

# **BY-LAWS OF THE MANITOBA BRAIN INJURY ASSOCIATION (MBIA) (Ratified at the Annual General Meeting on November 27, 2024)**

## **Previous Versions:**

- Originally Adopted: June 14, 2012
- Updated and Amended: February 21, 2024

## **Updates Incorporated in this Version:**

- Article 8 (Head Office)
- Article 9.1 (Nominating Committee and Membership Conditions)
- Article 18 (Executive Committee)

*These by-laws govern the operations, responsibilities, and organizational structure of the Manitoba Brain Injury Association as approved by its membership.*

# **BY-LAWS OF THE MANITOBA BRAIN INJURY ASSOCIATION**

(Amended February 21, 2024)

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## **1. CORPORATE SEAL**

1.1 The Seal, an impression whereof is stamped hereon in the margin hereof, shall be the Seal of the Corporation.

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## **2. CONDITIONS OF MEMBERSHIP**

2.1 Membership in the Corporation shall be limited to persons or organizations interested in furthering the objectives of the Corporation and shall constitute anyone whose application for admission as a member has received approval of the Board of Directors of the Corporation.

2.2 Membership fees and dues shall be fixed by the Board of Directors.

2.3 At the discretion of the Board, membership can be granted without payment.

2.4 Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Corporation.

2.5 Any member may be required to resign by a vote of three-quarters (3/4) of the members present at an annual meeting provided that any such member shall be granted an opportunity to be heard at such a meeting.

2.6 Each member in good standing shall be entitled to one (1) vote on each question raised at a special or general meeting of members.

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## **3. HEAD OFFICE**

3.1 The Head Office of the Corporation shall be situated in the Province of Manitoba, at such location as may be determined by the Board of Directors from time to time.

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## **4. BOARD OF DIRECTORS**

### **4.1 Composition of the Board:**

The business and property of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members. Of these, at least two (2) Directors shall not hold officer positions within the Corporation.

### **4.2 Director Qualifications:**

Directors must be individuals who are at least 18 years of age, legally capable of entering into contracts, and in good standing as members of the Corporation.

### **4.3 Term of Office:**

Directors shall be elected for a term of three (3) years. A Director may serve a maximum of two (2) consecutive terms, totaling six (6) years. Re-election may occur after a 12-month absence.

#### **4.4 Treasurer Qualifications:**

Preferably, the Treasurer of the Board shall be an accountant in good standing. This qualification is intended to ensure effective financial management and accountability within the organization.

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### **5. NOMINATING COMMITTEE AND BOARD REPRESENTATION**

#### **5.1 Role of the Nominating Committee:**

The Nominating Committee shall prioritize the nomination of individuals who demonstrate a commitment to acting in the best interests of the Corporation.

#### **5.2 Preferred Qualifications for Nominees:**

Preference shall be given to candidates who possess:

- a. A vested interest, understanding, or experience in fields related to brain injuries; or
  - b. Personal experience with individuals who have suffered brain injuries.
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### **6. EXECUTIVE COMMITTEE**

#### **6.1 Composition:**

The Executive Committee shall consist of:

- a. A President,
- b. A Vice President, and
- c. Either a combined role of Secretary-Treasurer or distinct roles of Secretary and Treasurer.

#### **6.2 Duties of Officers:**

- a. **President:** Serves as the Chief Executive Officer of the Corporation, overseeing meetings, managing the Corporation's affairs, and ensuring the execution of Board decisions. The President shall serve a two-year term and may be re-elected for one additional term.
- b. **Vice President:** Assumes the responsibilities of the President in their absence or inability to serve and performs additional duties as assigned by the Board.
- c. **Secretary-Treasurer (or Secretary and Treasurer, if distinct roles):**
  - i. **Secretary:** Manages meeting arrangements, maintains records, and is the custodian of the Corporation's seal.
  - ii. **Treasurer:** Oversees financial management, record-keeping, and reporting to the Board.

#### **6.3 Compensation:**

Members of the Executive Committee shall receive no remuneration for their service but may be reimbursed for reasonable expenses incurred in the performance of their duties.

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### **7. FINANCIAL YEAR**

7.1 Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be March 31.

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## **8. AMENDMENT OF BY-LAWS**

8.1 The by-laws of the Corporation may be amended or repealed by:

- a. A majority vote of the Board of Directors at a Board meeting.
  - b. A two-thirds (2/3) majority vote of the members present at a meeting duly called to consider such amendments or repeals.
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## **9. AUDITORS**

9.1 The members shall appoint an auditor at each annual meeting to audit the accounts of the Corporation and report to the members at the next annual meeting.

9.2 The remuneration of the auditor shall be determined by the Board of Directors.

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## **10. RULES AND REGULATIONS**

10.1 The Board of Directors may prescribe rules and regulations for the management and operation of the Corporation, provided such rules and regulations do not conflict with these by-laws.

10.2 Such rules and regulations shall remain in effect until the next annual meeting, at which time they must be confirmed by the membership.

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## **11. INTERPRETATIONS**

11.1 In these by-laws, unless the context requires otherwise:

- a. Words importing the singular number shall include the plural.
- b. Words importing the masculine gender shall include the feminine and vice versa.
- c. References to persons shall include firms and corporations.

***Adopted and Ratified by the Membership on: November 27, 2024***

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**Signed on Behalf of the Board of Directors:**

*graham todd*

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Graham Todd, Vice President  
Manitoba Brain Injury Association