



**BYLAWS
OF
ADDICTION PROFESSIONALS ASSOCIATION
OF SASKATCHEWAN
May, 2016**

The following bylaws are created under and, if called into question, defer to the Non-Profit Corporations Act of Saskatchewan of 1995

MISSION STATEMENT

To unify and serve addiction professionals in providing public safety while further enhancing the quality of addiction services for the residents of Saskatchewan.

OBJECTIVE

We are a professional association that stands for client safety, working in the best interest of the public by having qualified and certified addiction specialists.

ARTICLE I - MEMBERSHIP

1.0 Any person may become a member of the Association upon application for membership, payment of prescribed fee, and approval of his/her application by the Board of Directors.

1.1 Voting membership – Persons professionally employed in the fields of alcoholism and/or other drug dependencies and problem gambling counsellors with chemical dependency training and/or experience, who derive their income from these endeavours, who support the aims and objective of the association and are in agreement with its bylaws, are eligible to become full members having one vote apiece.

1.2 Non-voting membership – Persons sympathetic to the aims and objectives of the association and who are in agreement with its bylaws, may join the association having full membership

rights and privileges, except those rights and privileges of voting and membership on the Association Board of Directors.

- 1.3 Any member may withdraw from the association at any time by giving notice to the Association or by ceasing to pay annual membership fees. However, upon withdrawal the member shall not be entitled to a refund of any portion of the fees that the member has paid and must cease using any designation membership in APASK may assign until such time as Member in Good Standing is again reinstated.

ARTICLE II - MEMBERSHIP FEES

- 2.0 APASK membership fee will be levied annually at the end of the month in which a membership is initially granted. Renewal forms will be sent to each member one month prior to their upcoming date of renewal.

- 2.1 The Board of Directors will assess membership dues and fees on an annual basis. Any changes to the fee structure will be ratified at an annual general meeting or at a special general meeting called by the Board of Directors to take effect at the beginning of the next fiscal year. (amended March, 2016)

ARTICLE III –DIRECTORS

- 3.0 The Board of Directors shall be made up of voting members of the Association and shall manage the affairs of the Association.

- 3.1 The Board of Directors shall consist of the executive positions of a president, a vice president, a secretary, and a treasurer and up to seven (7) members at large, two (2) members of which must be full time students enrolled in an approved, post-secondary training institution in Saskatchewan with an interest/focus towards Addictions & Mental Health.

- a) The past president shall be a Board director 'ex officio' and shall not have a vote.
- b) All directors shall be elected from the membership by a show of hands or ballots if requested, subject to requirements contained in these bylaws.
- c) At the first meeting of the Board of Directors following the AGM, the Board shall elect the Executive committee. Executive positions shall hold office for the following terms under the following titles: President – 2 years, Vice President – 2 years; Secretary – 2 years; Treasurer – 2 years. No person shall hold an executive position for more than 4 years. (Amended March, 2016)

- 3.2 Directors retiring from office shall be deemed to hold office until the conclusion of the meeting at which they retire.

- 3.3 All director positions are considered two (2) year terms. The position will be resigned at the AGM at the end of their two year term. They may be eligible for re-election for two additional, two (2) year, term (not to exceed six (6) years as a Board member) after which time that same director must take one year off the board prior to seeking re-election. One

year will be defined as 12 consecutive month following the date of retirement. (amended March, 2016)

- 3.4 The Board of Directors may, by special resolution remove any board member before the expiration of their term of office and may elect another person in their stead; the person so elected shall retire from office at the same time as the board member whom they are replacing would have retired.
- 3.5 The Board of Directors shall meet together to dispatch of business of the organization, adjourn and otherwise regulate their meetings as they may determine.
- 3.6 Notice of Board meetings shall be given to the Board members at least one week prior to the date of the meeting, provided however that the Board may meet on regular dates without notice or may, by unanimous consent, meet at any time or place without notice.
- 3.7 The majority of the Board present shall constitute a quorum for the purpose of a meeting of the executive.

ARTICLE IV - OFFICERS

- 4.0 The president shall act as the chairperson and preside over all general meetings of the association and at all Board meetings. They shall also be an ex-officio member of all executive committees and meetings.
 - 4.1 Board members sit for a maximum 3 terms then step down for one year. (as per Article 3.3 above)
 - 4.2 The vice-president shall perform the duties of the president in his/her absence or inability to act.
 - 4.3 The Board will appoint an executive consisting of a president, a vice-president, a treasure, and a secretary and such officers as may be required and assign duties to them as necessary. (As per Article 3.1c above.)

ARTICLE V – GENERAL MEETINGS

- 5.0 Meetings of members shall be at the place within Saskatchewan that the directors determines.
 - 5.1 The directors of the corporation:
 - a) shall call an annual meeting of members not later than 15 months after holding the preceding annual meeting; and
 - b) may, at any time, call a special meeting of the members.
 - 5.2 Notice of the time and place of a meeting of the members shall be sent, not more than 50 or less than 15 days before the meeting.
 - a) to each member entitled to a vote at the meeting
 - b) to each director and
 - c) to the auditor of the corporation

d) Waiving of audit

The members of the organization may resolve not to appoint an auditor. Such resolution is valid only until the next annual meeting of members. Where the members pass a resolution to appoint an auditor, they shall appoint a person who meets the qualifications prescribed to conduct a review of the financial statements of the corporation. (Amended March, 2016. As per Non-profit Corp. Act section 150(4.2); membership corporations.)

5.3 Voting members present at any meeting of the general membership and the Annual General Meeting will constitute quorum. (Amended March, 2016)

5.4 Voting may be by mail-in ballot when requested by any member and ratified by a simple majority vote of the directors and/or at annual general meetings.

- a) The president or designate, four (4) months prior to the annual general meeting, shall distribute a call for nominations.
- b) Nomination papers providing the nominee's name, certification of membership and the nominator's name shall be returned to the president or designate three (3) months prior to the annual general meeting.
- c) Ballots shall be distributed to all voting members on the basis of one (1) ballot per contested position. Ballots shall be returned to the president or designate no later than five (5) days prior to an annual general meeting.
- d) Ballots shall be counted by three (3) members of the Executive Committee or their designate. Upon their request, each candidate may appoint a scrutiner to be present at the counting of the ballots.
- e) Nominations will be accepted from the floor at the AGM and, for the purposes of election to the Board of Directors, be treated the same as a written nominations received prior to the deadline date of said nomination. (Amended Mar. 29/14)

ARTICLE VI - CUSTODY AND USE OF SEAL

6.0 The seal of the association shall be in the custody of the secretary or such other person as may be designated by the Board of Directors. All papers or documents required to be sealed on behalf of the association shall be sealed in the presence of the president and the secretary or of such persons as may be designated by resolution of the Board.

6.1 No document or agreement executed on behalf of the association by the Board of Directors is invalid merely because the seal is not affixed

ARTICLE VII - AMENDMENTS OF BYLAWS

7.0 Any member of the association may propose amendments to any of the bylaws of the association by providing notice of a proposed amendment to the Board of Directors for circulation to the membership.

7.1 Members at a meeting of the association shall vote on the proposed bylaw amendment by a show of hands, unless any one member who is entitled to vote requests that the vote be taken by secret ballot.

7.2 Amendments must be introduced in the form of a motion in accordance with the rules set out for motions.

7.3 The amendment is voted on before the main motion is put to a vote.

ARTICLE VIII - DISSOLUTION

8.0 In the event of dissolution of the association, property and assets, after payment of all liabilities, shall be donated to one or more charitable organizations in Canada as may be decided by the association at a general meeting. (As per Section 47 of the Non-Profit Corporations Act.)