

NBDAA Bylaws 2014

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1 INTERPRETATION

In these Bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender will include the plural number or the masculine gender, as the case may be, and vice versa and references to persons will include firms and corporations.

In these Bylaws, unless the context otherwise requires,

- 'Association' means the New Brunswick Dental Assistants Association
- 'Directors' means the current representatives that form the Board of the Association
- 'Officers' means the President, Past-President and Vice-President
- 'Board' means the Board of Directors of the Association
- 'simple majority' means 50% + 1

2 NAME

The name of the corporation is the New Brunswick Dental Assistants Association or L'Association des assistant(e)s dentaires du Nouveau-Brunswick. The Association may also be referred to by the acronyms 'NBDAA' or 'AADNB'.

3 CORPORATE SEAL

The Corporate seal, an impression whereof is stamped in the margin hereof, will be the seal of the Association; it will be placed in the custody of the Office Co-Ordinator of the Association and will be kept at the Head office of the New Brunswick Dental Assistants Association. This seal will be affixed to all documents that also have official signatures. When the Corporate Seal is not in use, it is the responsibility and duty of the Office Coordinator to insure the Corporate Seal is placed in a very secure locale so as to prevent its unauthorized use.

4 HEAD OFFICE

The Head Office of the Association will be in the Province of New Brunswick, in a location to be determined by the Association Board of Directors.

5 LOCAL AFFILIATES

5.1 Definition

Local Affiliates are non-incorporated bodies made up of Association members residing within a geographic boundary as determined by the Association's Board of Directors.

5.2 Role

The Association shall provide member services via the Local Affiliates, such as continuing education and public outreach programs. Each Local Affiliate shall select, in a method of their own choosing, an eligible member to sit on the Association Board of Directors, as per Article 7.2.

5.3 Funding

For each member, a portion of their annual dues, to be determined annually by the Board of Directors, shall be delivered to the Local Affiliate indicated upon renewal within sixty (60) days of the beginning of the fiscal year.

6. MEMBERSHIP

6.1 Categories of Membership

There shall be two categories of membership in the association, voting members and non-voting members.

6.1.1 Voting Member

There are three types of Voting Member

6.1.1.1 Active Member

Any person who is a certified Level 2 or certified Level 1 dental assistant and who is a member in good standing of the Association.

6.1.1.2 Honorary Life Member

Any member who has provided meritorious service to the Association and has otherwise made an outstanding contribution to the Association. Nomination, approval and designation of an honorary life member must be approved by a two-thirds majority of the Board of Directors. Honorary Life Members are not required to pay annual dues to the Association.

6.1.1.3 Life Member

Any member who has served a minimum of twenty-five (25) years as a member in good standing. Approval and designation as a Life Member must be approved by a two-thirds majority vote of the Board of Directors. Life Members are not required to pay annual dues to the Association.

6.1.2 Non-voting Members

There are four types of Non-Voting Member

6.1.2.1 Non-Voting Active Member

Any person who is a registered dental assistant, non-certified dental assistant, an individual interested in furthering the profession or dental receptionist in good standing who has paid annual dues to the Association.

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6.1.2.2 Student Membership

Any student currently enrolled in a Dental Assistant Program in New Brunswick and who has paid annual dues to the Association.

6.1.2.3 Honorary Member

Any person who has distinguished her or himself by promoting the advancement of the dental assisting profession. Selection as an Honorary Member must be approved by a two-thirds majority vote of the Board of Directors of the Association. Honorary Members are not required to pay annual dues to the Association.

6.1.2.4 Inactive Member

Any certified dental assistant who does not, continuously, work for a period of twelve (12) months to sixty (60) months and who has paid annual dues to the Association. A Member requesting inactive status shall pay a reduced membership fee to be determined, annually, by the Board of Directors.

Reinstatement as a voting active member is obtained by providing proof of twelve (12) continuing education credits in the year preceding the request for active status and will be submitted when membership renewal forms are due.

6.2 Membership Admission

- 6.2.1 Membership in the Association shall be limited to dental assistants and individuals interested in furthering the profession of dental assisting.
- 6.2.2 Active, Non-Voting Active and Student Members who qualify under the membership definitions of bylaw 6.1 shall be granted their category of Membership upon payment of annual dues.
- 6.2.3 Application for Honorary Life, Life and Honorary Membership shall be made to the Association office and acceptance shall be determined by the Board of Directors.

6.3 Membership Fees and Assessments

- 6.3.1 Annual fees are due and payable, in full, on the renewal date set by the Board for all categories of membership with the exception of Honorary Life, Life and Honorary Memberships, which are exempt from annual dues.

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- 6.3.2 Membership fees for Voting Active Members are set by the Board of Directors and take effect the first day of the fiscal year immediately following the meeting of the Board.
- 6.3.3 Membership fees for Non-Voting Active, Student and Inactive Members are set by the Board of Directors and take effect the first day of the fiscal year immediately following the meeting of the Board.

6.4 Obligations of Membership

- 6.4.1. All members are obligated to inform the Association, in writing, of any changes in name or contact information within thirty (30) days of such changes.
- 6.4.2. It is unethical for a member to perform any act or acts of commission or omission that may reasonably be determined to be improper or dishonorable by the Association Membership. Membership implies full acceptance of the Association's Code of Ethics, which is appended to these By Laws as Appendix "A".

6.5 Rights and Privileges of Membership

- 6.5.1 All Voting Members have a right and obligation to vote on all matters presented at the Annual General Meeting of the Association, or a duly and properly called, with Notice to the Membership, Special Meeting of the Association.
- 6.5.2 Nothing in these Bylaws will encroach upon the rights and privileges conferred by and/or granted to any Voting Member under the laws of New Brunswick or Canada or which may hereafter be conferred by and/or granted to any Voting Member under the laws of New Brunswick or Canada.
- 6.5.3 Voting Members enjoy all privileges of membership in the Association including the right to hold elected office and/or serve as a member of any committee of the Association. Voting Members have the right to vote for the Board of Directors of the Association as per bylaw 7.2.1. Voting Members receive all publications of the Association and enjoy all other services and facilities of the Association as may be determined by the Board of Directors.
- 6.5.4 Non-Voting Members have the right to attend Special Meetings and the Annual General Meeting of the Association but do not have the right to vote. Non-Voting Members receive all publications of the Association and enjoy all other services and facilities of the Association as may be determined by the Board of Directors.

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6.6 Termination of Membership

6.6.1 Voluntary Termination

Any Member may withdraw from the Association at any time upon written notice to the Head Office. Annual dues are non-refundable.

7. BOARD OF DIRECTORS

A Board of Directors, hereafter called the Board, shall manage the business and property of the Association. The Board shall consist of a President, Past President, Vice President, one Director from each of the Local Affiliates and other position(s) as the Board deems necessary.

7.1 Eligibility

Directors must be nineteen years of age or older, with power under law to contract.

7.2 Elections or Appointments

7.2.1 Each Local Affiliate shall select one Director from their region in such a manner as the Local Affiliate may decide.

7.2.2 The Local Affiliate shall provide notice of appointment or election results in writing to the Head Office of the Association within fifteen (15) days of election.

7.3 Board Terms and Vacancies

7.3.1 The first day of the term of office for Directors shall be one day after the date of the Annual General Meeting, at which time all new or returning Directors shall assume the responsibilities of their positions for the new term.

7.3.2 Directors may serve no more than two consecutive three-year terms unless they are elected to the office of President or Vice-President, in which case they shall remain on the Board until the completion of their term in office.

7.3.3 A Director's position shall be considered vacant when:

- the Director's name is removed from the membership register of the Association;
- the Director has resigned from his/her office by delivering a letter of resignation to the Head Office;
- the Director is found to be of unsound mind in accordance with the Statutes and Regulations of New Brunswick;
- the Director is convicted of a criminal offence;
- the Director is found to have a contrary object to the well being of the Association by a two thirds majority vote of the Board of Directors;

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- a resolution for removal of a Director is passed at a Board meeting by a two-thirds majority vote;
- upon death.

7.3.4 Vacancies that occur for any reason contained within 7.3.3 shall be filled by the Local Affiliate as per Article 7.2.

7.3.5 The Board may appoint a director at large. Appointment of a director at large requires a two-thirds majority vote of the Board. The appointment is for a three-year term, renewable once.

7.3.6 Directors who resign from their positions shall remain in office until adjournment of the meeting at which their resignation is accepted.

7.3.7 Directors must advise the office or the president prior to a meeting should a Director need be absent from a board meeting. An alternate should be appointed to attend the meeting in the place of the Director for information purposes only.

7.3.8 Directors absent for 2 consecutive meetings shall be asked to meet with at least one or as many as all of the officers of the association.

7.4 Quorum

At any meeting of the Board a simple majority of the Directors shall constitute a quorum. Establishing a quorum and voting at such meetings shall be undertaken by a roll call of all Directors of the Board.

7.5 Meetings of the Board

7.5.1 Meetings of the Board may be convened at any time and place by order of the President or by written petition of two-thirds of the Directors of the Association.

7.5.2 The Association shall hold at least two meetings of the Board and as many additional meetings in each fiscal year as are deemed necessary for the purpose of transacting the business of the Association.

7.5.3 Notice of meetings shall be given to each Director not less than fourteen (14) days before the meeting is to take place or by mail at least twenty-one (21) days prior to the meeting. No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings. Any Director may ratify, approve and confirm any or all proceedings taken or determined thereat.

7.5.4 If all the Directors of the Board consent in advance of the meeting, a Director may participate in a meeting of the Board or a Board Committee by means of telephone conferencing or other

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secure communication facilities that permit all persons participating in the meeting to hear each other. A Director participating through such means is deemed to be present at the meeting and as such the quorum shall remain the same as any other meeting of the Association, with the designated secretary recording the votes.

7.6 Voting

- 7.6.1 Each Director, including the President, Vice President and Past President, shall have one vote. The votes of all the Directors shall always be of equal weight.
- 7.6.2 All motions shall be decided by a majority vote, unless otherwise provided for in these Bylaws.
- 7.6.3 In the case of a tie vote the motion or proposition is deemed to be defeated.

7.7 Powers of the Board

- 7.7.1 The Board manages and administers the affairs of the Association in all things and makes or causes to be made any kind of contract that the Association may lawfully enter into. The Board may exercise all the rights, powers, authorities and privileges of the Association.
- 7.7.2 The Board has power to authorize expenditures on behalf of the Association and may enter into a trust arrangement with a bona fide organization for the purpose of creating a trust fund. The capital and interest within the trust fund may be made available for the benefit of promoting the interests of the Association in accordance with such terms as the Board may prescribe.
- 7.7.3 The Board shall take such steps as deemed requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purposes of furthering the objects of the Association.
- 7.7.4 The Board may employ for, and on behalf of, the Association, any agents or employees deemed necessary to control, manage and administer the Association and may authorize those persons to exercise the powers of and carry out the duties of the Association.
- 7.7.5 The Board shall appoint an Office Co-Ordinator to supervise, manage and carry out any and all of the duties of the Association as the Board may determine from time to time. The Office Co-Ordinator shall receive remuneration as determined by the Board.

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7.8 Duties and Responsibilities

- 7.8.1 The Board shall be responsible for long-range planning and making policy decisions that reflect the best interests of the Association.
- 7.8.2 The Board shall maintain governance policies for the Association. Policies shall be adopted by a simple majority vote of the Board.
- 7.8.3 The Board shall ensure that all necessary books and records of the Association, required by the bylaws or by any applicable statute or law, are regularly and properly kept.
- 7.8.4 The Board shall have custody of the funds and securities of the Association, maintain full and accurate accounts of all assets, liabilities, receipts and disbursements. The Board may delegate some of these responsibilities to paid staff.
- 7.8.5 Minutes of the Board, with the exception of “in-camera” sessions, shall be issued to Directors within thirty (30) days and posted on the website within forty-five (45) days.

8. OFFICERS

The officers of the Association shall be the President, Past President and Vice President. Officers must be Voting Members in good standing of the Association.

8.1 Duties and Responsibilities

- 8.1.1 The duties of the President and the Vice President are such as their titles by general usage indicate or as may be required by law or as specified or assigned to them from time to time by the Board.
- 8.1.2 The President shall chair all meetings of the Board and shall be an ex-officio member of all Board committees. If the President is absent, unable or unwilling to act, the Vice President assumes the duties of the President.
- 8.1.3 The Vice President shall assist the President in all respects, review the bylaws and Information and Policies manuals yearly and recommend revisions.
- 8.1.4 The Past President shall act as a resource to the Board and shall assume responsibilities assigned by the Board.

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8.2 Election of Officers

- 8.2.1 The Board of Directors shall select, in a method of their choosing, a President and Vice President from among the sitting directors of the Board.
- 8.2.2 The President, Vice President and Past President shall serve a one (1) year term, beginning one (1) day after the Annual General Meeting.
- 8.2.3 The President shall automatically succeed to the position of Past-President at the end of the one (1) year term. Nothing within these Bylaws prevents a President from remaining in his/her position for up to two (2) additional one (1) year terms with his/her written agreement and a three-quarters majority vote of the Board.
- 8.2.4 Local Affiliates shall appoint Directors as necessary to fill vacancies caused by Directors accepting the office of President or Vice President.
- 8.2.5 Should the office of the President become vacant, it shall be filled by the Vice President. In the event the office of the Vice President is also vacant, the Board shall appoint an interim President from amongst the Directors until the Annual General Meeting, and notify the General Membership by a mailed Notice..
- 8.2.6 Should the office of the Vice President become vacant it shall remain vacant until the next meeting of the Board. The Board shall notify the General Membership by a mailed notice.
- 8.2.7 Upon completion of his/her term, the Past President shall not be eligible to serve as a Director or Officer of the Board for a minimum of three (3) years.

9 MEETINGS

- 9.1 The Annual or any other General Meeting of the Members shall be held at the Head Office of the Association or at any place in New Brunswick as the Board may determine, and on such day as the Board shall designate.
- 9.2 The Board may consider and transact any business either special or general at any meeting of the Board. Minutes shall be taken during all meetings.
- 9.3 **Annual General Meeting**
 - 9.3.1 The Annual General Meeting must be held each year at a date, time and place set by the Board, within thirty (30) days of the anniversary date of the previous Annual General Meeting.

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- 9.3.2 In addition to any other business that may be transacted, the reports of officers, the audited financial statement and the report of the financial auditors shall be presented and the auditors appointed for the ensuing year.
- 9.3.3 A quorum for the Annual or Special Meetings of the Association shall be thirty (30) Voting Active Members. Each Voting Member has one (1) vote per article voted on at the meeting.
- 9.3.4 Neither proxy voting nor voting by ballot are permitted.
- 9.3.5 The President or Vice President must preside over the Annual General Meeting. If neither is willing or able to preside, the attending Voting Members present shall choose another person to preside.
- 9.3.6 The most contemporary edition or version of Robert's Rules of Order shall govern conduct of the Annual General Meeting of the Association and all Meetings of the Board of Directors

9.4 Special Meetings

- 9.4.1 Special Meetings of the Association may be convened at any time and place by order of the President or by written petition of thirty (30) Voting Members of the Association.
- 9.4.2 Written notice outlining, in detail, the purpose of the Special Meeting shall be sent to all members of the association by mailed notice within thirty (30) days of such special meeting

9.5 Notice of Meeting

- 9.5.1 Notice of Annual General or Special Meetings shall be distributed directly to all Association Members.
- 9.5.2 *Sixty (60) days written notice of Annual General, General or Special meetings of the Association shall be given to each Member. Notice sent by mail shall be sent at least forty-five (45) days prior to the Annual General or General meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. For the purpose of sending notice of meetings, the address of the Members, Directors or Officers will be the last address recorded on the books of the Association.*
- 9.5.3 *For all questions regarding, dealing or concerning the Bylaws or the fee structure of the Association notice shall be sent not less than thirty (30) calendar days prior to the date of the Annual Meeting.*

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9.5.4 No error or omission in giving notice of any Annual or General meeting or any adjourned meeting of the Association, will invalidate such meeting or make void any proceedings taken thereat.

9.5.5 The Agenda for the Annual or Special Meetings of the Association shall be sent to each Member and to each Director at least thirty (30) days prior to the date fixed for such meeting.

9.6 Voting

Subject to the Act and Bylaws, all questions at meetings of the Members shall be decided by resolutions as follows:

9.6.1. Each Voting Member shall have one vote. The votes of all Voting Members shall always be of equal weight.

9.6.2. Unless otherwise specified by the Act or these Bylaws, a motion shall be deemed to have been passed based on affirmative votes by a simple majority of all the Voting Members.

10 RESOLUTIONS & SPECIAL RESOLUTIONS

10.1 The Association shall give notice of the intention to propose a resolution if:

- the resolution is being proposed by the Board.
- the resolution is submitted by a Member at least thirty (30) days prior to the Annual General Meeting.

10.2 If at least two-thirds of the Directors resolve that a resolution is frivolous, vexatious, an abuse of process or that the resolution, if passed, would harm the Association, the Association may refuse to give notice of the resolution. The Board must immediately notify members of their decision and the reasons for it.

10.3 The Association shall, along with notice of the Annual General Meeting, notify each Member of the deadline for submitting a proposed resolution.

10.4 The Association shall indicate whether a resolution is being proposed by the Board, a Member, or both.

10.5 Resolutions brought unannounced to the floor at the Annual or Special Meeting of the Association may be discussed but shall not be voted upon.

11 AMENDMENT OF BYLAWS

11.1 Amendment of any Bylaw of the Association shall require the approval of a simple majority of the Voting Members at a Special or Annual General Meeting. Any amendment of any Bylaw of the Association relating to the requirements of part XI of the Business Corporations Act shall not be enforced or acted upon until written approval has been received by the Association from the province of New Brunswick.

12 FINANCIAL

- 12.1** The Board shall manage the financial affairs in a prudent manner consistent with carrying out the goals and objectives of the Association in accord with the generally accepted accounting principles of Canada.
- 12.2 Fiscal Year**
The beginning of the fiscal year of the Association will be the 1st day of March each year.
- 12.3 Auditors**
- 12.3.1 The Voting Members shall, at each Annual Meeting, appoint a licensed auditor to audit the accounts of the Association and prepare a report for presentation to the members at the next Annual Meeting.
- 12.3.2 A summary of the auditor's report shall be published annually in the official publication of the Association.
- 12.4 Signing Authority**
All cheques, drafts, orders for payment of money, notes, acceptances and bills of exchange issued or endorsed on behalf of the Board shall be signed by such officers, employees or agents of the Board as shall be determined by resolution of the Board from time to time, with notice of such Signing Officers conveyed to the Membership.
- 12.5 Borrowing Authority**
The Board may authorize, by resolution, such Directors or Officers it may designate to borrow money when required for purposes consistent with the goals and objectives of the Association.

13 COMMITTEES

- 13.1** The Board shall establish Committees to conduct such business and perform such duties as may from time to time be determined and shall report to the members at least annually. The Board shall appoint the chairperson and members of each committee annually. The Board shall provide specific terms of reference for the committees including budgeting requirements, reporting procedures, scope of work to be accomplished and deadlines, and shall report to the members annually.
- 13.2** For just cause the Board may remove a committee chairperson or committee member by a two-thirds majority vote of the Directors.
- 13.3** Vacancies occurring in committees may be filled at the discretion of the Board unless a quorum of the Committee is not guaranteed.

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13.4 Standing Committees

The Standing Committees of the Board shall include but not be limited to the following:

- Nominations
- Education
- Convention
- Bylaws and Resolutions
- Awards

13.5 Ad Hoc Committees

The Board may establish such Ad Hoc committees as are required from time to time to carry out the affairs of the Association. Ad Hoc committees shall be established for a specific function and time period.

14 REMUNERATION

14.1 The Directors shall serve as such without remuneration and no Director will directly or indirectly receive any financial benefit from his or her position. Nothing herein contained will be construed to preclude a Director from serving the Association as an Officer or in another capacity and receiving compensation therefore. Reasonable remuneration for Officers and any other positions the Board may deem eligible for remuneration will be determined from time to time by resolution of the Board. Upon unanimous vote of the approval, the Board, any member of the executive or the board, may act in a specific capacity or carry out additional responsibilities as determined by the Board at a rate of remuneration determined by a two-thirds majority vote of the Board.

14.2 Directors, Officers and Committee Members may upon submission of receipts confirming personal expenses, receive reimbursement for reasonable expenses for such amount.

15 RULES AND REGULATIONS

The Board may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Association, as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Members of the Association. At said Annual Meeting of the Members, if such rules and regulations are not confirmed, they shall, at and from that time, cease to have any force and effect.

16 INDEMNIFICATION

16.1 Every Director, Officer or other person of the Association who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators, estate and effects, shall respectively and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

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- 16.1.1 All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which are brought, commenced or prosecuted against them or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of the office or in respect of any such liability.
- 16.1.2 All other costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.
- 16.1.3 Articles 16.1.1, 16.1.2 and 16.1.3 shall be given effect by procurement of a Director's Liability Policy of Insurance in a face amount of not less than \$500,000 and not to exceed Two Million Dollars.

17 PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order (newly revised) are binding in all cases where they are not inconsistent with the Bylaws of the Association or with the powers granted under the Business Corporations Act.