

# Manitoba Chapter Constitution and By-laws

as voted in by the membership at the inaugural AGM, 2013

1. The name of the Chapter is the "Manitoba Chapter: Canadian Counselling and Psychotherapy Association".

## 2. Objectives

2:1 To provide a forum for discussion of critical issues in counselling and psychotherapy (local, regional, national).

2:2 To encourage and support the professional development of counsellors and psychotherapists in Manitoba.

2:3 To foster an inclusive atmosphere for counsellors and psychotherapists working in diverse communities characteristic of Manitoba.

2:4 To encourage public, organizational and legislative support of professional counselling and psychotherapy.

2:5 To be involved in efforts aimed at provincial regulations for counsellors and psychotherapists.

2:6 To serve as a direct link with the national Association (CCPA), in a reciprocal exchange, toward the achievement of mutually desired aims and objectives.

## BYLAWS

### Article 1: Membership

1:1 Membership in good standing shall consist of those members of the Canadian Counselling and Psychotherapy Association (CCPA) who pay an additional fee for membership in the Manitoba Chapter (herein referred to as "Chapter").

### Article 2: Board of Directors

2:1 Any member in good standing may be nominated and subsequently elected to the Board of Directors.

2:2 The Board of Directors of the Chapter will consist of a President-Elect, President, Past President (nonvoting advisory role), Secretary, Treasurer, and a maximum of six Directors at Large.

2:3 One person may hold two positions on the Board simultaneously (e.g., Secretary-Treasurer).

2:4 Directors of the Board will perform the duties that pertain to their respective offices. They will participate fully in all activities of the Chapter as required and as deemed appropriate.

2:5 Directors of the Chapter shall:

- act honestly, and in good faith, and in the best interests of the Chapter;
- and exercise the care, diligence and skill of a reasonably prudent person, in exercising their powers and performing their functions as a Director.

#### 2:6 Duties of the Directors:

- The President or designate shall preside at all meetings of the Chapter, be responsible for the general management and supervision of the affairs and operations of the Chapter and all Chapter committees, and be a signing officer.
- The Past President shall act as a resource and consultant to the President and assist the President in the performance of his/her duties. This is a nonvoting position.
- The President Elect shall assist the President in the performance of his/her duties, keep informed on key issues, carry out other duties as assigned by the Board and shall, by appointment, assume all responsibilities of the President in the latter's absence.
- The Secretary shall keep the minutes of all meetings of the Directors and all General Meetings and shall circulate Board meeting minutes to the Directors electronically and General Meeting minutes to members electronically.
- The Treasurer shall be responsible in all matters pertaining to the funds of the Chapter. The Treasurer shall be a signing officer for cheques drawn on funds of the Chapter. He/she shall present a concise financial report at each Board meeting and at the Annual General Meeting.
- The Directors at Large shall be available for tasks and duties that serve the current interests and functions of the Chapter. These tasks and duties shall be delegated by the Board. The Directors at Large shall fulfill the general duties of Directors as set out in the Constitution and Bylaws of the Chapter.
- Directors shall not receive any special privileges over and above those of ordinary members.

### **Article 3: Appointment and Removal of Elected Directors**

3:1 Beginning in 2013, on the occasion of the Annual General Meeting of members, the positions of President, President Elect, Secretary, Treasurer, and Directors at Large shall be filled for a two (2) year period by means of an election. Directors are eligible for re-election.

3:2 a. If any member of the Board of Directors fails to attend three consecutive Board meetings without reasonable explanation (as determined by the Board), the Directors may declare a vacancy on the Board in respect of such Director and fill the vacancy with any person who would qualify as a member at an Annual General Meeting. Such person shall hold office until the next Annual General Meeting.

3:2 b. The Directors may fill any vacancy occurring on the Board due to resignation or any other reason by inviting the appointment of any person who would qualify as a member at an Annual General Meeting. Such person shall hold office until the next Annual General Meeting.

### **Article 4: Committees**

4:1 The Board of Directors may constitute committees as it deems necessary and it will prescribe their duties and responsibilities. The committee may convene and regulate their meetings as they see fit. All committees constituted by the Board will be accountable to the Board.

4:2 All decisions made by a committee related to policy or finance must be ratified by the Board.

4:3 Any committee member may be suspended and/or removed from office by the Board of Directors. A committee may be disbanded by a resolution of the Board of Directors.

#### **Article 5: Meetings**

5:1 The Board of Directors will meet a minimum of twice each year and at any additional occasions as determined by the Board.

5:2 Meetings of the Board of Directors held in person or with the assistance of multimedia conferencing technology shall be considered to be truly constituted and valid meetings of the Board.

#### **Article 6: Annual General Meeting**

6:1 The Annual General Meeting shall be held annually on a day to be fixed by the Board of Directors.

6:2 Notice of the Annual General Meeting and the business to be conducted at the meeting shall be provided at least 21 days in advance to every member in good standing.

6:3 The rules of procedure at the Annual General Meeting shall be determined by the Board of Directors.

6:4 A quorum for the transaction of business at any Annual General Meeting shall be constituted by the number of members who attend the meeting in person or with assistance of multimedia conferencing technology formally organized by the Board. Other meetings of the chapter that are called by the Board from time to time, shall abide by the same quorum guidelines, however, when substantial decisions are being undertaken, the Board will conduct extensive consultation with the membership, and when it deems necessary, conduct an electronic vote following CCPA voting procedures (see CCPA Bylaw 2.4 "Electronic Voting Procedures").

6:5 Each member shall have one vote in all proceedings at which members shall be entitled to vote.

6:6 Members may not vote by proxy.

6:7 Every question submitted to a vote shall be decided by a majority of votes and in the case of a tie vote, the designated chair of the meeting shall cast the deciding vote.

6:8 On every question submitted to a vote, a declaration by the designated chair of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact.

#### **Article 7 - Alteration of Bylaws**

7:1 The Constitution and Bylaws of the Chapter shall not be amended except by a resolution passed by the membership of the Chapter at a general meeting. Notice specifying the intention to propose the resolution must be provided concurrently with notice of the Annual General Meeting (at least 21 days in advance), through reasonable effort, to each member.

7:2 Amendments to the Constitution or By-Laws of the Chapter must be approved by the CCPA Board of Directors.

### **Article 8 - Books and Records**

8:1 The Chapter's Constitution and Bylaws, and the minutes from the Chapter's Annual General Meeting, shall be available on the Chapter's website.