

Plain Language Association InterNational

Bylaw 1: The General Bylaw

September 8, 2008

Plain Language Association InterNational (PLAIN) Bylaw 1

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Plain Language Association InterNational (PLAIN) Bylaw 1

Interpretation

1. Terms in this bylaw that are defined in the Act have the same meaning as given in the Act, unless indicated otherwise in this bylaw. If any provision in this bylaw is inconsistent with a provision in the letters patent, the latter takes precedence.

Definitions

2. This bylaw, any schedules to this bylaw, and any other bylaws and resolutions of the Corporation use the following definitions:

Act	the <i>Canada Corporations Act</i> , R.S.C. 1970, c. C-32, as amended
Board	the Board of Directors of Plain Language Association InterNational
Corporation	Plain Language Association InterNational
Day	A 24-hour period beginning at 12:01 a.m. and ending at 12:00 p.m.
Directors	members of the Board
Individual	a living person. <i>Individual</i> does not include a partnership, unincorporated association, unincorporated syndicate, unincorporated organization or a trust
Letters patent	the certificate of incorporation under the Act
PLAIN	Plain Language Association InterNational (PLAIN)
Member	person or organization admitted to PLAIN's membership under the requirements of this By-Law
Members' meeting	General Meeting or a Special General Meeting of the members
Organization	a sole proprietorship or partnership, an incorporated or unincorporated association, an incorporated or unincorporated syndicate, an incorporated or unincorporated organization, or a trust
Person	an individual and an organization
People	Individuals or organizations

Head office

3. PLAIN's head office is in Ottawa, Ontario, Canada.

PLAIN's objectives

4. PLAIN is an international non-profit association of plain-language advocates and professionals that exists to:
 - a) increase public awareness of plain language as a means of making communications from government, business, industry, the professions (including the medical, legal, information management, education and communications professions), and community organizations accessible internally and to a broad, public audience;
 - b) help people understand and use plain-language principles;
 - c) promote the use of plain language within Canada and internationally;
 - d) promote research and development in plain language;
 - e) promote the interests of plain-language specialists;
 - f) develop standards and practices for the plain-language field;
 - g) provide services for members, including marketing, networking, conferences and communications;
 - h) sponsor an international e-mail forum through which members and others can exchange ideas about plain language;
 - i) collaborate with organizations that have complementary objectives; and
 - j) fulfill other purposes that complement these objectives.

Membership

5. Types of membership

PLAIN has four types of membership: honorary, individual, organizational and life members.

6. Criteria for membership

Membership is limited to people:

- a) who support PLAIN's objectives and policies and who are at least 18 years old (if an individual); and
- b) whose application to become a PLAIN member has been approved by a resolution or with Board authorization; and
- c) who have paid the required membership fee.

The Board is responsible for issuing and ending all PLAIN memberships according to any policies they establish.

7. Annual fee

Except for life members, members may be required to pay a membership fee set by the Board of Directors. No member is entitled to any refund of paid membership fees before the resignation or ending of his or her membership. This is the case no matter what the circumstances.

8. Notice of renewal

PLAIN will use its best efforts to notify PLAIN members in writing at least 30 days before their membership expires.

9. Ending a membership

Membership in PLAIN ends when any of the following apply:

- (a) The member has not paid the membership renewal fee by the required date.
- (b) The member resigns by sending a written notice of resignation to PLAIN's Secretary. The resignation takes effect on the day PLAIN receives the notice or on the date given in the notice, whichever is earlier.
- (c) An individual member dies or an organization ends.
- (d) Two-thirds of the members present at a properly called General or Special General Meeting with a quorum may vote to end a membership. Notice of the motion to end a membership must be sent to the member at least 14 days before the meeting. The member is given a reasonable (as the Board decides) opportunity to speak or send comments about the motion to the meeting either by e-mail, fax, letter, or in person, depending on the type of meeting.
- (e) PLAIN the organization ends.

Voting at members' meetings

10. Criteria for member votes

Every member who is in good standing is eligible to vote at a members' meeting and has one vote. To be in good standing, the member must:

- (a) have paid the membership fee;
- (b) have been a member for at least 30 days before the meeting; or
- (c) if a renewing member, must have renewed membership by the start of the meeting.

11. Quorum

A quorum for a members' meeting is the lesser of (i) 15 members (ii) or 10% of all PLAIN members.

12. Passing a motion

When a quorum is present at a meeting, a motion carries when a majority of those present vote for the motion, unless the Act or PLAIN's bylaws set a different voting requirement.

13. Proxy voting

A member may appoint another member of PLAIN to vote on his or her behalf. To do so, the member must:

- (a) fill in, sign, and date the proxy voting form PLAIN provides; and
- (b) send the proxy form to the Secretary before the meeting by mail, e-mail or fax, or arrange to have someone give it to the Secretary at the start of the meeting.

Proxy voting may not account for more than one-third of the votes at a meeting. The Secretary accepts proxy votes up to that limit in the order received.

14. Procedure

- (a) The Board Secretary also serves as the Secretary at members' meetings.
- (b) The President of PLAIN is the Chair of the Board. The President or his or her designate, chairs all members' meetings.
- (c) Each organizational member may appoint one delegate to represent it at PLAIN members' meetings.

Notice of members' meetings

15. Deadlines for written notices

The Board must send written notice to all members in good standing as follows:

- (a) for a General Meeting—at least 30 days before the meeting
- (b) for a Special General Meeting—at least 10 days before the meeting.

The day on which the notice is mailed or sent will not be counted in calculating the relevant notice period.

16. Required information about agenda items

The notice of the meeting must contain sufficient information about the business planned for the meeting to allow the member to form a reasonable judgment about the decision(s) to be taken at the meeting.

17. Required information about voting by proxy

Notice of a members' meeting must include information about the right to vote by proxy and the details in clause 13 above.

18. Notice delivery methods

The Board may send the notice of a General Meeting or Special General Meeting to the membership by regular mail, e-mail, fax, or in PLAIN's newsletter. They may use different delivery methods for different members to ensure that a good faith effort has been made to reach the member. It is sufficient to send the notice to the member's last recorded mailing, fax, or e-mail address in PLAIN's membership records.

No error or omission in giving notice of a meeting will invalidate the meeting or its decisions.

Types of meetings

19. General Meeting

PLAIN must hold a General Meeting within 12 months after the end of the last preceding fiscal year. The General Meeting is held each year at the place, date, and time that the Board decides by a resolution. A General Meeting may be organized in conjunction with a PLAIN conference.

20. Business of the General Meeting

The General Meeting includes:

- (a) a report on PLAIN's business;
- (b) an election of Board members;
- (c) a financial report and committee reports;
- (d) an action plan that the Board has approved for the next year;
- (e) appointment of the auditors; and
- (f) any other business the Board wishes to bring before the membership.

21. Special General Meeting

The Chair, the Board, or no less than 10% of the members who sign a written request, may call a Special General Meeting. If members request the meeting, they must send a written request to the Board that:

- (a) states the reason or reasons for a meeting; and
- (b) provides a draft of all motions the meeting will consider; and
- (c) provides a list of PLAIN members who have called for the meeting.

The Secretary must contact the members who requested the Special General Meeting to verify the request. If the Board verifies the request, the Secretary must arrange the meeting within 45 days after the Board receives the written request. Passing a resolution at a Special General Meeting requires a two-thirds majority vote of members who attend the meeting and are eligible to vote.

22. Location, method, and notice of PLAIN meetings

The Board decides the location and method for PLAIN's next General Meeting and announces it at the General Meeting. The Board also establishes the location for any other meetings of PLAIN and the method of meeting.

23. Operating procedure for meetings

All PLAIN meetings will follow Roberts' Rules of Order.

Board of Directors

24. First directors of PLAIN

The applicants for incorporation are PLAIN's first directors.

25. Board composition and how directors are elected

The Board manages PLAIN's business with 9 to 11 directors. Six of the directors also serve as officers of PLAIN. Members elect directors at the General Meeting. The maximum and minimum number of directors and their terms of office may be changed at a members' meeting by a two-thirds majority vote.

26. International representatives

The Board must have representatives from a minimum of four countries. As originating country of PLAIN and the country of incorporation, Canada must have at least one Director.

27. Directors' term of office

Directors must be individuals and are elected and retire in rotation as follows:

- (a) At the next General Meeting of PLAIN members after the confirmation of this bylaw, three or half, of the directors, whichever is greater, are elected to hold office for two years from their election. The rest of the directors are elected to hold office for one year from their election, or until the next annual General Meeting, whichever comes later.
- (b) At subsequent General Meetings, members will elect directors for two years from their election, or until the next General Meeting, whichever comes later.
- (c) No person may be elected as a director for more than six consecutive years of service. However, following a break in continuous service of at least one year, a person may be re-elected as a director.

28. Qualifications for directors

Every director must:

- (a) be at least 18 years of age;
- (b) be a PLAIN member in good standing;
- (c) support PLAIN's objectives;
- (d) confirm a willingness and ability to serve as an effective director;

- (e) have no conflict of interest between membership or holding office in any other international language, business writing, or communication organization;
- (f) be bondable;
- (g) not be an undischarged bankrupt nor a mentally incompetent person;
- (h) not have been convicted of a criminal offence for which a pardon has not been granted.

29. Ending a director's term

A director may not hold office if:

- (a) he or she ceases to be a PLAIN member;
- (b) he or she delivers a written resignation to the Chair or Secretary of the Board;
- (c) he or she becomes bankrupt, ceases to have the legal capacity to contract, or is convicted of a criminal offence;
- (d) he or she dies;
- (e) members remove a director before his or her term in office expires. To do so, the members must call a Special General Meeting and pass a resolution to remove the director by at least two-thirds of the votes at the meeting. The members at the Special General Meeting may elect any eligible individual to replace the removed director for the rest of the term. Electing this new director requires a majority of votes at that meeting. The members may remove only two directors in this manner in any fiscal year;
- (f) a majority of directors passes a resolution removing a director because he or she:
 - (i) was absent for two consecutive meetings of the Board without prior notice and without a reason acceptable to the Board;
 - (ii) was absent for three consecutive meetings of the Board with prior notice but without a reason acceptable to the Board; or
 - (iii) failed to comply with the Act, PLAIN bylaws, rules, regulations, or procedures including confidentiality, conflict of interest, and all other obligations under this bylaw; or
 - (iv) failed to comply with the laws and regulations which apply to PLAIN.

30. Temporary suspension of participation

A director may ask the Board to excuse him or her from participating in PLAIN's affairs because of a temporary inability to fulfill the director's duties. The director must send a written request stating the reason and likely time involved. The Board may, in its sole discretion and by majority vote, allow this suspension of duties. This action will not cause a vacancy on the Board. The

break in a director's duties must not last longer than three consecutive Board meetings.

31. Replacing a director

When a director position becomes vacant three or more months before the next General Meeting, the Board may appoint a member to the position to serve until the next General Meeting. An election for the position must be held at this General Meeting. The person elected to fill the vacant position must meet all the qualifications to become a Board Member as shown in (28) above and will complete the term for the vacant position.

32. Voting at a Board meeting

A majority of Board members must approve PLAIN Board business. The Chair declares that a motion or resolution has carried, and the Secretary notes the decision in the minutes. This entry in the minutes is sufficient evidence that the motion was carried without proof of the number of votes recorded in favour or against the resolution.

33. Quorum and conditions for a Board quorum

Quorum for a Board meeting is a majority of directors serving at the time. Directors must be able to hear (conference call) or read (e-mail meetings) comments from other directors and have consented to the type of meeting.

34. Authority to call meetings and notice

The President, or two other directors, may call a Board meeting. Notice of any meeting is sent by mail, facsimile or electronic mail at least two days before the meeting. No formal notice of a Board meeting is required if all the directors are present, either in person or by proxy, or if the absent directors have consented to the meeting being held in their absence. A Board meeting may also be held, without notice, immediately following PLAIN's annual General Meeting.

35. Minimum number of regular Board meetings

The Board holds a minimum of one meeting every two months. The Secretary sends a summary of Board meeting decisions to directors within ten days of the meeting. Following PLAIN's General Meeting, the new Board holds its first meeting within one month to elect officers, appoint committees and transact any other business for the Corporation.

36. No pay for directors

Directors serve PLAIN without pay except for payment of reasonable expenses incurred in carrying out PLAIN duties.

37. Board powers

The Board has the power to:

- (a) carry out all affairs in the name of **Plain Language Association InterNational (PLAIN)**, including signing contracts;
- (b) delegate administrative powers to officers and committees;
- (c) authorize expenditures;
- (d) employ and pay salaries to employees;
- (e) assign responsibilities to paid staff and directors;
- (f) enter into a trust arrangement with a trust company, foundation, or similar institution to create a trust fund through which capital and interest may be made available for the benefit of promoting PLAIN's interests;
- (g) solicit any legacies, gifts, grants, settlements, bequests, endowments and donations to further PLAIN's purposes;
- (h) create PLAIN's policies, procedures, and regulations as long as they do not contravene any of this bylaw's requirements; and
- (i) establish any programs, activities, projects, or membership benefits for PLAIN members or to promote the objectives of PLAIN or membership in PLAIN.

The Board has these powers to fulfill the duties in section 38 below.

38. Board duties

The duties of the Board are to:

- (a) admit PLAIN members;
- (b) manage PLAIN's affairs between members' meetings;
- (c) carry out PLAIN's objectives and adopt policies and procedures consistent with this bylaw and designed to support the objectives;
- (d) appoint committees to carry out PLAIN's objectives;
- (e) develop financial and other resources;
- (f) allocate and invest resources in a manner consistent with PLAIN's objectives;
- (g) employ staff as needed to manage, direct, administer or carry out PLAIN's affairs under the Board's direction;
- (h) set remuneration for staff from time to time by resolution;
- (i) present, at least annually, a full and complete report of its activities at a PLAIN members' meeting;
- (j) act honestly and in good faith with a view to the best interests of PLAIN;
- (k) exercise the care, diligence, and skill that a reasonable person would exercise in comparable circumstances; and
- (l) comply with the Act, PLAIN's bylaws and the Board's policies (if any), and any other laws or regulations that apply to PLAIN.

39. Conflicts of interest

Any director who has an actual or potential conflict of interest related to a proposed or actual contract or transaction with PLAIN must:

- (i) inform the Board of that interest at the meeting when the Board is first considering the contract or transaction, or
- (ii) if he or she is not present at the meeting in (i), inform the Board of that interest at the next Board meeting.

If the actual or potential conflict of interest occurs after the contract or transaction is made, the Director must tell the Board of that interest at the first Board meeting after he or she is aware of it.

- (b) Directors must not enter into any proposed contract or transaction, or any contract or transaction with PLAIN unless they follow these four steps:
 - (i) provide a written competitive bid,
 - (ii) inform the Board of their interest in the contract or transaction as outlined above,
 - (iii) leave the meeting when the matter is being discussed, and
 - (iv) not vote on the contract or transaction.
- (c) Directors must not vote on any matter in which they have a direct or indirect financial interest, and they must report the details of their interest before the Board discusses and votes on the matter.
- (d) Any director who has informed the Board of an interest in any PLAIN
 - (i) proposed contract or transaction, or
 - (ii) actual contract or transaction or other financial interestthat is being discussed, must leave the meeting while the Board discusses and votes on the matter. The Secretary must record the director's absence in the minutes.

40. Directors' legal responsibilities do not cover debt

No director or officer as an individual is legally responsible for:

- (a) a PLAIN debt or liability;
- (b) for the acts, receipts, neglects or defaults of any other director, officer or employee or for any loss, damage, or expense to PLAIN through:
 - (i) an insufficient or deficient title to any property acquired by order of the Board for PLAIN or on behalf of PLAIN;
 - (ii) the insufficiency or deficiency of any security in which money belonging to PLAIN is placed or invested;
- (c) any loss or damage arising from the bankruptcy, insolvency, or illegal act of any person, firm, or company where PLAIN's money, securities, or effects are kept or deposited;
- (d) any type of loss, damage or misfortune that may happen from a director's or officer's carrying out of his or her duties or trust or related to these. The exception to this is if the loss, damage or misfortune happens as a

- result of the director's or officer's own wrongful and willful act or wrongful or willful neglect or default; and
- (e) any claim that PLAIN incurs related to anything done or not done by him or her in carrying out PLAIN duties. These include actions that he or she honestly believed were proper duties or functions of the position, or omissions occurring honestly, in good faith, and without fraud or fraudulent intent.

41. Indemnity (legal exemption from penalties or liabilities incurred) for directors, officers and committee members

- (a) Directors, officers and committee members of PLAIN, and their heirs, executors and administrators, and estate and effects respectively, are not legally responsible to PLAIN to pay for:
 - (i) any claims incurred as a result of or in connection with any act, deed, matter or thing made, done or permitted by them, in carrying out the duties of their offices;
 - (ii) any claims that they incur as a result of or in connection with PLAIN affairs, except claims incurred as a result of, or in connection with, their own willful neglect or default.
- (b) In this bylaw the term *claim* means all claims, damages (direct, indirect, consequential or otherwise), losses, liabilities (whether accrued, actual, contingent or otherwise), demands, suits, judgments, causes of action, legal proceedings, penalties or other sanctions. It also means any costs and expenses arising in connection with, including, without limitation, legal fees and disbursements on a substantial indemnity basis (including, without limitation, all such legal fees and disbursements in connection with any appeals).

42. Board insurance

PLAIN will purchase and pay the premiums for insurance if the Board considers it advisable and necessary to ensure that their directors and officers are legally protected in accordance with this bylaw.

Executive Committee

43. Composition

Whenever the Board consists of more than six members, it may elect from its members an Executive Committee consisting of at least three members, or more, as the Board decides. Each member of the Executive Committee may serve for as long as the Board approves without any term limitation but only as long as he or she remains a director. The Board may fill vacancies in the Executive Committee by election from its members. Whenever a vacancy exists in the Executive Committee, the remaining members may exercise all its powers as long as three members remain in office.

44. Executive Committee’s powers

In the time between Board meetings, the Executive Committee may exercise all the powers that the Board lawfully delegates to manage PLAIN’s business. The Board may give specific directions to or establish regulations for the Executive Committee. The Executive Committee must act in PLAIN’s best interest at all times, including taking action on issues for which the Board has not given specific directions.

45. Executive Committee procedures

Subject to sections 46, 47, and 48 below and to any regulations that the Board imposes, the Executive Committee may:

- (i) set its quorum at not less than a majority of its members, and
- (ii) set its own rules of procedure.

The Executive Committee will keep minutes of its meetings and decisions and submit at least a summary of the minutes to the Board quarterly. Notice of meetings is given to each Executive Committee member as described in Section 47 below.

46. Quorum needed to transact business

The Executive Committee may only transact business if a quorum of its members is present at the meeting.

47. Procedures for giving notice of meetings

The Executive Committee may set the time and place for its meetings. It must give written notice as follows to each member of the Executive Committee before the meeting:

- (i) 48-hours’ notice if using a method other than mail;
- (ii) 14 days’ notice by mail

No advance notice is needed to go into an Executive Committee session during the course of a Board Meeting.

No error or omission in giving notice of any meeting or adjourned meeting of the Executive Committee invalidates the meeting or voids any meeting proceedings. A member of the Executive Committee may give up the right to notice of an Executive Committee meeting and may approve and confirm any or all proceedings taken at the meeting.

48. Status of directors not elected to the Executive Committee

A director who is not a member of the Executive Committee may attend and speak at, but not to vote at, any Executive Committee meeting at which he or she is present. However, only directors who have been elected to the Executive Committee are entitled to a notice of an Executive Committee meeting and counted in calculating a quorum.

PLAIN's Officers

49. Officer positions

The officers are the President, Vice-President, Treasurer, Secretary, Web Manager, E-mail Forum Moderator, and any other officers that the Board of Directors decides are necessary. The Board elects officers from among themselves at a Board meeting after the annual election of directors.

50. Officer's term

An officer's term is:

- (a) two years and, if re-elected, a maximum of three consecutive terms, or
- (b) until a successor is elected or appointed, unless the Board cancels the position.

51. Extra duties

At the Board's direction, PLAIN's officers carry out any additional duties not described in clauses 51 to 56 of this bylaw.

52. President's duties

The President:

- (a) chairs all Board and members' meetings (referred to in this bylaw as the Chair) unless he or she delegates the task to another Board member;
- (b) supervises PLAIN's officers and operations in collaboration with other directors;
- (c) draws up agenda in collaboration with other directors;
- (d) signs all bylaws;
- (e) ensures all Board orders and resolutions are carried out;
- (f) represents PLAIN in meetings with its members, the public, and the media; and
- (e) has other powers and duties that the Board prescribes.

53. Vice-President's duties

The Vice-President:

- (a) in the President's absence, chairs meetings of the Board;
- (b) when requested by the President, assists in carrying out the leadership functions of the President; and
- (c) has other powers and duties that the Board prescribes.

54. Secretary's duties

The Secretary:

- (a) records minutes of all PLAIN Board and members' meetings. Minutes should include topics and decisions made through e-mail, video or telephone conference, and face-to-face meetings;
- (b) maintains, in a safe and accessible place, the seal of the Corporation, all records, correspondence, and documents belonging to PLAIN that are not maintained by the Treasurer;
- (c) keeps PLAIN's membership records in conjunction with the Treasurer or a membership coordinator;
- (d) on request from members, gives them information about Board discussions and decisions that are not private or confidential;
- (e) gives notice of Board and members' meetings;
- (f) records all votes at Board and members' meetings;
- (g) sends all records and documents to appropriate recipients and keeps copies for the official files;
- (i) gives all official files to his or her elected successor within one month of election; and
- (j) drafts and e-mails a quarterly newsletter to all members.

55. Treasurer's duties

The Treasurer:

- (a) ensures money received is deposited in PLAIN's bank;
- (b) monitors and reports on PLAIN's finances;
- (c) keeps complete and accurate records of all PLAIN's assets, liabilities, receipts, and payments in a safe and accessible place;
- (d) deposits all money, securities, and other valuable effects in the name and to the credit of PLAIN in a chartered bank, trust company, credit union, or other financial institution, or, for securities, with a registered dealer in securities as designated by the Board;
- (e) disburses PLAIN's funds as the Board directs and keeps appropriate records of invoices, bills, or other payment documents on which the disbursement is based;
- (f) prepares and presents a report on PLAIN's financial status at Board meetings and the General Meeting, or when the Board requests; and
- (g) gives all official files to his or her elected successor within one month of election.

56. Web Manager's duties

The Web Manager:

- (a) manages PLAIN's Web site, either personally or with the help of a technical specialist;
- (b) maintains, revises, and enhances the content of the Web site;
- (c) maintains, revises, and enhances the appearance and usability of the Web site and makes sure Web links on the site are up-to-date and working;
- (d) seeks suggestions, materials, and other assistance from PLAIN members for developing the content of the Web site;
- (e) works with the Secretary, Treasurer or a membership coordinator to update the online PLAIN Membership Directory;
- (f) informs the PLAIN Board about improvements to the Web site and requests Board approvals in advance for significant changes to the Web site;
- (g) promotes visibility of the PLAIN Web site on other Web sites and Internet search engines;
- (h) reports to the PLAIN Board and PLAIN members on the use of the PLAIN Web site; and
- (i) is liaison to the Board for any committee or members designated to manage any web activities or sub-groups.

57. E-mail Forum Moderator's duties

The E-mail Forum Moderator:

- (a) monitors discussions in the Forum to make sure that messages follow the spirit and expectations of the Forum Guidelines;
- (b) responds to Forum subscribers whose messages consistently or frequently disregard the Forum Guidelines. Actions may include temporarily moderating a particular subscriber's messages, removing subscribers, and banning subscribers;
- (c) works with the Web Manager and PLAIN Board, as needed, to modify online Forum Guidelines;
- (d) approves new subscriptions to the Forum and temporarily moderates the messages of new subscribers;
- (e) manages the PLAIN Forum Web site provided by Yahoo Groups;
- (f) responds to requests from Forum subscribers for help in managing their subscriptions;
- (g) with the help of other subscribers, encourages or "seeds" discussions on topics of interest to Forum subscribers; and
- (h) is liaison to the Board for any committee or member designated to manage any email committee or sub-group or perform any Board authorized email function.

Committees

58. Permanent and temporary committees

- (a) The Board may set up permanent and temporary committees to help with PLAIN's business. Permanent Board committees include the Executive Committee, Conference Committee, Nominating Committee, and the International Committee.
- (b) A person must be a PLAIN member in good standing to sit and vote on a committee.

59. Committee responsibilities and duties

The Board, collaborating with a committee's members, defines the areas and responsibilities of each committee.

60. Directors on committees

One director sits on each committee and reports to the Board on committee activities. The director may be the chair of the committee. Other directors may also be members of the committee. Directors act as liaisons between the committees and the Board.

61. Committee meeting notices, procedures, and decision requirements

Subject to any regulations or directions from the Board, committees may decide their own notice of meeting requirements, meeting procedures, and decision-making processes.

62. Committee membership and composition

At the General Meeting, or between General Meetings, the Board may invite members to join the committees. At the next Board meeting, directors approve the membership and composition of the committee for the designated period, if a temporary committee, and for two years, if a permanent committee. The Conference Committee, International Committee, and Nominating Committee should try to have a minimum of four countries represented.

63. Committee minutes and reporting

Permanent committees must keep minutes of their meetings and send them regularly to the Board. The Board will decide the reporting requirements of temporary committees.

64. No pay for committee members

A committee member receives no pay for serving on a committee, but the Board may reimburse reasonable expenses that a committee member incurs in carrying out committee duties.

Meeting Procedures

65. Telephone, electronic, and face-to-face meetings

Unless expressly prohibited by PLAIN's bylaws or the Board's rules or policies, any person entitled to participate in a meeting of PLAIN, the Board, or a Board committee may do so by:

- (a) telephone conference, or
- (b) electronic or other communication facilities.

These formats must ensure all persons participating in the meeting can communicate simultaneously with each other. For the purposes of the Act and this bylaw, a person participating in one of these meeting formats is considered present at the meeting.

66. In-person and electronic votes

A resolution in writing, signed by all directors entitled to vote on that resolution at a directors' meeting or signed by all members entitled to vote on that resolution at a PLAIN meeting, is as valid as if it had been passed at a Board or a PLAIN meeting, respectively.

67. Passing of motions

A majority of votes decides the business at any PLAIN member, committee, or Board meeting—unless the Act or the bylaws set other requirements. The President will have a second vote if there is a tie in the votes cast at any directors' meeting.

68. Voting procedures

Voting takes place as follows:

- (a) Except as provided in this bylaw, each member or director is entitled to one vote at any meeting of PLAIN or the Board respectively.
- (b) Votes are taken in the usual way, by show of hands or by electronic communication, among all members or directors present and entitled to vote. Questions arising at any meeting of members, the Board, or committees are decided by a majority of votes, subject to the requirements of the Act. In case of a tied vote, the President or Chair will have a second vote.
- (c) After a show of hands is taken on any question, or a summary of votes compiled if voting is by electronic means, the Chair of the meeting may require, or any person entitled to vote on the question may demand a second vote when each person's vote is recorded (a poll of the vote).. The Chair of the meeting will decide how the poll is taken. A demand for a poll may be withdrawn at any time before the poll is taken. During a poll, each individual present in person and entitled to vote at the meeting will have one vote. The result of the poll will be the decision of the members or the Board, as the case may be.

- (d) Whenever a vote is taken, and the President or Chair has declared that a resolution has been carried, an entry to that effect in the minutes is sufficient evidence of the fact, without proof of the number of votes for and against. Vote numbers need only be counted when a poll is called.
- 69.** Minutes are kept for all PLAIN and Board meetings and are approved at the next meeting of PLAIN or the Board, as the case may be.
- 70.** The declaration of the Secretary or the Chair that notice of a meeting has been given according to the bylaw will be sufficient evidence that notice was given, unless there is evidence to the contrary.
- 71.** The Board decides, by a resolution debated and passed by a majority of those present, any question or procedure related to a meeting of PLAIN or the Board that has not been provided for in this bylaw or by the Act ..
- 72. Notice Procedures**
 - (a) Any notice or other document that the Act, the letters patent, or PLAIN's bylaws require to be sent to any members or directors are delivered personally or sent by prepaid mail to their most recent address in PLAIN's membership records. A member or director may give up the right to a notice of meeting or the time required for notice at any time by providing written consent.
 - (b) Any notice or other document that the Act, PLAIN's letters patent, or bylaws require to be sent to the auditor are delivered personally or sent by prepaid mail to the auditor's business address.
 - (c) If a member, director or auditor consents to receive notices or documents by electronic communication (including facsimile and e-mail), the documents are sent to the last electronic communication address the member, director, or auditor provides.
 - (d) Signatures on notices may be written, stamped, typewritten, printed, or electronically reproduced or partly written, stamped typewritten, printed or electronically reproduced.
 - (e) If a specific number of days is required for giving notice, the day on which the notice is mailed or sent is not counted in calculating the relevant notice period.
 - (f) No error or omission in giving notice of a meeting invalidates the meeting or voids any meeting decisions.

Binding the Corporation

73. Authority to sign

Two officers must sign contracts, documents, or cheques on behalf of PLAIN. All such properly signed documents bind PLAIN without further authorization.

When needed, the directors may pass a resolution to appoint a director or directors, an officer or officers, or an employee or employees to sign contracts or documents on behalf PLAIN.

The directors may pass a resolution to give PLAIN's power of attorney to any registered dealer in securities to transfer or deal with, or both, any PLAIN stocks, bonds, and other securities.

PLAIN is a non-profit corporation

74. Profits only for PLAIN objectives

Plain Language Association InterNational does not exist to provide direct financial gain for its members.. PLAIN uses any profits to carry out its objectives.

Borrowing powers

75. How PLAIN borrows money

The Board is authorized from time to time to:

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Financial year

76. Dates

PLAIN's financial year is from January 1 to December 31, unless the Board decides otherwise.

Auditors

77. Appointing an auditor

At the General Meeting, the members will appoint an auditor to audit PLAIN's accounts and to report the results to members at the next General Meeting. The

auditor may not be a PLAIN director, officer, or employee. If the position of auditor becomes vacant before the next General Meeting, the Board may appoint an auditor to fill the vacancy.

78. Auditor's fees

The Board will set the fee to pay the auditor.

Banking

79. Board authorization

- (a) PLAIN
 - (i) maintains a bank account in a chartered bank or banks in PLAIN's name,
 - (ii) uses it for current receipts or expenditures, and
 - (iii) keeps a record of all deposits and withdrawals in a form that satisfies the auditor.

- (b) When needed, the Board may pass a resolution to authorize a PLAIN director or directors, officer or officers, or employee or employees to:
 - (i) transact its banking with a chartered bank or banks;
 - (ii) sign and execute on behalf of PLAIN, all documents, securities, agreements, promises, and pledges;
 - (iii) delegate powers that this bylaw confers on the directors.

The authorization continues in full force until the Board sends a written notice revoking or canceling it to the bank or banks.

Appropriate maintenance of books and records

80. Record keeping

The Board will ensure that all necessary corporate books and records required by PLAIN's bylaw, or any applicable statute or law, are properly kept.

Amending or repealing PLAIN's bylaws

81. Requirements to ratify an amendment or repeal of a bylaw

Two-thirds of the members at a members' meeting must ratify a Board decision to:

- (a) repeal or amend a bylaw that is not part of PLAIN's letters patent; or
- (b) create a new bylaw.

When a Board decision to repeal or amend a bylaw is on a General Meeting or Special General agenda, the Secretary must include it in the notice of the meeting.

