

# BYLAWS MANITOBA DENTAL ASSISTANTS ASSOCIATION (MDAA)

## 1. INTERPRETATION

In these bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the feminine gender will include the plural number or the masculine gender, as the case may be and vice versa and references to persons will include firms and corporations. In these Bylaws, unless the context otherwise requires, definitions are:

**Association:** Manitoba Dental Assistants Association

**Directors:** Current representatives that form the Board of the Association

**Officers:** President, Past-President, President Elect , Secretary and Treasurer

**Board:** Board of Directors of the Association

**Quorum:** In relation to a meeting of the board is a majority of the Board Members

**Quorum:** In relation to the AGM or any meeting of the membership is five percent (5%) of the membership

**Good Standing:** Having paid all the current dues and any other obligations to the MDAA and MDA and not being suspended by the association under these bylaws.

## 2. NAME

The name of the association is the Manitoba Dental Assistants Association. The Association may also be referred to by the acronym MDAA.

## 3. HEAD OFFICE

The Head Office of the Association will be in the Province of Manitoba in a location to be determined by the Association's Board of Directors.

## 4. MEMBERSHIP

A member is any person who is a registered dental assistant in good standing and who has paid annual fees to the Manitoba Dental Association (MDA).

### 4.1 Membership Admission

Membership in the Association will be limited to Registered Dental Assistants.

### 4.2 Membership Fees

Annual fees are due and payable to the Manitoba Dental Association (MDA) by April 30th of each year.

### 4.3 Obligations of Membership

**4.3.1** All members are obligated to inform the Association and the MDA of changes in name and contact information.

**4.3.2** It is unethical for a member to do anything that could be reasonably regarded as disgraceful or dishonorable by the membership or professional colleagues. Membership implies acceptance of the Code of Ethics of the Association.

## **4.4 Rights and Privileges of Membership**

**4.4.2** All Members have the right to vote on all matters presented at a Special Meeting or the Annual General Meeting of the Association.

**4.4.3** Members enjoy all privileges of membership in the Association including the right to hold elected office and/or serve as a member of any committee of the Association. Members have the right to vote for the Board of Directors of the Association. Members receive all publications of the Association and enjoy all other services and facilities of the Association as may be designated by the Board of Directors.

## **5. BOARD OF DIRECTORS**

A Board of Directors, hereafter called the Board, shall manage the business and assets of the Association. The Board may employ an Executive Director for the day to day management of the Association as specified by the Board.

The Board shall consist of a President, President Elect, Secretary and Treasurer and between 4 and 6 elected Directors from the current membership. The Past President and Executive Director are ex-officio board members with no voting privileges.

### **5.1 Eligibility**

Board members must be 18 years of age or older and must be members in good standing.

### **5.2 Nominations and Elections**

Any member who expresses interest in becoming Secretary or Treasurer or Director must submit a written consent to the Executive Director no later than 30 days prior to the Annual General Meeting. Additional nominations from the floor will be accepted at the Annual General Meeting. Elections shall be by ballot, except when there is only one nominee for each office, in which case the election for each office may be held by show of hands.

### **5.3 Representative of the Board to the CDAA**

The MDAA Board will appoint a representative to the CDAA Board from the MDAA Board of Directors.

### **5.4 Board Terms and Vacancies**

**5.4.1** The term of office for Directors will commence at the close of the Annual General Meeting each year at which time all new or returning Directors will assume the responsibilities of their positions for the new term.

**5.4.2** The Director's positions, including the secretary and treasurer are a two year term unless they are appointed to the office of President or President Elect in which case they shall remain on the Board until the completion of their term in office. The term of the Past President shall be one year. A Director's term may be extended for two additional two year terms with their written agreement and a three-quarters vote of the Board. This request must be submitted to the Executive Director a minimum of 30 days prior to the expiry of their term. Terms shall be staggered to increase continuity on the Board.

**5.4.3** A Director position shall be considered vacant when:

- The Director's name is removed from the membership register of the Association;
- The Director has resigned her office by delivering a letter of resignation to the President or President Elect;
- The Director is found in court to be of unsound mind;
- The Director is convicted of a criminal offence;
- The Director is found to have a contrary object to the well being of the Association;
- A resolution for removal of a Director is passed at a Board meeting by two-thirds (2/3) vote;
- On death.

**5.4.4** Vacancies that occur for any reason contained within 5.4.3 will be filled as follows:

- A vacancy in the office of President shall be filled by the President Elect for the unexpired term of the President.
- A vacancy in any other office may be filled by the Board for the unexpired term.

## **6. QUORUM**

Quorum in relation to a meeting of the Board is a majority of all board members; quorum in relation to a membership meeting is five percent (5%) of the membership. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, notwithstanding that a quorum is not present throughout the meeting.

## **7. MEETINGS OF THE BOARD**

**7.1** Meetings of the Board may be convened at any time and place by order of the President.

**7.1.2** The Association shall hold at least four meetings of the Board and as many additional meetings in each fiscal year as are deemed necessary for the purpose of transacting the business of the Association.

**7.1.3** Any member may request to attend a Board Meeting as an observer or guest by submitting a written letter to the President.

## **7.2 Voting**

Each Director, including the President Elect will have one vote. The votes of all the Directors shall always be of equal weight.

**7.2.1** All motions shall be decided by a majority vote unless otherwise provided for in these Bylaws.

**7.2.2** In the case of a tie vote, the President may cast the deciding vote, otherwise the President does not vote on any motions.

## **7.3 Powers of the Board**

**7.3.1** The Board manages and administers the affairs of the Association. The Board may exercise all the rights, powers, authorities and privileges of the Association in between annual general meetings.

**7.3.2** The Board shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purposes of furthering the objects of the Association.

**7.3.3** The Board may employ for and on behalf of the Association any agents or employees deemed necessary to manage and administer the Association and may authorize those persons to exercise the powers of and carry out the duties of the Association.

**7.3.4** The Board shall employ an Executive Director to supervise, manage and carry out any and all of the day to day duties of the Association as the Board may determine from time to time. The Executive Director shall receive remuneration as determined by the Board.

## **8. OFFICERS**

The officers of the Association will be the President, Past President, President Elect, Secretary and Treasurer. The Past President and Executive Director are ex-officio board members with no voting privileges.

### **8.1 Duties and Responsibilities**

**8.1.1** The duties of the President, President Elect, Secretary and Treasurer are such as their titles by general usage indicate or as may be required by law or as specified or assigned to them from time to time by the Board.

**8.1.2** The President will chair all meetings of the Board and is an ex-officio member of all Board committees.

**8.1.3** The President Elect assists the President in all respects, reviews the Bylaws and Information and Policy manuals yearly and recommends revisions. The President Elect succeeds the President at the end of the President's term.

**8.1.4** The Past President acts as a resource to the Board and assumes responsibilities assigned from time to time by the Board for a period of one year.

**8.1.5** The Executive Director is the chief executive officer of the Association. The Executive Director has custody of the funds and securities of the Association, keeps full and accurate accounts of all assets, liabilities, receipts and disbursements, and assumes responsibilities assigned from time to time by the Board. The Executive Director shall be one of the signing officers of the Association.

## **8.2 Election of Officers**

**8.2.1** The Board of Directors will select in a method of their choosing a President Elect from the sitting Directors of the Board at the first Board meeting following the Annual General Meeting.

**8.2.2** The Secretary and Treasurer serve a two year term beginning at the close of the Annual General Meeting at which they are elected.

**8.2.3** The President automatically succeeds to the position of Past President for one year at the close of the AGM.

## **9. MEETINGS**

**9.1** The Annual General and Special Meetings of the Members will be held at any place in Manitoba as the Board may determine. Special Meetings of the Association may be convened at any time and a place by order of the President or by written petition of twenty (20) members.

### **9.2 Annual General Meeting**

**9.2.1** The Annual General Meeting shall be held each year within one hundred, twenty (120) days from the fiscal year end as determined by the Board.

**9.2.2** In addition to any other business that may be transacted, the reports of officers, the audited financial statements and the report of the financial auditors will be presented.

**9.2.3** A quorum for the Annual General or Special Meeting of the Association will be five percent (5%) of the membership.

**9.2.4** Proxy voting is not permitted.

**9.2.5** The President will preside over the Annual General Meeting or any Special Meeting.

### **9.3 Notice of Meetings**

**9.3.1** Notice of the Annual General or Special Meeting will be distributed by mail or electronic means to all Association Members.

**9.3.2** Thirty (30) days written notice of Annual General or Special Meetings of the Association including Agendas will be given to each Member. Notice of any meeting where special business will be transacted will contain sufficient information to permit the Members to form a reasonable judgment on the decision to be taken.

**9.3.3** Meetings of the Board will be determined at the close of each Board Meeting.

### **9.4 Voting**

**9.4.1** Each Member will have one vote.

**9.4.2** Unless otherwise specified by the Bylaws, a motion shall be deemed to have been adopted by the majority of votes cast by the Members.

## **10. AMENDMENTS OF BYLAWS**

**10.1** The Directors may, by resolution, make, amend or repeal any bylaws that regulate the business or affairs of the Association. The Directors shall submit a bylaw, or an amendment or a repeal of a bylaw, to the members at the next meeting of members, and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.

**10.2** Written notice of amendments to the Bylaws shall be provided thirty (30) days prior to the Annual General Meeting or Special Meeting.

**10.3** Amendment of any Bylaw of the Association will require a two-thirds (2/3) vote of the Members at a Special or Annual General Meeting.

## **11. FINANCIAL**

**11.1** The Board will manage the financial affairs in a prudent manner consistent with carrying out the goals and objectives of the Association.

### **11.2 Fiscal Year**

The fiscal year end of the Association will be the thirtieth day of September each year.

### **11.3 Auditors**

**11.3.1** The Board will appoint a licensed auditor for the ensuing year to audit the accounts of the Association and prepare a report for presentation to the Members at the next Annual General Meeting.

**11.3.2** A summary of the auditor's report will be posted on the Association Website.

### **11.4 Signing Authority**

The signing authority for the Association shall be the Executive Director and one of the following officers: President, President Elect or Treasurer. All cheques will be signed by two such officers, employees or agents of the Board as determined by resolution of the Board.

## **12. COMMITTEES**

**12.1** The Board will establish Committees to conduct such business and perform such duties as may from time to time be determined and will report to the Members at least annually. The President will appoint the chairperson and members of each committee annually.

**12.2** The President may remove a committee chairperson or committee member if necessary.

**12.3** Vacancies occurring in committees will be filled at the discretion of the President.

### **12.4 Standing Committees**

The Standing Committees of the Board may include but not be limited to the following:

1. MDA Convention
2. Communications
3. Continuing Education
4. Bylaws and Governance

### **12.5 Ad Hoc Committees**

The Board may establish such Ad Hoc committees as are required from time to time to carry out special tasks of the Association. Ad Hoc committees will be established for a specific function and time period.

## **13. REMUNERATION**

**13.1** The Officers and Directors will serve as such without remuneration and no Director will directly or indirectly receive any profits from his or her position.

**13.2** Directors, Officers and Committee Members may upon request, receive reimbursement

for reasonable board related expenses in an amount that will be determined by resolution of the Board.

#### **14. INDEMNIFICATIONS**

**14.1** Every Director, Officer or other person of the Association who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators, estate and effects, respectively and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

**14.1.1** All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them or in respect of any act, deed, a matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of the office or in respect of any such liability.

**14.1.2** All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by their own willful neglect.

#### **15. PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised are binding in all cases where they are not inconsistent with the bylaws of the Association or with the powers granted under the Act.

**Bylaw Amendments approved by MDAA Membership as presented at Annual General Meeting on January 27, 2017**