

Canadian Society for Disability and Oral Health

Referred to as the “Corporation.”

CSDH Bylaws

(Revision of Draft of Bylaws)

August 24, 2021

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CANADIAN SOCIETY FOR DISABILITY AND ORAL HEALTH

The Canadian Society for Disability and Oral Health (CSDH) was incorporated as of 2019-11-26 under the Canada Not-For-Profit Corporations Act, with a Corporation number of 1175937-0. The CSDH is a component branch of the International Association for Disability and Oral Health (iADH).

The founding members of CSDH are: Dr. Clive S. Friedman, Dr. Timucin Ari and Dr. Olaf B. Plotzke.

Presently, the head office is situated in London, Ontario.

Our Vision

Highest quality oral health care for Canadians of all ages living with disabilities.

Our Mission

Promoting **CARE** through **C**ollaboration, **A**dvocacy, **R**esearch and **E**ducation.

Our Strategic Goals

1. Ensure sustainability of CSDH.
2. Increase the number of ready, willing, and able oral health care providers.
3. Reduce/eliminate systemic barriers to access to care.
4. Reduce/eliminate patient specific barriers to access to care.

BY LAWS OF THE CSDH

ARTICLE 1: INTERPRETATION

1.1 **Definitions.** In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- a) **“Act”** means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b) **“Annual General Meeting (AGM)”** means a Meeting of the Members and Board of Directors chaired by the President of the Board.
- c) **“articles”** means the original or restated articles of incorporation or articles of amendment.
- d) **“Board”** means the Board of Directors of the Corporation and "Director" means a member of the Board.
- e) **“bylaw”** means any bylaw of the Corporation which is, from time to time, in force and in effect.
- f) **“elected officers”** means Directors on the Board elected to positions on the Executive Committee.
- g) **“good standing”** means a Member of the Corporation who is in compliance with all bylaws, policies, procedures, rules and regulations and has paid all required membership dues or debts to the Corporation.
- h) **“Meeting of Members”** includes the Annual General Meeting of Members or a special Meeting of Members which can be called by request to the Board by a minimum of 5% of Class A Members. Requests are to be made to the Secretary of the Board.
- i) **“ordinary resolution”** means a resolution requiring a simple majority of the votes cast in order to pass.
- j) **“proposal”** means a proposal submitted by a Member of the Corporation that meets the requirements of the Act.
- k) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.
- l) **“special resolution”** means a resolution requiring a majority of not less than two-thirds (2/3) of the votes cast in order to pass.

1.2 **Interpretation.** In the interpretation of this and any other bylaw of the Corporation, unless the content otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust or unincorporated organization.

ARTICLE 2: ORGANIZATION

- 2.1 **Corporate Seal.** The Secretary of the Corporation shall be the custodian of the Corporate Seal. Imprint of the seal of CSDH shall appear on all documents requiring it.
- 2.2 **Head Office.** Head office of the corporation shall be located within Canada. The specific location can be decided from time to time.
- 2.3 **Execution of Documents and Signing Authority.** With Board approval, deeds, transfers, assignments, contracts, obligations, other instruments in writing and everyday transactions are to be signed by two of the three designated signing authorities, one of whom must be the Treasurer or President.
- 2.4 **Financial Year.** The financial year of the Corporation shall end on December 31st or on such day as the Board may from time to time determine.
- 2.5 **Banking Arrangements.** The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada. The banking business or any part of it shall be transacted by designated Directors of the Corporation.
- 2.6 **Borrowing Powers.** The Directors of the Corporation may, without authorization of the Members:
 - a) borrow money on the credit of the Corporation.
 - b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation.
- 2.7 **Annual Financial Statements.** A year-end financial statement shall be prepared by the Treasurer and reviewed by the auditors of record. The audited Annual Financial Statement shall be posted on the CSDH website and will also be available to any Member upon request to the Treasurer.

ARTICLE 3: MEMBERSHIP

- 3.1 **Membership Classes.** The Corporation shall have two (2) classes of membership:
 - a) Class A: Members who have paid annual dues. Class A Members shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation and each Class A Member shall have one (1) vote.
 - b) Class B: Non-dues paying student Members, valid during their education term and expiring at the end of the year in which they graduate. Except as otherwise provided by

the Canada Not-for-Profit Corporation Act, S.C. 2009, c.23 (the “Act”), Class B Members shall not have any voting rights for any purpose.

- 3.2 **Membership Dues.** Dues may be adjusted from time to time to meet the budgetary needs of the Corporation as determined by the Board of Directors. Any changes to the dues will be communicated to the membership three (3) months prior to the next due date.
- 3.3 **Membership Year.** The membership year runs from January 1st through December 31st.
- 3.4 **Termination of Membership.** Membership in the Corporation is terminated when:
 - a) a Member does not maintain his/her status, “as a Member in good standing”.
 - b) a Member resigns by delivering a written resignation to the President in which case the resignation shall be effective on the date specified in the resignation.

ARTICLE 4: MEMBERS’ MEETINGS

- 4.1 **Place of Members' Meeting.** Meetings of the Members, either face to face or virtual, may be held at any place within Canada determined by the Board, or, if all of the Members entitled to vote at such meeting so agree, outside Canada.
- 4.2 **Annual General Meetings.** At every annual Meeting of Members, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented. Directors shall be ratified, and auditors appointed for the ensuing year. At the annual Meeting of Members, the Members may consider and transact any business, either special or general.
- 4.3 **Special Meetings.** The Board shall call a special Meeting of Members in accordance with section 167 of the Act, on written requisition of not less than 5% of the Class A Members. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.
- 4.4 **Persons Entitled to be Present at Members' Meetings.** The persons entitled to be present at Members’ meetings are all Members, Directors and the public accountant of the Corporation. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the voting Members.
- 4.5 **Notice of Members’ Meeting.**
 - a) Notice of the time and place of a Meeting of Members shall be given to each Member and other stakeholders by electronic or any other means of communication necessary at least 10 days before the day on which the meeting is to be held. Notice of any meeting where special business shall be transacted shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

- b) Notice of any Annual General Meeting of Members shall list the individuals nominated for ratification to the Board.
- 4.6 **Participation by Electronic Means at Members' Meetings.** Considering that the Corporation is a national entity, virtual meetings will be the primary method of holding Members' Meetings, and they shall be conducted in the same manner as traditional, in-person meetings. A person participating in a meeting by such means is deemed to be present at the meeting. Voting during virtual meetings shall be conducted by electronic poll.
- 4.7 **Quorum at Members' Meetings.** Attendance of not less than 10% of the Class A Members shall constitute quorum for the purpose of transacting business at a Members' Meeting.
- 4.8 **Chair of Members' Meetings.** In the event that the president of the Board and the vice-president of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 4.9 **Votes to Govern at Members' Meetings.** At any Meeting of Members, every motion (excluding special resolutions) shall be determined by a majority of the votes cast on the questions, regardless of the method of voting, which can be determined by the Board from time to time. In case of a tie, the chair of the meeting shall have a deciding vote.
- 4.10 **Adjournment.** The chair of any Meeting of the Members may, with the consent of the Members at the meeting, adjourn the same from time to time to a fixed time and place. Any business may be brought or dealt with at any adjourned meeting, which might have been brought before or dealt with at the original meeting.

ARTICLE 5: BOARD OF DIRECTORS

- 5.1 **Qualifications.** Every Director shall be a Class A Member of the Corporation.
- 5.2 **Number of Directors.** The Board shall consist of a number of Directors, to be decided upon from time to time by the Board, up to the maximum of 10 as specified in the Articles.
- 5.3 **Term of Office of Directors.**
- a) All Directors are elected by the Members for a two-year term and may be re-elected up to a maximum of three terms. In exceptional circumstances, a Director's term limit may be extended (e.g., Board leadership position, leading special project). Director terms are staggered in the first year to ensure continuity and orderly transition of Board membership.
- b) A Director may be removed from office before expiration of his/her term if:
- i) expelled in accordance with any Policies of the Society.
- ii) a special resolution is passed at a Meeting of Members, and the meeting notice specifies the intent to present such a resolution.

5.4 **Remuneration of Directors.** Directors shall serve as such without remuneration. No Director shall directly or indirectly receive any profit from occupying the position of Director. A Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

5.5 **Executive Committee.**

- a) In the event that the number of Directors is greater than six (6), the Directors may elect from among their numbers an Executive Committee consisting of no fewer than three (3) Directors.
- b) Any Executive Committee Member may be removed without cause by resolution of the Board of Directors.
- c) Executive Committee Members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty.

5.6 **Meeting of the Board of Directors.**

- a) **Place of Meeting.** Meetings of the Board of Directors may be held at any place within Canada or, if all of the Members entitled to vote at Board meetings so agree, outside Canada. Virtual meetings shall be the norm. The Board may appoint a day and time in any month or months for regular meetings of the Board.
- b) **Calling of Meetings of the Board.** Meetings of the Board may be called by the President, Vice President, or any two (2) Directors at any time.
- c) **Notice of Meeting of Board.** The Secretary shall notify the Members of the Board of the time and place for all Board meetings not less than five (5) days before any meeting.
- d) **Votes to Govern at Meetings of the Board.** Quorum for voting shall be a simple majority of Members of the Board. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of a tie, the President shall cast the deciding vote.

5.7 **Committees of the Board.** The Board may, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate, to accomplish the goals and objectives of the Corporation. Committees may form their own rules of procedure, subject to such regulations or directions as the Board may make from time to time. This will include but is not limited to appointing their own recording secretary who shall record the minutes

of the meeting for making of reports to the Board. Any committee member may be removed by resolution of the Board.

a) **Standing Committees** are expected to carry out implementation of the strategic plan of the Society. They give regular reports as required by the Board, at Board meetings.

Following are the Standing Committees:

- i) Executive
- ii) Special Olympics
- iii) Research and Education
- iv) Student Representation
- v) Communications
- vi) Advocacy

b) **Ad hoc Committees**, from time to time, may be struck by the Board to accomplish a single task or project, in a specified timeline, and report their progress and findings to the Board.

ARTICLE 6: OFFICERS

6.1 **Election of Officers.** The Board may designate the offices of the Corporation, elect officers on an annual basis and specify their duties.

6.2 **Description of Officers.**

a) **President** (line officer) of the Board shall, when present, preside at all meetings of the Board and of the Members. The president shall have such other duties and powers as the Board may specify.

b) **Vice President** (line officer) of the Board. If the president of the Board is absent, unable or refuses to act, the Vice President of the Board, if any, shall, when present, preside at all meetings of the Board and of the Members. The Vice President shall have such other duties and powers as the Board may specify.

c) **Secretary** shall attend all meetings of the Board, and where necessary or as directed by the Board, be secretary for meetings of the Members. The secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

d) **Treasurer** shall be in charge of all financial records, correspondence, and reporting of the Corporation. The Treasurer shall maintain custody of the Corporation's funds and any disbursement, subject to Board approval.

e) **Immediate Past President** (line officer) acts as a mentor and advisor to the President. The Past President ensures continuity and provides important input based on organizational knowledge and historical perspectives.

6.2 **Terms of Office for Line Officers.** Line Officers are elected for one-year terms.

6.3 **Vacancy in Office.** If any office of the Corporation is or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy for the remaining term of that office.

ARTICLE 7: MISCELLANEOUS

7.1 **Amendments to Bylaws.** Any Class A Member or Board Member may propose amendments to these bylaws. Proposals shall be submitted to the Secretary for consideration by the Board.

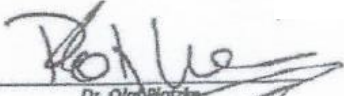
a) If the Board votes not to present the proposed change to all Members for a vote, the President will inform the person who submitted the proposal of the Board's decision.

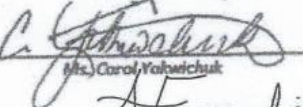
b) If the Board decides to proceed, it shall forward a special resolution to the Members at least thirty (30) days prior to the Annual General Meeting, at which time the proposal as presented, or as amended during the meeting, shall be voted upon.

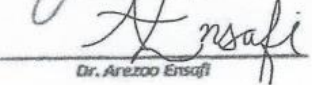
7.2 **Effective Date of Bylaw Changes.** If the bylaw change is confirmed by the Members, it becomes effective immediately and remains in effect in the form in which it was confirmed.

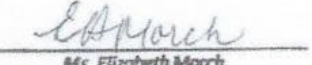
7.3 **Code of Ethics.** A code of ethics shall be adopted for the Corporation and reviewed regularly and revised as needed.

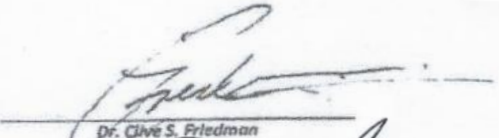
ENACTED as of the 3rd day of February, 2022.

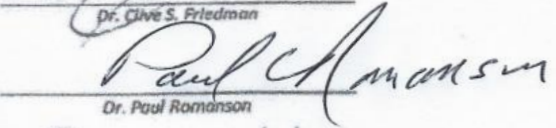

Dr. Olay Plotkin

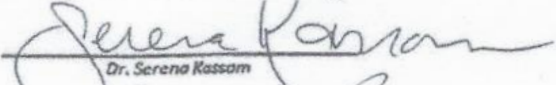

Ms. Carol Yalowichuk

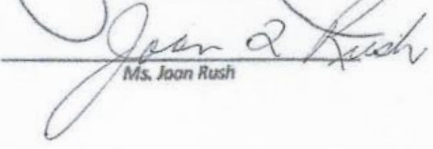

Dr. Arezoo Ensafi


Ms. Elizabeth March


Dr. Clive S. Friedman


Dr. Paul Romanson


Dr. Serena Kassam


Ms. Joan Rush