Meeting, the slate of candidates, if any, shall be delivered to the Members at least 30 days prior to the meeting.
- (g) The Chair of the Nominating Committee shall obtain from each candidate on the slate, in writing, their consent to the nomination.
- (h) The Chair of the Nominating Committee shall act as Chair of that portion of the Annual General Meeting that deals with elections, and shall appoint scrutineers.

4.3 Term of Office of the Board

- (a) A newly elected Board member takes office immediately following the close of the Annual General Meeting at which he or she is elected.
- (b) In the case of any vacancy that occurs on the Board, the person filling such a vacancy or replacing such a member shall hold office until the expiry of the term of the vacancy or the term of the member he or she replaces.
- (c) Board members' terms of office shall be staggered, so that at least two members, but not more than five members, shall be elected each year at the Annual General Meeting.

4.4 Responsibilities of the Board

- (a) The Board shall govern, control and administer the Association. The Board's functions include but are not limited to:
 - (i) conducting the business of the Association between Annual General Meetings;

- (ii) acting in a governance capacity, particularly accountability for the Association's financial status;
 - (iii) making and revising Bylaws (subject to approval by Members) and governance and operational policies;
 - (iv) establishing fees, dues and levies;
 - (v) prescribing the function and duties of standing and ad hoc committees, and appointing individuals to standing and ad hoc committees;
 - (vi) filling any Board vacancy for the remainder of any term caused by the departure, resignation or death of any Board member;
 - (vii) determining the time and place of the Annual General Meeting or any Special Meeting;
 - (viii) appointing the auditor for the Association;
 - (ix) appointing legal counsel for the Association;
 - (x) prescribing fees, allowances, stipends, and expenses of persons other than Members of the Association for rendering services to the Association;
 - (xi) prescribing fees, allowances, stipends and expenses for Members of the Association serving on the Board or Committees;
 - (xii) entering into agreements on behalf of the Association;
 - (xiii) responding to any matters as may be required by legislation or these Bylaws.
- (b) The Board may, in accordance with its policies, delegate any of its powers, duties, or functions to committees consisting of Association members. These committees shall, in execution of the power delegated to them, comply with any conditions that may be imposed by the Board and shall, in due course, report to the Board.
- (c) The Board may delegate authority and responsibility to implement any Board governance and operational policies, procedures, activities, initiatives, management and administration to any employed, contracted, appointed or volunteer personnel.
- (d) The Board shall have the power to set policies for payment to the Board and Committees members, and others who perform work on behalf of the Association concerning reasonable remuneration, honoraria, travel, and living expenses.
- (e) The Board shall have the power to pay Board and Committee members and others performing duties on behalf of the Association reasonable remuneration, honoraria, travel and living expenses.

4.5 Removal of Board Members

- (a) A Board member automatically ceases to hold office if they cease to become a Member in good standing.
- (b) A Board member may be removed from the Board by a resolution passed by a two-thirds majority of the remaining Board members. For greater clarification, the Member who is the subject of the removal motion shall not be included in calculating this two-thirds majority.
- (c) Membership on the Board shall be terminated upon:
 - (i) Submission of a written resignation to the Association;
 - (ii) Suspension or expulsion from the Association;
 - (iii) Failure to attend three consecutive Board meetings.
- (d) A Board member shall be deemed to have vacated the office of Board Member if the Board member becomes incapacitated or dies.
- (e) An elected member of the Board may resign or otherwise be unable to retain his or her office.
- (f) In these circumstances, the Board may appoint another Member to fill the office for the remainder of the term, or leave the position vacant.

Article 5: MEETINGS OF THE BOARD

- (a) The Board shall hold at least four Board meetings in each calendar year. Board meetings shall be held by order of the President or at the request of a majority of Board members.
- (b) Board meetings shall be held at such time and place as may be directed by the Board and, in the absence of such direction, at such time and place as the President shall designate. In addition to in-person meetings, Board meetings may be held by electronic means, by order of the President or at the request of a majority of Board members.
- (c) All Board members shall be given notice of the time and place of a meeting at least 10 days in advance of the meeting. If the meetings are pre-scheduled or if all Board members are in agreement, this notice provision may be waived.

- (d) The Rules of Order and Procedures at Board Meetings shall be those normally accepted Rules of Order and Procedure governing meetings of a like nature. Disputes shall be settled by the Chair of the meeting, and his or her decision shall be final.
- (e) A quorum of the Board is four Members, one of whom is the President or President Elect.
- (f) Voting on matters by the Board may be conducted:
 - (i) At any meeting of the Board; or
 - (ii) With the authorization of the President, by mail, electronically, telephone, videoconference, or other acceptable means.
- (g) All members of the Board, except the Past President, are eligible to vote on all matters before the Board. The Board's decision shall be made by a majority of those Members participating in the vote.
- (h) The President shall provide the following to Members, upon request:
 - (i) details of the time and place of a Board meeting; and
 - (ii) a copy of the agenda, excluding in-camera items.
- (i) Meetings of the Board shall be open to Members, with the exception of in-camera discussions, as determined by the Board in accordance with its policies.
- (j) The Board may exclude any person from any part of a Board meeting, including but not limited to circumstances where the following items may be discussed:
 - (i) financial, personal or other matters of such a nature that the desirability of avoiding public disclosure of them in the interest of any person affected or where the public interest outweighs the desirability of adhering to the principle that meetings be open to the public;
 - (ii) where a person involved in a criminal proceeding or civil suit or proceeding may be prejudiced;
 - (iii) personnel matters or property acquisitions;
 - (iv) the contents of registration examinations;
 - (v) instructions that may be given to or opinions received from legal counsel or other advisors for the Association, the Board, or committees.
- (k) The Secretary / Treasurer shall ensure that minutes are taken at each meeting, signed by the President or Chair of the meeting,

provided to Board Members, provided to others upon request, and retained on file.

- (l) A resolution signed and approved by all Board members, including a resolution transmitted by facsimile, electronic mail or postal service, is valid and binding, and of the same effect as if the resolution had been duly passed at a Board meeting.
- (m) Upon receipt by the Secretary / Treasurer of a request in writing signed by not less than three Board members, the Board shall within 30 days of the date the request is received by the Secretary / Treasurer convene a special Board meeting.
- (n) In the absence of the President and President Elect, the Chair for a Board meeting shall be elected by a majority vote of the Board members present.

Article 6: OFFICERS

6.1 Elected or Appointed Officers

- (a) The Officers of the Association shall be:
 - (i) The President;
 - (ii) The President Elect,;
 - (iii) The Secretary / Treasurer; and
 - (iv) The Immediate Past President.
- (a) Any Officer of the Association may delegate any power, duty or function to any appointed or hired personnel of the Association to assist him or her in carrying out the powers, duties, and functions of his or her office.
- (b) The Officers of the Association shall constitute the Executive Committee. The Executive Director is an ex-officio non-voting member of the Executive Committee.
- (c) The Executive Committee shall:
 - (i) Meet at the request of the Board to govern the Association between Board meetings, subject to these Bylaws and any restrictions or limitations imposed by the Board;
 - (ii) Act on any other matters the Board delegates;
 - (iii) Propose all decisions for ratification by the Board.

6.2 Duties of Officers

- (a) The President shall:
- (i) Preside at all Annual General Meetings and Special Meetings, and all Board meetings, and be the Chairperson of all such meetings;
 - (ii) At every Annual General Meeting, submit a complete report of the Association's operations, and issue a statement of its activities to Members;
 - (iii) From time to time, report to members on relevant matters within the President's knowledge;
 - (iv) Provide general direction, mentorship, and advice to individuals employed or engaged by the Association;
 - (v) Have a casting vote or second vote to decide any question before the Association or the Board, where there is an equality of vote;
 - (vi) Sign all certificates of membership, along with the Secretary / Treasurer;
 - (vii) Hold office until a successor is elected;
 - (viii) Be one of the Officers empowered to counter-sign all cheques;
 - (ix) Upon leaving office, assist the President Elect to ensure a smooth transition;
 - (x) Be an ex officio member of all Board committees and other committees;
 - (xi) Perform other duties assigned to the President under these Bylaws or Board-approved policies.
- (b) The Secretary / Treasurer shall provide oversight and governance policy direction on the Association's finances, and shall collaborate with the Executive Director to:
- (i) Keep records and Minutes of all proceedings of the Board;
 - (ii) Notify all committee members of their appointment;
 - (iii) Ensure that a notice of all meetings is delivered to all Members;
 - (iv) Collect and keep all monies due to the Association in a financial institution, and disperse funds for all capital and operating expenses;
 - (v) Ensure that the fees and expenses of Board members, Members and others engaged in Board and committee work are included within the Association's annual budget;
 - (vi) Prepare an accurate and current set of financial transactions, accounts, books and ledgers showing details of all monies received and distributed by the Association;

- (vii) At the end of each fiscal year, have the books and ledgers of the Association audited by the Association's accountant, who shall be appointed by the Board;
 - (viii) Prepare and present at each Annual General Meeting a financial report that includes an annual financial statement identifying the Association's financial status as fiscal year end, and deliver a copy of the financial report including audited financial statements to each Member;
 - (ix) Deliver notices of all Annual General Meetings and all Special Meetings 30 days prior to the applicable date, accompanied by an agenda, to all Members;
 - (x) Make available to each Member a summary of the proceedings of the previous Annual General Meeting and Special Meeting, as applicable.
 - (xi) See to the issuance and maintenance of an indemnity bond in an amount determined by the Board, in favour of the Association. This indemnity bond shall cover all Members and appointed or hired personnel of the Association who have signing authority, or otherwise have access to Association monies or securities. The premium for this bond shall be paid for from Association funds;
 - (xii) At the expiration of the term of office, deliver to their successor all funds, papers and books relevant to the role of Secretary / Treasurer;
 - (xiii) Perform such other duties as the Board may prescribe.
- (c) The President Elect shall perform the duties of the President in the President's absence or inability, or at the President's request.
- (d) The Past President shall provide mentorship and fulfill the role of a trusted advisor

6.3 Resignation of Officers

- (a) If the President resigns or is otherwise unable to act, the President Elect shall become President for the remainder of the President Elect's term of office.
- (b) In the event that the Secretary / Treasurer is unable to fulfill his or her mandate, the Board may elect or appoint from within, an interim Secretary / Treasurer, who will serve to the end of the term.
- (c) If the President Elect resigns or is unable to act, the Board shall elect, from among themselves, a person to fill the office for the remainder of the term of the President Elect's office, or they may provide a ballot to elect a new President Elect.
- (d) If the Past President resigns or is otherwise unable to act, the position shall remain vacant until the Board appoints a new Past President.

Article 7: COMMITTEES OF THE BOARD

7.1 Standing Committees

- (a) Standing Committees shall be permanent features of the Association, and may only be established or terminated by a special resolution amending the Bylaws of the Association.
- (b) The Standing Committees shall be:
 - (i) Executive Committee;
 - (ii) Registration Committee;
 - (iii) Practice Review Committee;
 - (iv) Risk Management and Audit Committee;
 - (v) Governance and Nominations Committee;
 - (vi) Professional and Membership Services Committee;
 - (vii) Nominations Committee;
 - (viii) Compensation Committee.

7.2 Ad Hoc Committees

- (a) Ad hoc committees may be established, structured, empowered and terminated by the Board, consistent with Terms of Reference approved by the Board.

- (b) The Board shall not establish an ad hoc committee with powers or functions conflicting with those of any standing committee.

7.3 Quorum

A majority of a committee's membership constitutes a quorum.

7.4 Committee Appointment and Removal

- (a) Appointments and re-appointments to committees shall be conducted in accordance with Board policies.
- (b) A person appointed to a committee established by the Board shall serve in accordance with the Committee's Terms of Reference and related Board policies.
- (c) A committee member may be removed by a majority vote of the Committee or a majority vote of the Board.
- (d) Membership on a committee shall be terminated upon:
 - (i) The member becoming incapacitated or dying;
 - (ii) The member's submission of a written resignation from the committee;
 - (iii) The member resigning from the Association; or
 - (iv) The member's failure to attend three consecutive meetings without authorization from the committee chair.

7.5 Roles and Responsibilities

All committees are appointed by the Board, and are responsible and accountable to the Board.

- (a) The Board shall approve each committee's Chair, members, mandate, Terms of Reference and policies.
- (b) Committees shall be divided into standing and ad hoc categories.
- (c) Each committee chairperson shall provide a report to the Board in accordance with Board policies.
- (d) Each committee chairperson shall provide a report to Members at the Annual General Meeting, which details the committee's activities during the previous year.

- (e) The chair and vice-chair of each committee shall be determined by a majority vote of the Board. The vice-chair may serve a term corresponding to the chair. The vice-chair has all the powers of the chair, in the absence of the chair or upon direction of the chair.
- (f) Committees may recommend changes to Board policies to the Board.

7.6 Dissolution or removal

The Board may by resolution dissolve any special committee or remove any committee members at any time.

Article 8: MANAGEMENT AND ADMINISTRATION

8.1 Head Office

The Association's head office shall be located in an Ontario municipality, at the Board's discretion.

8.2 Seal

- (a) A seal for the Association shall be approved by the Board.
- (b) The Secretary / Treasurer shall be responsible for safe-keeping of the Association's seal, which shall contain the words "Therapeutic Recreation Ontario".
- (c) The President, President Elect, Immediate Past President, Secretary / Treasurer and Executive Director each shall have authority to fix a seal of the Association to any legal document.

8.3 Signing Authority

The President, President Elect, Secretary / Treasurer and Executive Director shall be the Association's signing authorities, including on all agreements. The signature of any two signing authorities on a document shall be considered sufficient. The Board may authorize the signing of specific documents by other officers or Board Members from time to time.

8.4 Fiscal Year

The Association's fiscal year is September 1 of one year to August 31 of the next year.

8.5 Executive Director

- (a) The Board may delegate authority and responsibility for implementation of any Association policies, finances, activities and management to the Executive Director, as the Association's chief executive officer.
- (b) The Executive Director shall carry out his or her responsibilities in accordance with Board-approved policies. These responsibilities include but are not limited to:
 - (i) Prudently managing the Association's operations and finances, in collaboration with Board members, particularly the President and Secretary / Treasurer;
 - (ii) Providing secretariat and related support services to the Board;
 - (iii) Maintaining an inventory and control of all Association property;
 - (iv) Employing, appointing and/or contracting with one or more individuals to assist in the Association's management and administration. This includes one or more individuals who may exercise the powers and perform the duties of and who has or have the same authority as the Executive Director, in the Executive Director's absence;
 - (v) On behalf of the Board, coordinating Board committees and their activities.
- (c) The Board shall approve the Executive Director's position description, with the Executive Director's input. The Board and the Executive Director will review the Executive Director's position description yearly.
- (d) The Executive Director's salary, benefits and terms of office shall be established by the Board, and shall be reviewed annually. This review process shall occur in conjunction with a formal performance appraisal, assessing the Executive Director's attainment of agreed-upon goals and objectives.

Article 9: FINANCES

- (a) Upon the Executive Director's recommendation, the Secretary / Treasurer will present an annual budget to the Board for review and submission to the Members at the next Annual General Meeting.

- (b) Upon acceptance of the budget, all Members will pay the fees, dues and/or levies approved by Members in attendance at the Annual General Meeting.
- (c) Failure to pay the required fees, dues and/or levies will result in cancellation of membership.
- (d) The Board shall establish fees by resolution for all categories of Members.
- (e) The Board may, as a result of a vote at an Annual General Meeting or a Special Meeting, a mail vote, or an electronic vote, assess a levy for any categories of membership. In the case of an Annual General Meeting or a Special Meeting, proposals to assess a levy must be provided to the members by the Secretary / Treasurer at least 30 days prior to the Annual General Meeting or Special Meeting.
- (f) The Secretary / Treasurer shall determine the penalty for late payment of fees, dues or levies, which shall not exceed 10% of the outstanding balance. The Secretary / Treasurer may also assess interest on the outstanding balance, which shall not exceed the current rate of interest charged by the Association's financial institution.
- (g) The Secretary / Treasurer may, in accordance with Board policies, waive any or all fees, dues or levies, and may lengthen the time specified for the payment of any fees, dues or levies, to accommodate for a Member's extraordinary circumstances.
- (h) The Association is entitled to make use of all revenue from fees, dues, levies and other sources of income to conduct the governance, management and administration of the Association.

Article 10: BANKING AND FINANCIAL RECORDS

- (a) The Board shall establish and maintain such accounts with one or more Canadian banks or trust companies, as the Board determines necessary from time to time.
- (b) All payments and withdrawals shall be completed by cheque or other negotiable instrument drawn against monies deposited, and shall be signed by two signing authorities.

- (c) The Secretary / Treasurer, in cooperation with the Executive Director, shall prepare the financial records of the receipts and disbursements of the Association.
- (d) The Board shall review the Association's financial records at least quarterly.
- (e) The Association's financial records may be inspected by any Member at any time, upon giving reasonable notice and arranging a mutually satisfactory time with the responsible officer.
- (f) A resolution identifying individuals with designated bank signing authority shall be made or reaffirmed immediately following an Annual General Meeting or Special Meeting at which an election is held.

Article 11: PAYMENT AND COMMITMENTS

- (a) The Executive Director may approve payments and commitments for the purchase of goods and services up to a limit set by Board policies.
- (b) The Board must approve all payments and commitments in excess of the limit set by Board policies.

Article 12: BORROWING POWERS

- (a) The Board may raise money, or guarantee or secure the payment of money in the name of the Association, in any manner determined by the Board, in order to carry out the purposes of the Association.
- (b) The Board may borrow, pledge or encumber property, create a financial instrument and otherwise raise money to finance the acquisition of real or personal property.

Article 13: INVESTMENTS

The Board may set aside a reserve from surplus funds, and invest these funds in the name of the Association, and may change those investments, in accordance with Board policies.

Article 14: SCHOLARSHIPS

The Board may establish scholarships to be granted to students attending accredited post-secondary educational institutions, in accordance with Board policies.

Article 15: FINANCIAL AND RELATED CONSULTING SERVICES

- (a) Subject to authorities delegated by the Board, the Executive Director may appoint, hire or retain employees, legal counsel, an accountant, consultants, advisors and other paid and volunteer personnel to assist in the Association's governance, management, administration and related activities.
- (b) The Secretary / Treasurer or his or her designate shall annually arrange for preparation of audited financial statements, and shall provide the required information to the Association's auditors for that purpose.

Article 16: LIABILITY INSURANCE

- (a) The Board shall ensure that appropriate Directors and Officers Liability Insurance, Errors and Omissions coverage is maintained for all members of the Board, Directors, Officials, Officers, and Members involved in the Association's governance, management and administration.
- (b) The Board shall be authorized by the Association to indemnify each Director, Officer, official and Member of the Association, or another person who is undertaking or is about to undertake any liability on behalf of the Association. This indemnification shall include all costs, charges and expenses, and an amount paid to settle an action or satisfy a judgment reasonably incurred as a Director, Officer, Member or other representative of the Association.

Article 17: RULES AND REGULATIONS

The board of directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the

Association when they shall be confirmed; failing such confirmation at such annual meeting of members, they shall cease to have any force and effect.

Article 18: MEMBERSHIP REGISTER AND RECORD

- (a) A Member shall provide upon request by the Executive Director any information relevant to their category of membership.
- (b) A Member shall notify the Executive Director of any change in their information contained in their respective register within 30 days.
- (c) All information maintained by the Association will be subject to applicable privacy legislation, as amended from time to time.
- (d) Upon written request to the Executive Director, a Member may have access to his or her information maintained at the Association office.

Article 19: AMENDMENT OF THE STANDARDS OF PRACTICE AND/OR CODE OF ETHICS

- (a) The Board may add to, amend or repeal, in whole or in part, the Standards of Practice and/or Code of Ethics after the Board:
 - (i) sends the proposed changes to the Standards of Practice and/or Code of Ethics to all Members and provides Members 30 days from the date of distribution to submit comments to the Board;
 - (ii) provides a copy of the proposed changes to the Standards of Practice and/or Code of Ethics to any other persons determined by the Board for review and comment; and
 - (iii) reviews and considers all comments.
- (b) The changes to the Standards of Practice and/or Code of Ethics are deemed to be implemented, upon a resolution of the Board to that effect.

Article 20: AMENDMENT OF BYLAWS

- (a) Proposed changes to these Bylaws must be delivered to all Members in good standing at least 30 days prior to an Annual General Meeting, at which time the amendment to the Bylaws shall be considered, or a Special Meeting at which the amendment to the Bylaws shall be considered.

- (b) These Bylaws may only be amended by a special resolution of Members at the Annual General Meeting or a Special Meeting of the Association.
- (c) The Board's decision is final and binding, in the event any difficulty arises with respect to transition from the former Bylaws or there are any concerns about interpretation of these Bylaws.
- (d) The Association Bylaws approved by the Members in June 2006 are hereby repealed.

Article 21: DISSOLUTION

- (a) The Association may be dissolved only by a vote of two thirds of voting Members at a Special Meeting called expressly for that purpose, with at least 30 days prior notification.
- (b) Upon the Association's dissolution, the Board shall, after making provisions for payment of all the Association's liabilities, dispose of all of the Association's assets.
- (c) The Board shall dispose of all of the Association's assets to one or more provincial or national corporations, societies or organizations engaged in not-for-profit activities consistent with the Association's objects, as noted in these By-Laws.