

A bylaw relating generally to the conduct of the affairs of
NEWFOUNDLAND AND LABRADOR THERAPEUTIC RECREATION ASSOCIATION
(NLTRA)

(the "Corporation")

ARTICLE I – INTERPRETATION

1.01 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 or the Newfoundland and Labrador Corporations Act, and the regulations made thereunder;
- b. **"Articles"** means the original or restated articles of incorporation or articles of amalgamation of the Corporation;
- c. **"Board"** means the board of directors of the Corporation;
- d. **"Bylaw"** means this bylaw and any other bylaw of the Corporation as amended;
- e. **"Meeting of members"** includes an Annual General Meeting (AGM) of members or a special meeting of members;
- f. **"Member"** means a member of the Corporation;
- g. **"Ordinary resolution"** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- h. **"Recorded address"** means the address of any person as recorded in the register of members or directors; and
- i. **"Special resolution"** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders and vice versa. Words importing persons shall include individuals, partnerships, associations, trusts, unincorporated organizations and bodies corporate.

ARTICLE II - PURPOSES AND RESTRICTIONS

2.01 Purposes

The Corporation is organized and shall be operated exclusively for non-profit purposes, including but not limited to:

- a. representing therapeutic recreation professionals in the province;
- b. advocating for the therapeutic recreation profession in the province; and
- c. providing continuing education for therapeutic recreation professionals.

2.02 Restrictions

The Corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Corporation shall be used in promoting its purposes. No part of the income or property of the Corporation shall be payable to or otherwise available for the personal benefit of any member, director, or officer except as reasonable compensation for services rendered or as a return of amounts previously contributed.

2.03 Registered Office

The registered office of the Corporation shall be in the place specified in the articles or such other place as the board may determine by resolution.

2.04 Corporate Seal

The Corporation may, but is not required to, have a corporate seal. If the Corporation has a corporate seal, it shall be in the form determined by the board.

2.05 Financial Year

The financial year end of the Corporation shall be August 31 in each year or such other date as the board may determine by resolution.

ARTICLE III – MEMBERSHIP

3.01 Classes of Members

The Corporation shall have the following classes of members:

1. **Professional Member (CTRS®):** Individuals who have obtained the professional designation as a Certified Therapeutic Recreation Specialist (CTRS®) by meeting the requirements set by the National Council for Therapeutic Recreation Certification (NCTRC). **Voting rights**
2. **Professional Member (Degree):** Individuals who are currently working and have graduated with a degree in therapeutic recreation or related field from an accredited post-secondary institution. **Voting rights**
3. **Professional Member (Diploma):** Individuals who are currently working and have graduated with a diploma in therapeutic recreation or related field from an accredited post-secondary institution. **Voting rights**

4. **Supporting Member:** Individuals who are interested in the field of therapeutic recreation and want to support NLTRA with their endeavors but do not meet the criteria for professional or student membership OR those who have retired from the field of therapeutic recreation and would like to continue their support in enhancing the profession. *Supporting Members may exercise **voting rights** in matters where such rights are applicable, as designated and determined by the board.*
5. **Student Member:** Individuals who are currently pursuing a diploma/degree in therapeutic recreation or related field. *Students who are first year NLTRA members do not have voting rights. Students thereafter may exercise **voting rights** in matters where such rights are applicable.*

3.02 Admission to Membership

Membership in the Corporation shall be open to all persons who: **(a)** support the purposes of the Corporation; **(b)** agree to be bound by the Corporation's bylaws; and **(c)** meet the criteria noted in the members classes above.

3.03 Application for Membership

Applications for membership shall be made in writing to the Corporation and shall be subject to approval by the board. Membership is non-transferable.

3.04 Membership Fees

The board establishes annual membership fees, payable by each class of members. The membership year shall be designated as September 1 to August 31. **Note:** *If membership fees are not paid to the treasurer within 30 days, applications will be void. Individuals will not receive membership packages until fees are paid in full.*

3.05 Termination of Membership

A membership may be terminated by:

- a. expiry of the membership period;
- b. failure to pay membership fees within 30 days of the due date;
- c. resignation in writing delivered to the Corporation;
- d. expulsion in accordance with procedures established by the board; or
- e. death of the member.

3.06 Disciplinary Action

The board may suspend or expel any member whose conduct is contrary to the purposes of the Corporation or is otherwise prejudicial to the interests of the Corporation, provided the member has been given reasonable notice and an opportunity to be heard.

ARTICLE IV – DIRECTORS

4.01 Number and Composition

The board shall consist of a minimum of 7 and a maximum of 13 directors.

4.02 Directors

All NLTRA Board positions are volunteer roles, requiring a commitment of 2–4 hours per week, including attendance at two board meetings per month. During the lead-up to conference time, or if additional responsibilities arise, more time may be required. Serving on the board provides a valuable opportunity to develop leadership skills, expand your professional network, and contribute to the advancement of therapeutic recreation in Newfoundland and Labrador.

The directors of the Corporation shall normally be elected at the AGM and will include:

- **President**

The president provides leadership to NLTRA and represents the organization at provincial meetings hosted by CTRA. This role offers the opportunity to guide the strategic direction of the organization, mentor the incoming president-elect, and make a meaningful impact on the province’s therapeutic recreation community. Responsibilities include chairing scheduled board meetings and serving as an ex-officio member of all subcommittees.

- **President-Elect**

The president-elect serves a two-year term, assuming the role of president in the second year. This position provides an opportunity to develop governance, leadership, and strategic planning experience under the guidance of the current president. The president-elect may also lead or co-lead a subcommittee and participates in scheduled board meetings.

- **Regional Vice President (Eastern, Central, Western & Labrador-Grenfell)**

Regional vice-presidents serve a two-year term and are responsible for representing members in their respective regions. Duties include chairing regional chapters, reporting monthly on regional activities, and performing tasks assigned by the president. This role provides valuable leadership experience and the opportunity to foster professional connections within the province. Regional vice-presidents may also lead or co-lead a subcommittee and attend scheduled board meetings.

- **Student Vice President**

The student vice president serves a one-year term and must be a student for at least half of this duration. This role promotes engagement with post-secondary institutions by presenting or co-presenting “What is NLTRA” sessions and maintaining NLTRA’s social media presence in collaboration with the board. The student vice president works to engage students from institutions such as Memorial University, College of the North Atlantic, and Academy Canada, serving as a voice

for them within NLTRA. Additionally, the student vice president will serve on the membership and marketing subcommittee and attend scheduled board meetings, providing valuable leadership and communication experience.

- **Membership Coordinator**

The membership coordinator serves a two-year term and is responsible for processing registration applications, issuing renewal notices, and distributing membership numbers. This position attends scheduled board meetings, co-leads the Membership & Marketing subcommittee and supports initiatives to engage and retain members.

- **Conference Coordinator**

The conference coordinator serves a two-year term and oversees planning and execution of the annual conference. Responsibilities include establishing a planning subcommittee, chairing planning meetings, and ensuring a high-quality professional experience for attendees. This position attends scheduled board meetings, provides experience in project management, teamwork, and leadership, as well as engagement with board members and the broader NLTRA community.

- **Education Coordinator**

The education coordinator serves a two-year term and is responsible for organizing a minimum of three professional development or educational events for members each year. This role attends scheduled board meetings, allows for development of event planning, coordination, and leadership skills while enhancing professional learning opportunities within the therapeutic recreation field.

- **Secretary**

The secretary serves a two-year term and is responsible for maintaining accurate records of all meetings of the Corporation and the board of directors. This position may also lead or co-lead a subcommittee and contributes to the efficient governance and administration of NLTRA while attending scheduled board meetings.

- **Treasurer**

The treasurer serves a two-year term and manages the financial affairs of the Corporation, including tracking receipts and expenditures and presenting financial statements to the board and members. This role attends scheduled board meetings, also leads the Fundraising subcommittee, providing valuable experience in financial management and leadership.

- **Communication Coordinator**

The communication coordinator serves a two-year term and manages NLTRA's online presence, ensuring timely updates and relevant content for members. This role attends scheduled board meetings, and co-leads membership and marketing subcommittee, and provides an opportunity to develop technical, communication, and project management skills while supporting the organization's digital engagement efforts.

4.03 Qualifications

Every director shall be an individual who:

- a. is not less than eighteen (18) years of age;
- b. has the mental capacity to act and has not been found legally incapable by a court; and
- c. is a member in good standing of the Corporation.

Directors shall be elected by the members at the AGM of members. Each director shall hold office for a term of two years or until their successor is elected or appointed, unless otherwise stated.

4.04 Nomination Process

Nominations for election to the board may be made:

- a. by any member in good standing who is entitled to vote at the AGM; or
- b. by any person who is proposed by a member and consents to the nomination.

4.05 Vacation of Office

A director ceases to hold office when:

- a. their term expires and they are not re-elected;
- b. they are removed by special resolution of the board;
- c. they become disqualified under section 4.03;
- d. they resign from their position; or
- e. upon death.

4.06 Resignation

A resignation of a director becomes effective at the time a written resignation is received by the Corporation, or at the time specified in the resignation, whichever is later.

4.07 Removal of Directors

The board may, by special resolution, remove any director before the expiration of their term and may elect a qualified individual to fill the resulting vacancy. Removal may apply based on extenuating circumstances as determined by the board.

4.08 Filling Vacancies

Subject to the Act, the board may fill vacancies on the board, except where the vacancy results from an increase in the number of directors or failure to elect the required number at a meeting of members. A director appointed to fill a vacancy holds office for the

remainder of the predecessor's term. Following the resignation or removal of a director, the individual will not be eligible to serve on the board for a period of 3 years, subject to the board's decision based on the reasoning for resignation.

4.09 Duties and Standard of Care

Every director shall:

- a. act honestly and in good faith with a view to the best interests of the Corporation;
- b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- c. comply with the Act, regulations, articles and bylaws.

ARTICLE V - MEETINGS OF DIRECTORS

5.01 Calling of Meetings

Meetings of the board may be called by the president, or any two directors at any time and at any place on notice as provided in these bylaws.

5.02 Notice of Meetings

Notice of meetings of the board shall be given to each director not less than [48] hours before the meeting by telephone, email, or other electronic means, or [7] days if given by mail. In unprecedented times, no notice is required if a quorum is met.

5.03 Regular Meetings

The board may fix regular meeting dates, times, and locations by resolution. No additional notice is required for regular meetings.

5.04 First Meeting

The first meeting of a newly elected board may be held immediately following the AGM without notice.

5.05 Quorum

Not less than seven directors constitute quorum.

5.06 Voting

Each director has one vote. Questions shall be decided by majority vote. The president has the deciding vote in case of a tie.

5.07 Participation by Electronic Means

Directors may participate in meetings by telephone, video conference, or other electronic means that allow all participants to communicate adequately with each other.

5.08 In-Camera Sessions

- I. The Board may move into an *in-camera* session by resolution of the majority of Directors present at a duly called meeting.
- II. *In camera* sessions may be used to discuss matters of a confidential, legal, personnel, or sensitive nature.
- III. All participants in an *in-camera* session must respect the confidentiality of the discussions
- IV. Only voting Directors shall remain for an *in-camera* session, unless the Board specifically invites individuals (e.g., legal counsel, executive director) to participate.
- V. Decisions made in an *in-camera* session must be recorded in the official minutes, noting only the resolution and not the details of the discussion.

5.09 Resolution in Writing

A resolution in writing signed by all directors entitled to vote on that resolution is as valid as if passed at a meeting.

5.10 Chair of Board Meetings

The president is the chair of the board and shall preside at board meetings. In their absence, the president-elect or directors present shall choose one director to chair the meeting.

ARTICLE VI – SUBCOMMITTEES

6.01 Subcommittees of the Board

The board may establish subcommittees and delegate powers to them, subject to the Act and any limitations set by the board.

6.02 Other Subcommittees

The board may establish other subcommittees as it deems appropriate, including subcommittees with non-director members.

ARTICLE VII - CODE OF CONDUCT

7.01 General Principles

All directors, subcommittee members, and volunteers of the Corporation shall:

- a. act with integrity, honesty, and good faith;
- b. treat all persons with respect and dignity;
- c. avoid conflicts of interest and the appearance of impropriety;
- d. maintain confidentiality of sensitive information;
- e. comply with all applicable laws and regulations;
- f. promote the mission and values of the Corporation; and
- g. use Corporation resources responsibly and for authorized purposes only.

7.02 Prohibited Conduct

The following conduct is prohibited:

- a. harassment, discrimination, or bullying of any kind;
- b. misuse of Corporation property, information, or resources;
- c. accepting gifts, favors, or benefits that could influence decision-making;
- d. using Corporation information for personal gain;
- e. making commitments on behalf of the Corporation without proper authority;
- f. engaging in activities that bring the Corporation into disrepute; and
- g. violating any Corporation policies or procedures.

7.03 Reporting Violations

Any person who becomes aware of conduct that may violate this Code shall report it to:

- a. the President or board of directors;
- b. if the violation involves the President, report to another board member; or
- c. through any anonymous reporting mechanism established by the board.

7.04 Investigation and Enforcement

- a. All reports of violations shall be investigated promptly and fairly;
- b. Appropriate corrective action will be taken when violations are substantiated;
- c. No retaliation shall be permitted against persons reporting violations in good faith;
and
- d. Serious violations may result in removal from office or termination of relationship with the Corporation.

ARTICLE VIII - MEMBERS' MEETINGS

8.01 Annual General Meetings

An AGM shall be held within 15 months of the previous AGM at a time and place determined by the board. At least 30 clear days' notice shall be given of the time and place of the AGM meeting.

8.02 Special Meetings

Special meetings may be called by the board, or in response to written request from not less than five members. 30% of the current membership at a meeting will constitute quorum.

8.03 Notice of Meetings

Not less than 14 clear days written notice of meetings shall be given to all members entitled to vote.

8.04 Quorum

A quorum for members' meetings shall be 30% of members entitled to vote, present in person or by proxy.

8.05 Voting

Each member entitled to vote has one vote unless otherwise provided in the articles. Voting may be by show of hands, ballot, or electronic means as determined by the board of directors.

8.06 Proxies

Members may vote by proxy in accordance with the Act and any procedures established by the board.

ARTICLE IX - FINANCIAL MATTERS

9.01 Banking

The banking business of the Corporation shall be transacted with such bank or other financial institution as the board may designate.

9.02 Financial Records

The Corporation shall maintain adequate accounting records and shall prepare annual financial statements in accordance with generally accepted accounting principles.

9.03 Fiscal Year

The fiscal year of the Corporation shall end on August 31 in each year.

ARTICLE X - DISSOLUTION

10.01 Distribution of Assets

Upon dissolution of the Corporation, after payment of all debts and obligations, the remaining assets shall be distributed to one or more qualified donees as defined in the Income Tax Act (Canada) as determined by the members or, in default thereof, by a court of competent jurisdiction.

ARTICLE XI - AMENDMENT OF BYLAWS

11.01 Amendment by Directors

The board may make, amend, or repeal any bylaws, except those bylaws that require member approval under the Act.

Bylaws not requiring member approval include:

- a. Annual membership dates;
- b. Fiscal year end date;
- c. Board position descriptions;
- d. Adding or changing a board position;
- e. Class of member descriptions

11.02 Member Approval

Bylaws that are made, amended, or repealed by the Board must be presented to the membership with 30 days' notice prior to the intended change and brought forward for confirmation at the next AGM. Any changes to membership fees require approval from the membership.

11.03 Amendment by Members

Members may make, amend, or repeal bylaws by special resolution.

ARTICLE XII - NOTICES

12.01 Method of Giving Notice

Notice may be given personally, by mail, by email, or by other electronic means to the recorded address of the person entitled to receive notice.

12.02 When Notice Deemed Given

Notice is deemed given:

- f. if delivered personally, when delivered;
- g. if mailed, five days after mailing;
- h. if sent electronically, when transmitted.

12.03 Omissions and Errors

The accidental omission to give notice or any error not affecting the substance shall not invalidate any action taken.

ARTICLE XIII - EFFECTIVE DATE

13.01 Effective Date

This bylaw is effective when made by the board.

13.02 Repeal of Previous Bylaws

All previous bylaws are hereby repealed, without affecting any prior actions taken thereunder.

ENACTED by the board of directors on the 3rd day of October, 2026.

CONFIRMED by the members on the 3rd day of October, 2026.

X *Ashley Haley*

Ashley Haley
Secretary

X *Gillian Batten*

Gillian Batten
President

ARTICLE XIV AMENDMENTS

These bylaws may be amended in two ways. The Board of Directors may, by resolution, make non-fundamental or housekeeping amendments, including formatting corrections, updates to terminology, or other changes that do not affect the fundamental rights of members or the governance structure of the Association. Fundamental changes to these bylaws may only be made by the members of the Association by extraordinary resolution, meaning a resolution passed by at least two-thirds (2/3) of the votes cast by members entitled to vote. Such a resolution may be considered at an AGM or a Special Meeting of members called for that purpose and may be conducted in person or by electronic or other permitted means, provided that all members are given at least thirty (30) days' notice specifying the intention to propose the amendment as an extraordinary resolution. The quorum for a meeting at which an extraordinary resolution is considered shall be fifty percent (50%) of the voting membership plus one (1).