



# Medical Laboratory Professionals' Association of Ontario

## BY-LAWS

Updated  
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# ARTICLE ONE

## MEMBERSHIP

- A. "Membership in the Corporation shall consist of such persons as from time to time are admitted by a resolution of the Board, in accordance with the rules, procedures, and policies established by the Board from time to time." The classification of and the requirements for membership in each membership classification of the Corporation shall be as outlined below. The Board of Directors may, from time to time, recommend to the members:
- a. changes in each classification of membership; and
  - b. changes in the requirements for membership in each of the classifications.
- B. Classification and Qualifications
- (i) An Registered Medical Laboratory Technologist member shall be a technologist currently employed in a situation which requires the use of knowledge of medical laboratory technology.
  - (ii) An Honorary member shall be an individual who has been recommended for honorary membership for outstanding service and contributions to the field of medical laboratory technology, subject to approval by the Board of Directors. The recommendation shall be signed by not fewer than 10 active members of the Corporation.
  - (iii) A Student member shall be currently enrolled in a recognized medical laboratory technology, or an MLPAO-approved assistant/technician education program.
  - (iv) An Registered Medical Laboratory – Inactive member shall be a technologist not currently employed in a situation which requires the use of knowledge of medical laboratory technology.
  - (v) A Retired Medical Laboratory Technologist member shall have retired from gainful employment which required the use of knowledge of medical laboratory technology and has been a member of the corporation.
  - (vi) An Certified Medical Laboratory Assistant/Technician member shall have obtained certification from the MLPAO, or a program that has been deemed equivalent to MLPAO certification and be actively employed in a situation which requires the use of knowledge required to work as a laboratory technician.
  - (vii) An Certified Medical Laboratory Assistant/Technician – Inactive member shall have obtained certification from the MLPAO, or a program that has been deemed equivalent to MLPAO certification, and not be currently employed in a situation which requires the use of knowledge to work as a laboratory technician.

- (viii) A Retired Medical Laboratorian Assistant/Technician member shall have retired from gainful employment which required the use of knowledge to work as a laboratory technician and has been a member of the corporation.
- (ix) An Affiliate (non-voting) member shall be an individual or organization who is interested with the enhancement of *the* laboratory *profession*. Affiliate members shall include laboratory personnel, health care providers, educators, and other stakeholders, who do not qualify for membership in the other categories.

C. Privileges and Responsibilities of Membership

A Registered Medical Laboratory Technologist, Registered Medical Laboratory Technologist – Inactive, Honorary or Retired Medical Laboratory Technologist, and a Certified Medical Laboratory Assistant/Technician, Certified Medical Laboratory Assistant/Technician – Inactive or Retired Medical Laboratory Assistant/Technician member may nominate other members as candidates for election to the Board of Directors and may be elected to the Board of Directors.

All members shall be entitled to the services of the Corporation. All members agree to abide by the by-laws, policies and procedures of the Corporation, as they may be amended from time to time by the Board of Directors.

Affiliate members shall be non-voting but shall otherwise be entitled to all the privileges and services of the Corporation, with the exceptions of holding elected office and of receiving professional liability insurance coverage.

D. Dues

The annual dues payable by Corporation members shall be those fixed from time to time by resolution of the Board of Directors.

E. Register

A register of members set out alphabetically shall be maintained at the office of the Corporation.

F. Suspension

Any person who has not paid annual dues by March 1st of any year shall be suspended without further notice. Upon suspension, all rights and privileges of membership are suspended.

G. Reinstatement

Any member of the Corporation whose membership has been suspended under Article One, Section F, may have his/her name restored to the membership rolls upon meeting the requirements for the reinstatement as defined in the Rules and Regulations of the Corporation.

H. Removal

The Board may pass policies with respect to the suspension or removal of members

from the Corporation and may amend such policies by resolution.

I. Resignation

Any member of the Corporation may submit his/her resignation by giving notice. All rights and privileges of membership shall terminate on receipt of a members notice of termination. Membership fees will not be refunded in whole or in part, nor carried forward.

J. Transfer

Any member may transfer its membership in its current class of membership, provided that it qualifies for such class of membership. A member may not transfer its membership to any other person or corporation.

K. Termination

A member ceases to be a member of a given membership class if it no longer holds all required qualification for membership in that class, or if its membership is terminated in accordance with the Corporations By-laws and policies. If a member ceases to be a member in a given class and is not qualified in any other class of membership, it shall cease to be a member of the Corporation.

# ARTICLE TWO

## BOARD OF DIRECTORS

### A. Membership

#### (i) Directors-at-Large

There shall be three Directors-at-Large, each serving a two year term with two to be elected in even numbered years and one to be elected in odd numbered years. Directors-at-Large shall be

- Registered Medical Laboratory Technologists,
- Registered Medical Laboratory Technologists – Inactive
- Honorary
- Retired Medical Laboratory Technologists,
- Certified Medical Laboratory Assistant/Technicians,
- Certified Medical Laboratory Assistant/Technicians – Inactive
- Retired Medical Laboratory Assistant/Technicians

members of the Corporation and shall represent the membership at large. Directors-at-Large may serve a maximum of three consecutive terms.

#### (ii) District Directors

There shall be eight District Directors serving a two-year term, with four to be elected each year. District Directors shall be

- Registered Medical Laboratory Technologists,
- Registered Medical Laboratory Technologist – Inactive
- Honorary or
- Retired Medical Laboratory Technologists

members of the Corporation and shall represent the membership at large. District Directors may serve a maximum of three consecutive terms. District Directors shall be elected to the Board of Directors by the members of their respective Districts and shall live or work in the district which they represent. District Directors shall act as liaison between members in their District and the Board of Directors.

#### (iii) \_\_\_\_\_

#### (iv) Director-at-Large (Certified Medical Laboratory Assistant/ Technician)

There shall be one Director-at-Large (Certified Medical Laboratory Assistant/ Technician) serving a two-year term.

The Director-at-Large (Certified Medical Laboratory Assistant/Technician) shall be a:

- Certified Medical Laboratory Assistant/Technician
- Certified Medical Laboratory Assistant/Technician – Inactive
- or Retired Medical Laboratory Assistant/Technician

member of the Corporation and shall represent the interests of Certified Medical Laboratory Assistant/Technicians members at large. A Director-at-Large (Certified Medical Laboratory Assistant/ Technician) may serve a maximum of three consecutive terms.

## B. Administration

### a. Powers

The affairs of the corporation shall be governed by the Board of Directors, which shall supervise, control, and direct all its activities. The Board of Directors may delegate to the CEO, any committee or Officer any or all powers, duties and authority of the Board of Directors which may lawfully be delegated. The Board of Directors may, from time to time, set policies as it sees fit.

- i. No committee shall expend any monies or incur any indebtedness or obligation on behalf of the Corporation without the sanction of the Board of Directors.
- ii. The Board of Directors shall have the authority to appoint or remove a Chief Executive Officer.
- iii. Subject to the Ontario Not-for-Profit Corporations Act, every member of the Board of Directors shall be deemed to have assumed office on the condition and guarantee that no Board members shall, while acting within the authority of his/her office, honestly and in good faith, with a view to the best interests of the Corporation, be personally liable for any debts, claims or other obligations of the Corporation.

### b. Meetings

- i. A quorum shall consist of a simple majority of the voting members of the Board of Directors.
- ii. The Board of Directors shall hold meetings at such a time and place as may be determined by the Chair in consultation with the members of the Board of Directors. There shall be at least one meeting per year. Members of the Board (or a committee as the case requires) may consent to hold a meeting by teleconference, telephone, or other communications facilities. In such meetings, all persons participating must be able to hear each other, and those participating by such means are to be deemed present at the meeting. At the onset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum.

- iii. Urgent matters arising between meetings of the Board of Directors shall be handled by the members of the Executive Committee and their actions shall be subject to ratification by the Board of Directors at the next meeting of the Board of Directors.
- iv. A simple majority vote of Board members in attendance shall prevail. In the event of a tie vote, the Chair or his/her representative, acting as chairman, shall cast the deciding vote. The chairman shall declare the results of any motion and entry in the minutes shall be proof that the motion was carried or defeated except as otherwise specified in these By-laws or in the Parliamentary Authority.

c. Vacancies

Any vacancy on the Board of Directors may be filled by a quorum of the Board of Directors by appointment and the person so appointed will hold office until the next AGM. The Director elected at the following AGM to fill the vacancy shall hold office until the balance of the original term. The initial time in which an appointee holds office as a result of a vacancy shall be excluded from the six (6) year term limit.

d. Reimbursement of Expenses

- i. All directors acting on behalf of the Corporation shall be entitled to the reimbursement of reasonable expenses incurred, in accordance with the expense policy of the Board.

e. Indemnity

Every director and his or her heirs, executors and administrators shall from time to time and at all times, be indemnified and saved harmless from and against:

- i. all costs, damages, charges, and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commences or prosecuted against him or her, for or in respect of any act, or omission, made, done or permitted by him or her, in or about the execution in good faith of the duties of his or her office; and
- ii. all other costs, damages, charges, and reasonable expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect, fraud, criminal behaviour, or failure to act honestly and in good faith in performing the duties of his or her office
- iii. Removal of Directors
  - i. The Board of Directors may enact policies with respect to the discipline and removal of directors.



# ARTICLE THREE

## NOMINATIONS AND ELECTIONS OF DIRECTORS

### Appointment and Composition of Board Development Committee for Nominations

The Board of Directors shall annually appoint a Board Development Committee consisting of a minimum of three (3) and a maximum of five (5) members, at least one of whom shall be a serving member of the Board of Directors. Committee shall report to Members at the Annual General Meeting.

### Duties of Board Development Committee

The duties of the Board Development Committee shall be set forth in terms of reference which shall be established from time to time by the Board of Directors, such duties to include:

1. Nomination of candidates for election to the Board of Directors.

A. Definitions

For the purposes of Article Three,

“Eligible Members” include all Registered Medical Laboratory Technologists, Registered Medical Laboratory Technologists – Inactive, Honorary, Retired Medical Laboratory Technologists, Certified Medical Laboratory Assistant/Technician, Certified Medical Laboratory Assistant/Technician - Inactive members whose membership in the Corporation is in good standing, and who is qualified to vote in an election under the Corporations By-laws, Letters Patent, and/or any other constating document, and an “Eligible Member” is any one of them.

A “District Member” is an Eligible Member resident or employed within a given district.

B. Nomination Process

- a. The Board of Directors shall annually appoint a Board Development Committee pursuant to article 5 of these By-laws, and to the policies enacted by the Board of Directors from time to time.
- b. Any Eligible Member may nominate a Director-at-Large or a Director-at-Large (Certified Medical Laboratory Assistant/Technician) candidate to the Board of Directors.
- c. Only a District Member may nominate a District Director candidate for his or her district to the Board of Directors.
- d. The Board Development Committee may appoint a sub-committee to review all candidates recommended by the Eligible Members and the District Members.

- e. No later than 60 days prior to the Annual General Meeting, the Board Development Committee shall prepare and send a list of nominees to all Eligible Members and/or District Members, as applicable. In addition, the Board Development Committee should include with such list a ballot for those members entitled to vote.
- C. Term of Office
- a. The term of office of a director of the Corporation shall be two years, commencing on the date of the director's election at an Annual General Meeting, and ending on the date of the second Annual General Meeting following his or her election.
- D. Qualifications
- a. In accordance with the *Not-for-Profit Corporations Act* (Ontario) all candidates for any election must
    - i. Be an individual
    - ii. Be 18 years of age or older
    - iii. Be of sound mind and capable of managing property in accordance with the *Substitute Decisions Act, 1992* or the *Mental Health Act*
    - iv. Not be found incapable by any court in Canada or elsewhere
    - v. Not have the status of a bankrupt as defined by the *Bankruptcy and Insolvency Act*
  - b. All candidates for Director-at-Large must be Eligible Members, and all candidates for a given District Director position must be District Members of that district.
  - c. Only Certified Medical Laboratory Assistant/Technician, Certified Medical Laboratory Assistant/Technicians – Inactive, Retired Medical Laboratory Assistant/Technicians members are qualified to be candidates for the position of Director-at-Large (Certified Medical Laboratory Assistant/Technician).
  - d. An Eligible Member ceases to be qualified for election as Director-at-Large or District Director if they have held that position for three (3) successive Terms immediately prior to the current election.
  - e. If a director ceases to be qualified for his or her position, such position shall be deemed to terminate immediately without notice.
- E. Elections
- a. The Board Development Committee shall prepare a list of Eligible Members prior to any election and shall adjudicate any dispute with respect to that list.

- b. All elections shall be held by electronic or mail-in ballot, the process for which shall be in accordance with policies established by the Board of Directors from time to time.
- c. Ballots received by electronic means will only be counted if they are received by the Corporation at least 30 days prior to the Annual General Meeting. Mail-in ballots will only be counted if they are post-marked no later than 30 days prior to the Annual General Meeting.
- d. All elections shall be decided by a plurality of votes. In the event of a tie, a second ballot shall be held to elect one of the nominees who received an equal number of votes in the first election.
- e. If a District Director is not elected following a duly called election, the Board of Directors may appoint any qualified District Member to that position. The appointed District Director shall hold office until the next Annual General Meeting, at which point the District Members shall elect a District Director to serve for the balance of the original term in accordance with the provisions of the nomination process set out in this Article 3.
- f. If a Director-at-Large or Director-at-Large (Certified Medical Laboratory Technician/Assistant) is not elected following a duly called election, nominations for that position shall be accepted from the Eligible Members present at the Annual General Meeting, and an election shall be held with only those members so nominated as candidates.
- g. The Board of Directors may, in its sole discretion, call a special election to fill any vacancy, however such election shall not be a "special" election or resolution of the members for the purposes of the *Not-for-Profit Corporations Act* (Ontario).

## ARTICLE FOUR

### **OFFICERS**

The Board of Directors shall appoint officers of the Corporation, on an annual or more frequent basis, and specify their duties subject to the Act. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

#### **A. Number of Officers**

- a. The officers of the Corporation shall be the Chair, Vice-Chair, Secretary and Treasurer of the Board, provided that the offices of Vice-Chair and Treasurer may be held by the same person.
- b. The Board of Directors shall elect the officers at a board meeting immediately following the Annual General Meeting.

#### **B. Duties**

- i. The duties of officers shall be those specified by the Board of Directors and amended by the Board as required:
  - a. The Chair of the Board of Directors will call and chair the meetings of the Board of Directors; and,
  - b. In the event of the Chair's absence, disability, or refusal to act, the Vice-Chair will assume the duties of the Chair. The Vice-Chair will also perform those duties, as may be required by law, or as assigned by the Board of Directors.
- ii. **Term of Office**
  - a. The officers shall remain in office for one year or until their successors shall be elected or appointed. The Board may extend the term of office for the Chair and Vice-Chair by one additional year.
- iii. **Vacancies**
  - a. Should the office of the Chair become vacant, it shall be filled by the Vice-Chair. In the event, the Vice-Chair position is vacant; it shall be filled by the Board of Directors from amongst its members until the next regular election of officers.
- iv. **Removal of Officers**
  - a. An officer may, by resolution of the Board of Directors, be removed before the expiration of term.

## ARTICLE FIVE

### COMMITTEES

#### A. Executive Committee

##### (i) Members

- a) Executive Committee: The Executive Committee shall comprise not fewer than four and not more than five members as appointed by the Board of Directors.
- b) The Board members holding the offices of Chair, Vice-Chair, Past Chair, Secretary and Treasurer shall be members of the Executive Committee.

##### (ii) Duties and Functions

- (a) The Executive Committee shall act in place and instead of a full meeting of the Board of Directors where the matter(s) to be considered is (are) of an urgent nature or when it is impractical to call a full meeting of the Board of Directors.
  - (b) All actions of the Executive Committee are decided by a simple majority.
  - (c) The Executive Committee shall assume any powers and duties that the Board of Directors determines necessary from time to time.
  - (d) The Executive Committee members shall be informed of pending meetings.
  - (e) The actions of the Executive Committee shall be subject to ratification by the Board of Directors at the next meeting of the Board of Directors.
- B. Board Development Committee  
Members: The Board of Directors shall appoint a Board Development Committee pursuant to Article Three of these By-laws. The Board Development Committee shall identify, promote, and discharge functions designed to help the Board of Directors govern with excellence and comply with legislation and regulations that apply to the Corporation, with a view to adding value to the Corporation on behalf of its members.

Function: The Board Development Committee shall identify, promote and discharge functions designed to help the Board of Directors govern with excellence and comply with legislation and regulations that apply to it, to ultimately add value to the association on behalf of its members. “

#### C. Other Committees

“The Board of Directors may, from time to time, establish other committees and appoint chairs as the Board of Directors may determine appropriate.”

## ARTICLE SIX

### DISTRICTS

A. District Boundaries

The boundaries of each district shall initially be as set out in schedule 'A' to these by-laws (the District Boundaries). The Board of Directors may propose alterations or changes in the established District Boundaries. Such amendments shall be subject to approval of membership at an Annual or Special Meeting. Notice of such a proposal shall be given as specified in these By-laws.

## ARTICLE SEVEN

### MEMBERSHIP MEETINGS

#### A. Annual General Meeting

##### (i) Business

- a. The Annual General Meeting shall be a general meeting of the members of the Corporation held at such a time and place as may be determined by the Board of Directors.
- b. The Annual General Meeting shall be conducted for the purpose of receiving the auditor's report, financial statement, annual reports, appointment of the auditor, election of directors, and any other business as may properly be brought before the meeting.

##### (ii) Notice

- (a) The Annual General Meeting shall be held not less than nine months and not more than fifteen months after the preceding Annual General Meeting.
- (b) "Notice of an Annual General Meeting or Special Members' Meeting, shall be provided by telephone or personal delivery, or sent by prepaid mail, facsimile, email, or other electronic means to any member or director at their latest address as shown in the records of the Corporation; (not less than 10 days and not more than 50 days before a meeting ) provided that notice may be waived or the time for notice may be waived or abridged at any time with the consent of the person entitled thereto. Any member or director who attends and/or participates in an Annual General Meeting or Special Members' Meeting in person or by electronic means shall be deemed to have waived the notice requirement, except where the member or director attends the meeting for the sole purpose of protesting its validity."
- (c) The Annual Reports and Auditors Report shall be posted on the Corporation website not less than 30 days prior to the meeting.

#### B. District Meeting

##### (i) Business

- (a) The District Meeting shall be a meeting of the members working or residing in the District. A District Meeting may be held prior to the Annual General Meeting of the members.

(b) The District meeting may be conducted for the purpose of electing a Director. Election of a District Director may occur by mail or electronic ballot.

(ii) Notice

The District meeting notice shall be sent to the members working or residing in the District not less than 10 days and not more than 50 days before a meeting

C. Special Meeting

(i) Business

(a) A Special meeting shall be a general meeting of the members which may be called at any time by the Chair with the approval of the Board of Directors, or on a written request signed by at least five percent of the voting members the Corporation.

(b) The Special meeting shall be conducted for the purpose of considering a specified and urgent matter of business which cannot be delayed until an Annual General Meeting.

(ii) Notice

The Special meeting notice and agenda shall be sent to the members not less than 15 days prior to the meeting.

D. Protocol

The rules contained in the current edition of “Nathan’s Company Meetings for Share Capital and Non-Share Capital Corporations”, or such other text on rules of order as the Board of Directors of the Corporation shall from time to time decide, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order which the Corporation may adopt

E. Error or Omissions

No error or omissions in giving notice of any meeting of the members of the Corporation shall invalidate such meeting or make void any proceeding.

F. Voting and Credentials

(i) Eligibility

a) The Board Development Committee shall, immediately prior to an Annual General Meeting, District or Special Meeting, determine the eligibility of a member to vote in accordance with the By-laws, Letters Patent and Letter



of Agreement governing the Corporation

- a. Voting shall occur in person at the Annual General Meeting District or Special meeting of membership or electronically before the meeting.
- b. The Board of Directors of the Corporation may cause a Special ballot to occur when it is deemed necessary. A ballot for the election of Directors shall not be considered a “Special” ballot.

(ii) Majority Vote

A majority vote of the members in attendance at any meeting of the membership, or a two-thirds majority by “Special” ballot shall prevail except as otherwise specified in the By-Laws.

## ARTICLE EIGHT

### GENERAL

#### A. Head Office

The Head Office of the Corporation shall be in the in the Province of Ontario.

#### B. Seal

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

#### C. Fiscal Year and Audit

i) The fiscal year shall end December 31st each year.

#### ii) Appointment of the Auditor

(i) The members shall appoint a Chartered Accountant licensed to practice in Ontario to act as auditor. This appointment shall be made upon the recommendation of the Board of Directors at the Annual General Meeting.

#### iii) Report of the Auditor

The report of the auditor shall be presented at the Annual General Meeting and made available electronically to members through the corporation's website.

#### D. Signing Officers

i) The board shall establish policy setting up signing authorities.

#### E. Enactment of By-laws

(i) The By-laws of the Corporation and any amendments thereto (passed by the Board) are effective only until the next Annual General Meeting of the members unless confirmed thereat, and, in default of confirmation thereat, shall cease to have effect at and from that time. Confirmation shall be by two-thirds majority vote of the members present at an Annual General Meeting.

(ii) Any member who wishes to make a proposal to amend the By-laws must give written notice to the Board of Directors not less than 120 days prior to the date of the next Annual General Meeting.

(iii) Any proposed amendment shall be included in the agenda for the

Annual General Meeting.

- (iv) All By-laws so made or amended, and for the time being in effect shall be binding on the members of the Corporation.
- (v) The Chair, with the Vice-Chair and Treasurer or other Director appointed by the Board of Directors for the purpose, shall sign By-laws.

F.

Notices and Communications

Any notice, communication, or other document to be sent or given by the Corporation to a member, director, officer or auditor of the Corporation under any provision of the By-Laws shall be sufficiently sent and given:

- (i) if delivered personally to the person to whom it is to be given; or
- (ii) if delivered by prepaid mail to the person's last address as shown in the records of the Corporation; or
- (iii) if sent by means of email transmission.

A notice, communication or document so mailed shall be deemed to have been sent and given on the day it is deposited in a post office or public letter box and shall be deemed to be received by the addressee on the fifth day after such mailing. A notice, communication or document sent by email transmission shall be deemed to have been given to and received by the addressee immediately upon electronic transmission.