

BYLAWS OF NADD ONTARIO

(HABILITATIVE MENTAL HEALTH RESOURCE NETWORK)

ARTICLE I: NAME and AFFILIATION

The name of this organization shall be NADD Ontario (formerly the Habilitative Mental Health Resource Network, registered 1993). NADD Ontario is a Chapter of the National Association for Dual Diagnosis (NADD), a corporation with international membership organized under the laws of the state of New York.

ARTICLE II: PURPOSE

Section 1: General Purpose and Objectives

The purpose of the Chapter is to advance mental wellness for persons with intellectual and developmental disabilities through promotion of excellence in mental healthcare, as consistent with the goals and philosophies of NADD.

Section 2: Specific Chapter Purposes

In furthering the purposes of the NADD in Ontario, the Chapter will operate for the following purposes:

To promote the mental health and wellness of persons with developmental disability.

To support the purposes, objectives and efforts of the NADD.

To disseminate the information provided by the NADD in the Province of Ontario.

To disseminate and exchange information on approaches to mental health wellness.

To disseminate and exchange information on and approaches to problems and needs of persons with dual diagnosis, their families, agencies, organizations and professionals who provide services to this segment of the community, and any other individuals or organizations with an interest in this field.

To support the development of resources and strategies that advocate for policies and systems of care in Ontario to meet the needs of individuals with a dual diagnosis.

To communicate with NADD regarding the activities, issues and needs of the Ontario Chapter.

And such other purposes as defined by the membership.

ARTICLE III: MEMBERSHIP

Section 1: Definition

Membership in the Chapter shall be open to individuals or organizations who are current members of NADD and who reside or work in the Ontario area. For purposes of these bylaws, the geographic area to be encompassed by this Chapter includes all areas in the Province of Ontario, Canada.

Section 2: Membership Privileges

All Chapter members shall have equal rights to the benefits of membership in NADD Ontario. Individual members/ a designate from organizational members, have voting privileges in matters before the Annual or Special meetings.

Section 3: Application for Membership

Membership in the Chapter shall be effective upon receipt by the Chapter of registration of individual or organizational membership of such person or organization in NADD.

Section 4: Suspension of Membership

The privileges of membership in the Chapter shall be suspended upon receipt of notification of the member’s failure to maintain membership in NADD.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Governing Body – Composition

The principal policy-making body of the Chapter shall be the Board of Directors (“Board”) which shall be composed of a minimum of twelve (12) and a maximum fifteen (15) members. The Board, at its discretion, may expand its membership. Directors of the Board must hold an individual membership in NADD, or be the designated representative of a member organization.

Section 2: Regional and Other Representation

Board members shall represent the following regions:

Eastern Region	1 member	Northern Region:	1 member
Central Region:	1 member	Western Region:	1 member
Toronto Region:	1 member	At Large:	10 members

Article IV continued:

Section 3: *Election*

Annual nominations to fill vacancies on the Board of Directors shall be made by the Nominating Committee. Nominating members must be members of NADD. Annual elections shall be by mail [or email] ballot of members from Ontario, with each member, regardless of having an individual or organizational membership, being eligible for one vote. The results of the annual election will be announced at the Annual General Meeting of the Chapter, at which time the newly elected directors will take office.

Section 4: *Vacancies*

If there is a vacancy on the Board for any reason, the Board may select from the membership an individual to complete the remainder of the term for the departing Board member.

Section 5: *Responsibilities*

The property and affairs of the Chapter shall be managed by the Board. Directors of the Board shall have equal voting rights and shall be elected or appointed as hereinafter provided. The Board shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws, to supervise, control, direct and manage the property, affairs and activities of the Chapter, to adopt such rules and regulations for the conduct of its business as may be deemed advisable, to appoint such agents or committees as it may consider necessary, to do or cause to be done any and all lawful things for and on behalf of the Chapter, and to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes.

Notwithstanding the foregoing, however, the Board shall not authorize or permit the Chapter to engage in any activity not permitted to be transacted by the Articles of Incorporation or under the laws of the Province of Ontario.

All income and the property of the Chapter shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the Chapter shall inure to the benefit of any director, officer, contributor or any other private individual having, directly or indirectly a personal or private interest in the activities of the Chapter.

Section 6: *Terms of Office for Directors*

The term of office for directors will be three years with limitations of Article V section 4 applying to directors who are also officers of the Board. If a director is absent for three consecutive meetings, the remaining directors, at their discretion, may remove the director from the Board by a majority vote. On the other hand, general membership, by a

Article IV Section 5 continued:

resolution passed by at least two-thirds of the votes cast at a regularly scheduled meeting of which notice specifying the intention to pass such a resolution has been given, may remove any director from the Board. In the event a director is removed, the replacement shall be selected in accordance with Article IV, section 4.

Section 7: *Honourary Directors*

The Board may at its discretion appoint such Honourary Directors as it may deem advisable or desirable who, upon appointment shall become non-voting members of the Board, but no such appointee shall be entitled to notice of any meeting of the Board but may, upon request or otherwise, attend any meeting of the Board in the capacity of a consultant or advisor.

ARTICLE V: OFFICERS

Section 1: *Officers*

The officers of the Chapter shall be the Immediate Past President, President, Vice-President, Secretary and Treasurer. The Board may opt for Co-Chairs in place of President and Vice-President.

Section 2: *Election of Officers*

The election of officers shall take place at the first meeting of the new Board following the Annual General Meeting. The Officers shall be elected by and from the Directors of the Board.

Section 3: *Duties of Officers*

The duties of the officers shall be:

Immediate Past President: to provide support to the President and duties as assigned by the Board, and to chair the Nominating Committee.

President: the President shall be the principal elected officer of the Chapter and shall preside at all meetings of the membership and Board; and perform such other duties as usual to such office.

Vice-President: In the absence or disability of the President, the Vice-President shall perform the duties of that office. The Vice-President shall perform such other duties as the President may assign.

Article V Section 3 continued:

Secretary: The Secretary shall give notice of all meetings of the membership and Board and shall attend and record all such meetings; shall maintain all Chapter records, files and correspondence; and shall perform such other duties as assigned by the President.

Treasurer: The Treasurer shall maintain all financial records, including membership records of the Chapter; disburse and collect funds; provide regular financial reports to the Board and, annually, to the members; and shall perform such other duties as assigned by the President.

Section 4: *Limit on Consecutive Terms for Officers:*

Officers shall not hold the same executive position for more than two terms (six (6) consecutive years), unless an extension of up to one term is determined to be in the best interest of the Chapter and with unanimous agreement of the Board. At the expiration of his/ her term of office a member shall be eligible for re-election to another office or as a non-executive Board member.

ARTICLE VI: MEETINGS

Section 1: *Board Meetings & Quorum*

The Board shall meet at the time and place of the Annual meeting, and at such other times as the Board may designate. Directors of the Board are expected to attend all meetings.

Attendance of at least fifty percent of Directors constitutes the quorum for a Board meeting.

Section 2: *Annual Membership Meeting & Quorum*

An annual meeting of the membership shall be held each year, on such day and in such place as the Board may determine, for the purpose of confirmation of the newly elected Board of Directors and the transaction of other business as required. Notice of such meeting shall be provided to all members by the Secretary not less than 30 days prior to the date for such meeting.

Fifteen percent (15%) of the total membership in attendance at the Annual General Meeting in person or by proxy shall constitute a quorum. A majority of those present and voting, including by proxy, shall decide an issue.

Section 3: *Parliamentary Rules of Order*

Parliamentary Rules of Order (vis-à-vis Roberts Rules of Order) shall govern the conduct of affairs of all meetings of the Chapter.

ARTICLE VII: COMMITTEES**Section 1: *The Executive Committee***

As per Article V Section 2, The Board shall, at its meeting to be held following the Annual General Meeting, elect from its directors an Executive Committee composed of the President of the Board, the Vice-President, Secretary, and the Treasurer. The Immediate Past President is automatically a member of the Executive Committee.

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any Rules and Regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the operations of the Chapter (save and except only such acts as must by law be performed by the Board, such acts as would result in non-budgeted capital expenditure exceeding a limit set by the Board as established under a Board governance policy, and such acts as would result in a change in Chapter policy) in such a manner as the Executive Committee shall deem in the best interest of the Chapter for circumstances in which specific direction shall not have been given by the Board.

All actions by the Executive Committee shall be reported to the Board at the next meeting of the Board succeeding such actions.

Section 2: *Nominating Committee*

The Nominating Committee is a standing committee required to implement the electoral functions of the Board. The Chair of the Nominating Committee will be the Immediate Past President, and the Committee will be composed of the Chair and two members of the Chapter who are not Directors of the Board and who are not running for positions on the Board. The Chair of the Nominating Committee is required to recruit the two other Committee members. In the event of a vacancy in the Immediate Past President role, the Board may appoint a Chair.

Section 3: *Special or Ad Hoc Committees*

The Executive / Board may appoint such special or ad hoc committees or task groups as may be required to fulfill the objectives and goals of NADD Ontario.

ARTICLE VIII: AMENDMENTS

These Bylaws may be amended, repealed, or altered in whole or in part, by an affirmative vote of a majority of the members present at any duly organized meeting of the membership; provided that a copy of any proposed change shall have been provided to each Chapter member at least 15 days prior to such meeting, and provided further that any such proposed change be first approved by two-thirds affirmative vote of the Board at any duly organized Board meeting. All such

Article VIII continued:

amendments must first be submitted for review and concurrence by the Board of Directors of NADD Ontario before being voted upon by the members of the Chapter. Such vote may be held by mail ballot with the results announced at a duly called meeting at the discretion of the Board of Directors.

ARTICLE IX: RELATIONSHIP WITH NADD

This Chapter shall operate consistent with the purpose and goals of the NADD. To this end, the officers and Board of Directors shall perform such activities as are necessary to assure coordination with NADD with respect to both membership in and operations of the Chapter.

Approved May 29, 2009 AGM