

ONTARIO DOG GROOMER'S ASSOCIATION

ARTICLE 1 – NAME

The name of this Association shall be known as DOG GROOMING ASSOCIATION OF ONTARIO, The Association shall commonly be referred to as ONTARIO DOG GROOMER'S ASSOCIATION, abbreviated to ODGA.

ARTICLE 2 – PURPOSE

The purposes of the Association are:

- To represent the stands, goals and aspirations of professional pet groomers
- To provide continuing education programs designed to educate and enhance the expertise of professional dog groomers.
- To establish consumer awareness programs to educate the general public about the care and humane treatment of the pets
- To promote professional status and recognition of pet groomers in the community.
- To encourage harmony and co-operation amongst fellow groomers.
- To create a medium to exchange methods and ideas throughout the membership
- To keep abreast of all legislation affecting our profession and act accordingly.
- To promote voluntary certification programs.

ARTICLE 3 – DISSOLUTION

In the event of the dissolution of the Association, whether voluntary or involuntary, or by operation of law, property of the Association shall be disbursed to charitable organizations, recognized by Revenue Canada, for the benefit of humanity of animals as selected by a majority vote of members in attendance.

ARTICLE 4 – NOT FOR PROFIT

No part of any profits from dues or donations to the Association or sale of property or asset shall inure to the benefit of any one member.

Articles 3 and 4 of this constitution are unalterable in accordance with the Society Act. Page 2 of 9

ONTARIO DOG GROOMER'S ASSOCIATION

BYLAWS

NAME

The name of the Association shall be DOG GROOMING ASSOCIATION OF ONTARIO. The Association shall commonly be referred to as ONTARIO DOG GROOMER'S ASSOCIATION, abbreviated to ODGA.

OFFICES

The registered office of the Association shall be within the Province of Ontario.

SEAL

The seal, and impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

FISCAL YEAR

The fiscal year of the Ontario Dog Groomer's Association shall terminate on the 30th day of April in each year.

NOT FOR PROFIT

The Association shall be operated on a NOT FOR PROFIT basis.

MEMBERSHIP

Membership shall be validated by payment or other prescribed fee or service rendered which, in the opinion of the Board, is considered to entitle one to membership in accordance with the Bylaws.

Membership year shall begin upon receipt of payment of dues.

Membership is non-transferable.

Non-member may not vote when dues are not paid for the current year.

Membership shall be restricted to professional pet groomers: active, semi-retired or retired.

Full members shall have full voting rights.

Members shall receive all membership benefits, including certificate, discounts on ODGA products (when specified), reduced rates at ODGA events (when specified), plus a subscription to the newsletter, In The Tub.

Members shall be subjected to the Constitution and Bylaws of the Association.

No person shall be denied membership by reason of sex, race, colour, creed, religious denomination or national origin.

MEMBERSHIP DUES

Membership shall be validated by payment, or other prescribed fee or service rendered which, in the opinion of the Board of considered entitling one to membership in accordance with the Bylaws.

Membership shall begin when paid application is processed and shall expire on full year after such date.

****AMENDMENT – Effective September 01, 2001, membership shall begin when paid application is processed and shall run for the calendar year and expire every December 31st. Membership will be pro-rated accordingly.****

Dues are non-refundable and non-transferable.

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than four and not greater than twelve active, voting members.

The Officers of the Board shall consist of President, Vice-President, Treasurer, Corresponding Secretary, Recording Secretary and Board Members.

The management, direction of its affairs, and control of property and staff of Ontario Dog Groomer's Association shall be entrusted to the Board of Directors.

The Board of Directors shall head up and be responsible for all Committees.

If the office of any officer becomes vacant for any reason, the vacancy shall be filled by a majority vote of the remaining members of the Board, and each person so elected shall be in office until a successor is elected at the Annual Membership Meeting.

The Board shall manage the business according to the Constitution and Bylaws.

Any officer appointed by the Board of Directors or subsequently elected by ballot may be removed from office by a majority vote of the Board of Directors whenever in its judgment the best interest of the Association shall be served thereby. The officers of the Board shall be elected at the Annual Meeting, to serve a term of two years. Their term of office shall begin upon adjournment of the Annual Meeting. The exception is a vacancy left by the President, whose office shall be filled by the Vice-President.

DUTIES OF THE PRESIDENT

The President shall preside at all meetings of the Association and the Board.

In the event the President, or his/her designate, the Vice-President, is unable to preside at the meeting, the President shall appoint a Board member to preside.

The President shall see that all orders and resolutions of the Board and Members are carried into effect.

The President shall vote at all meetings on in the event of a tie.

The President shall have general and active management of the Association.

DUTIES OF THE VICE-PRESIDENT

The Vice-President shall perform the duties and exercise the powers of the President in the event of the President's absence, disability or incapacity.

The Vice-President shall perform such other duties as the Board of Directors may prescribe or delegate to him.

DUTIES OF THE TREASURER

The Treasurer shall, in conjunction with the appointed and accredited bookkeeper or accountant designed by the Board, keep full and accurate accounts of receipts and disbursements in books belonging to, and kept readily available to, the Ontario Dog Groomer's Association.

The Treasurer shall deposit Association funds in an insured institution and handle the banking needs of the Ontario Dog Groomer's Association.

The Treasurer shall, if required by the Board of Directors or members, provide the Association with a surety bond in such sum as may be commensurate with the aggregate total of the Association funds.

The Treasurer shall perform such other duties as the Board of Directors may prescribe or delegate to him/her.

DUTIES OF THE CORRESPONDING SECRETARY

The Corresponding Secretary shall:

Have charge of all correspondence; Notify members of meetings; Notify officers and directors of the election to office; Keep a roll of the members of the Association and their addresses; Attend all sessions of the Board and all meetings of the Association, and perform such other duties as the Board of Directors may prescribe or delegate to him.

DUTIES OF THE RECORDING SECRETARY

The Recording Secretary shall:

Attend all sessions of the Board and all meetings of the members; Record all votes of the Association and the minutes of all transactions in the book(s) to be kept for the purpose, and perform such other duties as the Board of Directors may prescribe or delegate to him.

COMMITTEES

The Board may appoint Committees to advance the work of the Association. Such committees shall always be subject to the final authority of the Board.

Projects and budgets must be approved by the Board.

Any committee appointed may be terminated by a majority vote of the Board, and shall be notified of such.

The Board may appoint successors to those persons whose service has been terminated.

MEETINGS OF THE BOARD

Meetings of the Board will be convened at a designated location not less than once every four months for conducting normal business, and once at the Annual Meeting.

Special or additional meetings of the Board may be convened by simple majority vote of the Board, upon ten days written or telephoned notice to all Board members.

Questions arising at any meeting of Directors shall be decided by a majority of votes.

At all Board meetings, ½ of the members of the Board constitute a quorum.

All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

BOARD MEETINGS – ORDER OF BUSINESS

At meetings of the Board, the order of business, unless otherwise directed by a majority vote of those present, shall be as follows:

Minutes of the Last Meeting

Report of the Secretary

Report of the Treasurer

Report of Committees

Unfinished Business

New Business

Adjournment

ASSOCIATION MEETINGS

Association meetings shall be convened at a designed location at least once per year, once being at the Annual Meeting.

The quorum for such meetings shall be members in good standing that are present at the meeting.

Association meetings shall be open to members, and interested parties.

Non-members shall be allowed observer status for two meetings, only.

PROCEDURES

Any member may resent, in writing to the Board, a matter, which he believes, should be considered. The Board shall ensure that adequate review be given to such matters in accordance with ODGA Bylaws.

SPECIAL MEETINGS OF THE MEMBERSHIP

The Board of Directors may call special meetings of the membership and written notification of thirty (30) days shall be given. This notification shall include the date, time and location of the meeting. The purpose of the meeting shall be to set forth in the notice,

The quorum for such meetings shall be the members in good standing that are present at the meeting.

ANNUAL MEETING

The date, place and hour of the Annual Meeting shall be determined by the Board of Directors, and must be held no later sixty (60) days after the end of the fiscal year.

ASSOCIATION MEETINGS – ORDER OF BUSINESS

At Association meetings, the Order of Business, so far as the character and nature of the meeting may permit, shall be as follows:

Minutes of the last Association Meeting

Minutes of the Board Meeting

Report of the President

Report of the Secretary

Report of the Treasurer

Report of the Committees

Election of Officers and Board (Annual Meeting)

Unfinished Business

New Business

Adjournment

TERMINATION OF MEMBERSHIP

RESIGNATION: Member may resign by submitting a written letter of resignation, complete with date and signature, which shall be effective upon acceptance thereof, by the Board of Directors.

In case of resignation, a member shall remain liable for payment of any outstanding dues or debts payable to the Association prior to acceptance of his resignation.

FORFEITURE: A membership shall be considered as forfeited, and automatically terminated if such member's dues remain unpaid thirty (30) days after first day of renewal date.

The Board may grant an additional thirty (30) day's grace to such delinquent members of circumstance warrant.

In no case may a person be entitled to vote any Association meeting, whose dues are unpaid as of the date of the meeting.

All documents bearing Association crests must be returned to the Secretary and held until the former member is reinstated.

DISCIPLINE

CHARGES: Any member may propose charges against another member for alleged misconduct prejudicial to the best interest of the Association. Written charges with specifications must be filed in duplicate with the Secretary, The Secretary shall promptly send a copy of the charges to each member of the Board or present them at the Board meeting and the Board shall first consider whether the actions alleged in the charges, if proven, might constitute conduct prejudicial to the best interests of the Association. If the Board considers that the charges do not allege conduct, which would be prejudicial to the best interest of the Association, it may refuse to entertain jurisdiction.

If the Board entertains jurisdiction to the charges, it shall affix a date of the hearing by the Board not more than six weeks, thereafter. The Secretary shall promptly send one copy of the charges to the accused member and one copy to the complainant, by registered mail, together with a notice of time, date and location of the hearing and an assurance that the person may appear personally in his own defence and bring witnesses if he wishes. If the accused does not appear, the hearing can still occur.

These charges must be kept strictly confidential within the Board and the parties involved until a Board decision has been reached.

DISCIPLINE

BOARD HEARING: The purpose of the hearing is to ascertain the truth. Should the charges be sustained, after hearing all the evidence and testimony presented by the complainant and defendant, the Board may, by a majority vote of those present, suspend the defendant from all privileges of the Association, for not more than twelve (12) months from the date of the hearing. If it seems that punishment is insufficient, the Board may also recommend to the membership that the punishment be expulsion.

In such cases, the suspension shall not restrict the defendant's right to appear before his fellow members at the ensuing meeting, who will consider the Board's recommendation.

Immediately after the Board has reached a decision, its findings shall be put in written form and filed with the Secretary. The Secretary, in turn, shall notify each of the parties of the Board's decision and penalty, if any.

DISCIPLINE

EXPULSION: Expulsion of a member from the Association may be accomplished only at a meeting of the Association following Board Hearing and upon the Board's recommendation. Such proceedings may occur at a Regular or Special meeting of the Association after the date of the Board's findings and recommendations, and shall invite the defendant, if present, to speak in his own behalf if he wishes.

The meeting shall then vote by written secret ballot on the proposed expulsion. A 2/3 vote of those present and voting at the meeting shall be necessary for expulsion. If expulsion is not so voted, the Board's recommendation for expulsion shall not stand.

All documents bearing Association crest must be returned to the Secretary, and held until the former member is reinstated.

VOTING

Each member in good standing shall be entitled to one vote each question at any meeting of the Association at which he is present.

No votes shall be accepted by proxy.

At all meetings of the Association, every question shall be determined by majority of votes unless otherwise specifically provided by statute or by these Bylaws.

NOMINATIONS

Any member, in person or in writing may make nominations, provided that the person so nominated does not decline. If the proposed candidate is not in attendance at this meeting, his proposer shall present to the Secretary, a written and signed statement from the proposed candidate signifying his willingness to be candidate.

RECORDS

All meetings of Ontario Dog Groomer's Association shall be recorded as required by these Bylaws or by any applicable statutes or laws.

FINANCES

An auditor or external accountant for Ontario Dog Groomer's Association shall be appointed by vote at the Annual Meeting.

The Board is authorized to disperse general funds for Ontario Dog Groomer's Association.

The banking needs of Ontario Dog Groomer's Association shall be handled by the Treasurer and put on deposit in an insured financial institution.

The Board may purchase, sell, lease, or otherwise acquire, hold, or deal with real and personal property of the Association and may contract in its corporate name. The President, or such other officer(s) shall sign contracts as the Board may specify for the purpose.

INDEMNIFICATION

The Directors and Officers of Ontario Dog Groomer's Association and every one of them, their heirs, executors, and administrators shall at times be indemnified and saved harmless out of the operating funds of Ontario Dog Groomer's Association from against all actions, cost, damages and expenses whatsoever which they, or any one of them may incur or become legally liable for in respect of any one of them in or about their execution of their duty, real or supposed as an acted bonafide and in a responsible manner having regard to the best interest of Ontario Dog Groomer's Association with respect to such act, matter or thing.

RULES OF ORDER

Robert Rules of Order shall govern all Board and Membership meeting, except in those instances of conflict with ODGA Bylaws. In such instances, ODGA Bylaws shall prevail.

BYLAW AMENDMENTS

The herein Bylaws may be repealed or amended by a simple majority vote of the membership present at any meeting convened for that purpose.

Amendments to the Bylaws may be proposed by the Board of Directors or by written petition to the Secretary signed by four members in good standing.

Amendments proposed by such petition shall promptly be considered by the Board by the Secretary, for vote with four months of the date when the petition was received.

In the event that any article, section, or amendments shall be adjudged invalid, such adjudication shall not invalidate any other article, section, amendment or the Bylaws as a whole.

DISSOLUTION

Ontario Dog Groomer's Association may be dissolved at any time upon $\frac{3}{4}$ majority vote of the current members in good standing present at a Special Meeting convened for that purpose.

In the event of the dissolution of the Association, whether voluntary or involuntary, or by operation of law, property of the Association shall be disbursed to charitable organizations, recognized by Revenue Canada, for the benefit of humanity of animals as selected by a majority vote of members in attendance.

INTERPRETATION

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