

MANITOBA CULTURAL **SOCIETY** OF THE **DEAF**

Annual Report 2024-2025

Annual General Meeting

ZOOM

June 26th 2025

7:00 PM

Vision, Mission, Goals and Values Statement

Vision Statement

MCSD-DAM's vision is to integrate Deaf and non-deaf communities with complete accessibility and to empower Deaf culture, arts, and language.

Mission Statement

MCSD-DAM's mission is to identify and promote innovation initiatives and projects that focus on the contribution of the arts, heritage, and culture and to facilitate inclusive and diverse environments.

Goals

- To promote Deaf culture and signed languages.
- To raise awareness about the excellence of Deaf arts.
- To foster a collaborative and barrier-free world.
- To provide support, professional training, and education for Deaf artists.
- To develop and build relations and partnerships with art communities.
- To educate and inform the arts community, policy makers, and arts funders about Deaf artists and audiences.
- To create and support new initiatives for the creation of new Deaf arts groups.
- To increase the involvement of the Deaf community in MCSD-DAM.

Values

- Preserve and endorse the five hallmarks of the Deaf culture
- Express our value and worth as Deaf artists.
- Accommodate an ever changing and diverse environment.
- Enhance and maintain relationships and collaborations with various supporting organizations.
- Acknowledge intersectionality.

Note: the five hallmarks of the Deaf culture are: Languages, Norms, Values, Heritages and Identity.

MANITOBA CULTURAL SOCIETY OF THE DEAF

Annual General Meeting
ZOOM, Winnipeg, MB
June 26th, 2025

AGENDA

1. Call to Order
2. Adoption of Agenda – June 26, 2025
3. [Approval of AGM Minutes – April 27, 2024](#)
4. Board Reports
 - 4.1. Board's Reports
 - 4.2. Treasurer
 - 4.2.1. Reviewed Financial Report
 - 4.2.2. Approval of 2025 Budget
5. Projects in 2024
 - 5.1. Breaking the Sound Barrier Workshop
 - 5.2. Building Big Bridges with a Little ASL-LSQ
 - 5.3. Gathered Series: Enriching Communities Through Deaf Arts
 - 5.4. Manitoba Arts Council grant for Board Training
 - 5.5. Manitoba Accessibility Fund (MAF)
 - 5.6 Grants: Funding amounts
 - 5.7. PTE 2025-2026 Season
 - 5.5. Wajiha Khan: Deaf Arts Space Thesis
 - 5.6. Volunteers
 - 5.7. Creative Manitoba Arts Management Course
6. Old Business
 - 6.1. 3 in 1 membership
7. Elections
 - 7.1. General board members
 - 7.2 Treasurer
8. New Business
 - 8.1. Changes to the bylaws :
 7. Meetings of Members
 - 7.2 Special Meetings
 8. Board of Directors
 - 8.2 Composition of Board

- 8.3 Eligibility of Board
- 8.5 Terms of Office for Board Members
- 8.7 Board Meetings
- 8.9 Voting at Board Meetings
- 9. Executive Officers
 - 9.1 Selection
 - 9.2 Term of Office
- 15. Parliamentary Authority

8.2. Future – Does MCSD work towards joining Manitoba Deaf Association (MDA) and Manitoba Deaf Sports Association (MDSA) to become 3 in 1 organization (Deaf Manitoba) or do we explore becoming part of Arts Accessibility Network Manitoba (AANM) and be Deaf Arts Manitoba with our own committee and have our own financial set-up independent of AANM?
Where we go from here?

9. Adjournment

Board of Directors 2024-2025

(April 2022-April 2023)

President	Andrew Lund
Vice President	Alexandria Calbay-Martin
Secretary	Vacant
Treasurer (staff)	Michael J Stewart
Project Director	Alice Crawford
Liaison Director	Vacant
Communications Director	Vacant
Past President	Evan Husack
Membership Director	Tricia Amaro

Board of Directors' Reports

4.1 President's Report

Membership Report – Tricia Amaro

Hello, my name is Tricia Amaro. I am the membership director on the MCSD board. My goal is to recruit the Deaf, hard of hearing, DeafBLIND , hearing and different organizations to become a member who receive discounts at various events. I want to achieve 100% off for those events. I plan to repeat the announcement of the membership fee once a month. I want to continue as position of the membership. This organization means a lot to me and it has value for Deaf Manitobans.

Members:

2023 – 28

2024 – 22

4.2 Treasurer Report

Treasurer Report – Michael Stewart

June 26, 2024

- 1) There was a total of almost 140 transactions in 2024. The total revenue for MCSD for 2024 is \$2,558.69. Alice donated her work hours in the amount of \$16,949.90, a total of 565 hours!! (That is an average of 47 hours per month!)
- 2) The 3 major events in 2024 were: DJ Demers, Magic ASL 2024 & Puppeteers at Manitoba Deaf Expo.
- 3) We hosted Elizabeth Morris for Gathered Series in May 2025.
- 4) Staff (Michael Stewart) still haven't been paid for his work for 2024 & 2025. I will give the invoice as soon as possible so all board members can vote on it before I receive payment.
- 5) The new Treasurer will need to do the Annual of Return Information for 2025 on the Manitoba government website. The cost is \$40.
- 6) Alice has asked me to make a \$300 deposit on Forrest Nickelson theatre at DCM for our next event with Natasha Bacchus in September 2025.

Have a fantastic year ahead in 2025! Keep our Deaf arts & culture spirit strong!!

4.2.1 Review Financial Report

MANITOBA CULTURAL SOCIETY OF THE DEAF INC. STATEMENT OF OPERATIONS as of December 31, 2024

Opening Bank Balance as of January 1, 2024

Projects funding from prior year	\$	26,898.34
MCSD bank balance	\$	37,723.88
Per Bank Statement Balance	\$	64,622.22

Revenue

Government Project Grants	\$	19,283.00
Fundraising proceeds (ticket sales)		4,819.50
Fundraising donation		1,300.00

Total Project Revenues

\$ 25,402.50

Expenditures

Artistic fees/other professional fees	\$	18,851.64
Production/Exhibition Expenses		400.00
Advertising/Promotion costs		
Space/equipment rental costs		2,131.55
Interpreting fees		1,631.00
Project Administration		5,087.68
10% Grant for MCSD		1,928.30

Total Project Expenditures

\$ 30,030.17

Accumulated Surplus (Deficit) for the projects

(\$4,627.67)

Total project funding as of December 31, 2024

\$ 22,270.67

Revenue

Memberships		520.00
Donation		5.00

GIC	(36,000.00)
GIC Interest	
Merchandise	105.00
Bank Interest Earned	0.39
Donations/In-Kind Services (Alice's hours)	16,949.90
Admin fees Allocation Revenue (from grants)	1,928.30

Total MCSD Revenue

- \$16,491.41

Expenditures

Affiliate/membership fees/Annual Return	320.00
Insurance	
Merchandise	
Office Supplies/Website/Meeting fees	845.44
Staff	
Interpreting Fee	
Refreshments	
Bank Service charges	2.50
Donation	
Donation In-Kind Services	16,949.90

Total MCSD expenditures

\$18,117.84

Accumulated Surplus (Deficit) for MCSD

(\$34,609.25)

Total MCSD balance as of December 31, 2024

\$ 3,114.63

Ending Bank Balance as of December 31, 2024

\$ 25,385.30

5.0 Project Director's Report 2024-2025

1. This is my last report as Project Director for Manitoba Cultural Society of the Deaf (MCSD). It's been a challenging and very rewarding 10 years of experience to see Deaf Arts starting to blossom in the Manitoba Deaf Community with the various programs, projects and events that have happened under my watch. I thank all the people who I have met during my time on the board. I have learned a lot from discussions on various topics relating to Deaf Arts and beyond. MCSD has tremendous value in enriching the arts communities, Deaf and non-Deaf. It is my hope that others will lead the way to make this province known for a Deaf friendly place to be a Deaf artist.
2. **Breaking the Sound Barrier Workshop:** second workshop held April 2024 added three new graduates to the list who have received training under the New Rhythm Dance/Performing Arts Teacher Certificate program. Their names and contact info are posted on the website for anyone with Deaf/Hard of Hearing children to access an inclusive dance or drumming class.

To receive this certificate participants, they do the program in any order. This involves watching the films and giving answers to the questions to the dance coordinator and attending the "Breaking the Sound Barrier" workshops. Attendance is taken at the workshops and emailed to the MCSD-DAM Dance Coordinator.

2. **Building Big Bridges with a Little ASL-LSQ:** progress: The project is now completed and the videos of the LSQ dance terms are now online on MCSD-DAM's website.
3. **Gathered Series: Enriching Communities Through Deaf Arts:** this new program started in 2024. The program brings in a Canadian guest Deaf Arts Creator including local Artists, to showcase their work and facilitate two workshops for the Deaf/Hard of Hearing students in the Deaf Community. It also includes a Gathered Meet and Greet Event to meet the guest artist.

We found that more than two Gathered Series events is too many for the MCSD board to handle and it has been decided it will happen at most two times a year. For the year that there is a Magic of ASL show, it will only occur once.

The purpose of this program is to enrich the lives of the Deaf and non-deaf communities through Deaf arts. There will be different arts genres being

introduced to audiences to learn the great possibilities there are in Deaf arts. This will involve performing and visual arts.

The premise of the Gathered Series: Artistic enrichment, happens by using the language of ASL to communicate new ideas and sharing processes of each arts genre so they are able to connect with this rich culture. It is rare for the Deaf to engage in an art event that shows their communication as an art form. Often, there are limited choices of entertainment in our culture. We show Deaf arts is just as good as any non-deaf event.

Past experiences show Deaf Culture isn't always understood and misunderstandings can occur. Info can be changed or lost in translation.

Deaf arts use the language of ASL with movements and hands to express their experiences. Only Deaf artists can teach this form of art. Winnipeg has very few Deaf artists who can teach different genres for Deaf arts.

Deaf arts use the language of ASL with movements and hands to express their experiences. Only Deaf artists can teach this form of art. Winnipeg has very few Deaf artists who can teach different genres for Deaf arts.

Deaf students are more relaxed when the artist is Deaf like them and knows Deaf culture. Inviting a Deaf artist skilled in their arts genre to Winnipeg allows seamless integration of knowledge, giving deeper meaningful learning.

Young Deaf people will be inspired to become performers by seeing and interacting with a professional Deaf performer plying their trade on stage. We are working to build a larger viable community of Deaf performers by providing this opportunity to see and learn.

The Gathered Series Brand has the Deaf guest artist(s) stay at a high-quality hotel that provides many amenities. We have been using the Fort Garry Hotel as it is near Deaf Centre Manitoba and the Forks. Also, the brand includes high quality baked cakes from a bakery (Baked Expectations and Goodies have been used) for the Meet & Greet events.

MCSD hires local Deaf people to be inclusive and keep our events Deaf centric. They assist with making the program a success. Leo Salgado is the wonderfully talented Deaf photographer who has taken amazing photos of our guest performers and you can see his photos on MCSD-DAM's website and social media platforms of Facebook and Instagram. Rob Phillips did a great job as the Stage Manager during the 2024 Magic of ASL Live!.

3a) **Gathered Series One** combined with the **2024 Magic of ASL: Live!**, (June 6, 2024) Landon Krentz was our first Professional guest Deaf performer to come for the program. He performed with the Manitoba School for the Deaf students

and did a couple of acts during the show. There were two workshops, one for the Manitoba School for the Deaf students at the school and one for adults the next day at Deaf Centre Manitoba. The Meet and Greet event was on Sunday.

It was found that for the Deaf participants it was very empowering to have a Deaf role model to teach them in their language of ASL.

The workshops produced a wealth of information about performing in Visual Vernacular. There was a thirst for learning this form of theatre and there is a strong interest in having more Visual Vernacular workshops in the future. We will continue to apply for more of these Gathered Series events to continue to grow Deaf Theatre in Winnipeg.

Funded by Winnipeg Arts Council (WAC): \$10,000

3b) **2024 Gathered Series Two** was to have **Elizabeth Morris** from Kingston come and perform in early October. That show was postponed due to a family emergency and her visit to Winnipeg is scheduled for the week of May 15th. This is funded by Manitoba Arts Council. \$7500

3c) **2024 Gathered Series Three: Three Ontario Deaf ASL Signing Puppeteers** came to Manitoba Deaf Association's event Manitoba Deaf Expo at the Canad Inn Destination Centre Club Reagent Casino Hotel with their stage backdrop and puppets to participate in a panel-demo on the Friday night, along with two workshops, one for Youth and one for adults. Saturday two more workshops were held. Funding by WAC and CCA. \$18,944

The 50-minute panel-demo and four workshops happened in front of a mixed Deaf and non-deaf of an audience of over 200 people during the two-days. The workshop participants enjoyed working with the puppets and many said it brought happy memories of childhood.

There is an interest to bring back the ASL puppeteers to Winnipeg to do an intense series of workshops and have the workshop participants do a number of shows to Winnipeg audiences. The Winnipeg Airport Authority has approached us to have the puppeteers do a show in the airport terminal. This is something MCSD-DAM is exploring for the future.

3d) **Future: In 2025 Gathered Series Four** will have Natasha Bacchus come in the fall of 2025 for a few days. Funded by Manitoba Arts Council. \$5000.

3e) **Future: Gathered Series Five:** We have applied to Winnipeg Arts Council (WAC) and Canada Council for the Arts (CCA) for two out-of-province performers to come to Winnipeg in 2026. Performers from Edmonton, Alberta, Connor and Crystal Wolfe from Invisible Practice are part of an Indigenous-informed Deaf arts collective. If we are successful in getting funding, they are to come for 2026 Magic of ASL.

We have also applied for the same grant for the 100 Decibels: A Deaf Mime Troupe to teach Deaf and HH high school students a series of 16 two-hour Mime workshops to prepare them for a performance at the show. Applied for \$27,452 through WAC and CCA.

4. **Manitoba Arts Council grant for board training** will be completed by the end of Spring 2025. The funding paid for two Zoom workshops (Project Management and Governance) through Creative Manitoba. These workshops were recorded and are available for any of our members to watch. This grant also included a mentorship for the new Treasurer to be trained by MAWA financial staff for non-profit financial work. Funded by MAC. \$2460
5. **Manitoba Accessibility Fund (MAF):** grant application: not successful in 2024. Asked for \$22,915. We have reapplied again in March 2025 for ASL vlogs on our website content.
6. **Grant Funding:**
2024 Successfully Funded: Gathered Series total: \$43,904
2024: Unsuccessful MAF Application: \$22,915

2025 Applied for Funding up to date:
Gathered Series: \$27,452 (WAC \$10,000, CCA \$7,452)
ASL Vlogs & Image Descriptions for Website: MAF \$25,560
7. **PTE 2025-2026 Season:** MCSD-DAM member's discount is not in place this season. The regular discount is still available for all of the Deaf Community.
8. **Wajiha Khan:** the architecture Masters student has completed her Masters thesis on Deaf Art Space and having a Deaf Arts Centre here in Winnipeg. We hope she will be able to do a presentation to the Deaf Community to show what is possible for the Manitoba Deaf Community to have their own arts space.
9. **Volunteers:** Projects Team: Social Media Assistant: Kristian Owczar posts news on MCSD's Facebook and Instagram pages. The posts contain posters, text content and vlogs about events.
Hostess: Denise Watson-Jarigen is in charge of providing and serving refreshments for our Gathered Series Meet & Greet events.
Assistants and Drivers: for out-of-province guest artists. A number of people assist with making our Deaf out-of-province guest performers welcomed and safe during their visits to Winnipeg. We thank the following people who have offered their services: Julie Mondor, Jessica Szacilowski, Crystal Miles, Leo

Salgado, Rita Bombak, Judyta Szacilowski, Denise Watson-Jarigen, Andrew Lund, Alice Crawford and Stephanie Lamy-Therrien.

10. **Creative Manitoba Arts Management Course:** The idea to have a Deaf centric credit course for non-profit Deaf arts organizations has been taken over by Creative Manitoba and Red River College to include all non-profit arts organizations in Manitoba. Red River Polytech had a series of focus groups to discuss what the program would look like. We will continue to monitor the situation and look at other Deaf organizations training examples.

6. Old Business

6.1. 3 in 1 membership

7. Elections

7.1. General board members

7.2 Treasurer

8. New Business

8.1 Changes to be made to 2022 Manitoba Cultural Society of the Deaf Bylaws

- 7. Meetings of Members
 - 7.2 Special Meetings
- 8. Board of Directors
 - 8.2 Composition of Board
 - 8.3 Eligibility of Board
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2022 The Manitoba Cultural Society for the Deaf Inc. Bylaw

1. Name

This document shall be the bylaw of the Manitoba Cultural Society for the Deaf Inc., an

organization incorporated under *the Corporations Act* of Manitoba. The organization shall be called MCSD.

2. Definitions and Interpretation

In this bylaw and all other bylaws and resolutions of MCSD unless context requires otherwise the singular includes the plural and the masculine includes the feminine. In this bylaw:

“Board” means the Board of Directors;

“Deaf” means all Deaf individuals no matter their degree of hearing loss or choice of communication, encompassing culturally Deaf, hard-of-hearing, late-deafened, and Deaf-Blind people;

“Executive Director” means the senior staff person in charge of operations of MCSD;

“Quorum” means the number of persons who must be present at a meeting before business may be transacted.

3. Head Office

MCSD’s head office shall be in the City of Winnipeg, in the Province of Manitoba, at a location to be determined by the Board.

4. Seal

MCSD shall not have a corporate seal, until determined otherwise by the Board. **5.**

Mandate

MCSD’s vision is to promote insight to and develop appreciation of Deaf Manitobans' experiences, through language, culture, and the arts so as to celebrate their achievements and contributions to the world. MCSD’s mission is to identify and promote innovative initiatives and projects that focus on the contribution of the arts, heritage, language, and culture towards the revitalization and empowerment of Deaf Manitobans.

6. Membership

6.1 Eligibility for Membership

Membership in MCSD shall be available to persons interested in furthering the mandate of MCSD and whose application for admission as a member receives approval of the Board.

6.2 Categories of Members

- a) **Regular membership** shall be available to Deaf and Hard of Hearing Manitobans who are 18 years of age or older. Regular members shall be entitled to a vote at membership meetings.
- b) **Youth membership** shall be available to Deaf and Hard of Hearing Manitobans who are between the ages of 14 and 18. Youth members shall not be entitled to a vote at membership meetings.
- c) **Associate membership** shall be available to any hearing Manitobans who are interested in furthering the mandate of MCSD. Associate members shall not be entitled to a vote at membership meetings.

6.3 Membership Fees

Annual membership fees will be set by the Board. Payment of membership fees will grant that individual membership in MCSD for a one year term running from January 1 to December 31 regardless of when during the fiscal year the fee is paid.

6.4 Termination of Membership

An individual shall cease to be a member of MCSD:

- a) by mailing or delivering notice to the head office;
- b) on death;
- c) upon failure to pay annual fees within 30 days following their due date;
- d) upon being removed.

A member may be removed from MCSD by a majority vote of the Board at any regular Board meeting. No member may be removed without being notified of the complaint against them and without first being given the opportunity of being heard by the Board at a meeting called for that purpose.

7. Meetings of Members

7.1 Annual General Meeting

There shall be an annual general meeting to be held within six months following the end of the fiscal year. At each annual meeting of MCSD, the following items of business shall be dealt with:

- a) minutes of the preceding general meeting;
- b) consideration of the annual report of the Board;
- c) consideration of the financial statements, balance sheets, operating statements and

- the report of auditors;
- d) election of Board members;
- e) election of officers;
- f) appointment of auditors and accountant.

7.2 Special Meetings

Special meetings may be called by the President, three members of the Board or upon the written request of 10 members in good standing.

CHANGE: 7.2 Special Meetings

Special meetings may be called by the President, half of the members of the current Board or upon the written request of 10 members in good standing.

7.3 Notice for Membership Meetings

Notice of special meetings and of the annual general meeting shall be given in writing not less than 15 days before the meeting, to each member who is entitled to attend the meeting. Such notice shall state the date, place and time of the meeting and in the case of a special meeting shall state the nature of the business to be transacted

7.4 Quorum for Membership Meetings

Quorum at any meeting of members shall be a quorum of Board members plus five other regular members.

7.5 Voting at Membership Meetings

Each regular member shall have one vote. Youth and associate members shall not be entitled to vote.

There shall be no provision for a proxy vote.

In case of an equal vote the motion shall be lost.

Voting shall be by show of hands, unless a secret ballot is requested by any member present. In such case, the President may set the time, place and method for a ballot vote.

CHANGE: 7.5 Voting at Membership Meetings

Voting shall be by show of hands, unless a secret ballot is requested by any member present. In such case, the assigned President may set the time, place and method for a ballot vote.

8. Board of Directors

8.1 Powers of the Board

The Board shall be the ultimate policy making body MCSD and shall establish such programs and services as are necessary to meet its mandate. It may adopt rules and regulations for the conduct of business, appoint an Executive Director and may also appoint such other agents as it may consider necessary.

8.2 Composition of the Board

The Board shall consist of not less than five and not more than nine Board members. The majority of Board members must be Deaf or Hard of Hearing.

CHANGE: 8.2 Composition of the Board

The Board shall consist of not less than five four and not more than nine Board members. The majority of Board members must be Deaf or Hard of Hearing.

8.3 Eligibility for the Board

Each Board member shall

- a) be at least 18 years of age;
- b) not be an undischarged bankrupt;
- c) be a member of MCSD;
- d) not hold a paid position with MCSD and not enter into a contract for services with MCSD;
- e) not be a member of the immediate family of an employee of MCSD; f) be interested in furthering the mandate of MCSD.
- g) use ASL and be active within the Deaf community.

CHANGE: 8.3 Eligibility for the Board

g) use ASL (complete fluency not necessary) and be active within the Deaf community.

Note: Is there a better way of expressing this?

8.4 Selection of Board Members

The Nominating Committee shall submit to the membership at the annual general meeting, after determining the willingness of the nominees to serve, a single slate of nominees for membership on the Board. The Nominating Committee shall select nominees with consideration to creating a cross-section of representation.

8.5 Terms of Office for Board Members

Board members shall hold office for a maximum of three terms or until their successors are elected or appointed. Where an appointment is made by the Board, that appointee will serve until the next annual general meeting. All Board members are eligible for re-election or reappointment for two additional terms. Board members who have completed their terms will be eligible to be re-elected to the Board after a one year absence.

CHANGE: 8.5 Terms of Office for Board Members

Board members shall hold office for a maximum of three **9** terms or until their successors are elected or appointed. Where an appointment is made by the Board, that appointee will serve until the next annual general meeting. All Board members are eligible for re-election or reappointment for two **one** additional terms. Board members who have completed their terms will be eligible to be re-elected to the Board after a one-year absence.

8.6 Vacancy on the Board

The office of Board Member shall be vacated if:

- a) a Board member submits a written resignation to the President of the Board;
- b) a Board member ceases to be a member of MCSD;
- c) the Board member dies;
- d) the Board member becomes bankrupt;
- e) the Board member misses three consecutive meetings without excuse;
- f) at a meeting of the Board, a resolution is passed by 2/3 of the Board members present at the meeting to remove the Board member from office for just cause.

No Board member may be removed without being notified of the complaint against them

and without first being given the opportunity of being heard by the Board at the meeting called for that purpose.

Vacancies on the Board, however caused, may so long as a quorum of Board Members remains in office, be filled by the Board from among the qualified members of MCSD, until the next general meeting of members at which the Board members for the ensuing term are elected.

8.7 Board Meetings

The Board will hold a minimum of eight (8) meetings each year.

The meetings of the Board shall be held at such time and place as the President or the Executive Director may designate. Special meetings shall be held as the persons requesting may designate.

Notice of the time and place of each meeting of the Board shall be given not less than 48 hours before the time of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Board members may waive notice of or otherwise consent to a meeting of the Board.

The President may arrange for video conference or e-mail communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and quorum as defined in this bylaw will still be necessary to proceed in this manner. All decisions will be ratified at the next scheduled Board meeting.

If all the Board members consent, a Board member may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication medium that ensures confidentiality and permits all persons participating in the meeting to understand each other. A Board member participating in a meeting by such means is deemed to be present at the meeting.

CHANGE: 8.7 Board Meetings

The Board will hold a minimum of eight (8) **four (4)** meetings each year.

The meetings of the Board shall be held at such time and place as ~~the President or the Executive Director~~ **anyone on the board** may designate. Special meetings shall be held as the persons requesting may designate.

Notice of the time and place of each meeting of the Board shall be given not less than 48 hours before the time of the meeting. Such notice need not specify the purpose of the meeting. A unanimous vote of the Board members may waive notice of or otherwise consent to a meeting of the Board.

The President **Any board member** may arrange for video conference, **secure chat** or e-mail communication among Board members to deal with urgent matters that may fall outside the regularly scheduled Board meetings. This option will be avoided as much as possible and **be allowed providing** quorum **is met** as defined in this bylaw **will still be necessary to proceed in this manner**. All decisions will be ratified at the next scheduled Board meeting.

8.8 Quorum at Board Meetings

A majority of Board members present at any Board meeting is quorum.

8.9 Voting at Board Meetings

Each Board member, except the President, has one vote.

At all meetings of the Board, every question shall be decided by majority vote.

In case of an equal vote, the President shall be entitled to cast a deciding vote, otherwise the motion shall be lost.

There shall be no provision for proxy voting.

Decisions of the Board shall be arrived at by a show of hands unless a secret ballot is requested by any Board member.

CHANGE: 8.9 Voting at Board Meetings

Each Board member, except the **designated** President **for that year**, has one vote. **The paid Treasurer does not have a vote.**

At all meetings of the Board, every question shall be decided by majority vote.

In case of an equal vote, the designated President for that year shall be entitled to cast a deciding vote, otherwise the motion shall be lost.

8.10 Remuneration of Board Members

No Board member shall receive remuneration from MCSD other than for out-of-pocket expenses and/or;

The MCSD Board can be hired on a contract basis for duties outside of or beyond the norm, under the conditions that:

- a) Specific circumstances make them the best candidate for the position
- b) Decisions made regarding this employment are made in their absence
- c) The annual value of the contract position(s) does not exceed \$5,000.00.
- d) Decisions regarding contract employment of Board Members are made with the Board's knowledge and approval.

8.11 Conflict of Interest Guidelines for Board Members

The following principles and guidelines apply to conflicts of interest:

a) **Disclosure of Conflicts of Interest:** A Board member having a real, potential or perceived Conflict of Interest shall disclose all facts material to the Conflict of Interest as soon as the matter arises and prior to the board taking any action on the matter. Such disclosure shall be reflected in the minutes of the meeting. If a Board member is unable to attend the next board meeting they shall disclose to the President of the meeting all facts material to the Conflict of Interest. The President shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

b) **Advice on Conflict of Interest:** If the Board member is not certain he/she is in a conflict, the matter may be brought to the Board for advice and direction. Any disclosure to the Board shall be reflected in the minutes of the meeting.

c) **Disclosure by Other Board Members:** It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved with the President.

d) **Outside Disclosure:** Any other person or party may, in writing, notify the Board of an actual or potential Conflict of Interest of any Board member or Officer or employee.

e) **Non Participation:** A person who has a Conflict of Interest shall not participate in or be

permitted to hear the board's discussion of the matter except to disclose material facts and to respond to questions. That person must leave the meeting room until the matter is concluded and their exit and re-entry shall be reflected in the minutes of the meeting.

f) **Abstention:** A person who is in Conflict of Interest shall not vote on that matter and shall be reflected in the minutes as an abstention.

g) **Quorum:** The declaration of a Conflict of interest shall not affect board quorum for the purposes of voting on a matter.

h) **Non-Influence:** A person who has a Conflict of Interest shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

i) **Disclosure Statements:** Each year, every Board member shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another organization, or ownership of a business that might provide goods or services to the ICCCO or use of the services of the MCSD. Any such information regarding the business or personal interests of a Board member or a Family Member thereof, shall be treated as confidential except to the extent disclosure is necessary in connection with the implementation of this Policy. i)

Employees: Persons employed by MCSD shall not be eligible to sit on the Board. ii)

Disclosure: All Board members, Officers and Employees shall disclose in writing to the Board all direct or indirect, actual or potential interests, obligations, assets or businesses, either directly on their own behalf or indirectly through a spouse, business associate or relative by blood or marriage such as a parent, step-parent, sibling, step-sibling, uncle, aunt, or children of siblings, step-siblings or aunts or uncles, which may conflict with the Board member's or Officer's obligations and duties to MCSD, (hereinafter known as an actual or potential "Conflict of Interest"), at the time of their becoming aware of it.

iii) Failure to Disclose: A Board member, Officer or Employee who knowingly fails to disclose such a Conflict of Interest in writing at the time they become aware of such Conflict of Interest may be subject to such penalties as the Board may find to be appropriate, which penalties as the Board may find to be appropriate, which penalties may include the removal of the Board member from the Board, or termination of the Officer or Employee.

8.12 Duties of Board Members

Every Board member of MCSD shall exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of MCSD, and exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar

circumstances.

The Board and individual Board members represent the membership of MCSD and are directly accountable to this membership. They also have a fiduciary duty to those who provide funds to MCSD and to its staff for the sound administration of MCSD. In addition, the Board members have a general duty of trust to those served by MCSD and to the general public

8.13 Limitations on Powers of Individual Board Members

No individual Board members shall have any authority to act on behalf of the Board with respect to agents or employees of MCSD except as provided in this bylaw or by resolution of the Board. No individual Board members shall have any authority to act on behalf of MCSD with respect to the transaction of the affairs of MCSD except as provided in this bylaw or by resolution of the Board.

9. Executive Officers

The Officers of MCSD are the President, the Vice-President, the Secretary and the Treasurer.

9.1 Selection

The Board shall as often as may be required, elect a President, Vice-President, Secretary and Treasurer from among its members. The positions of President and Vice-President must be filled by a Deaf or Hard of Hearing member.

CHANGE: 9.1 Selection

The Board shall as often as may be required, elect a President, Vice-President, Secretary and Treasurer **for grant applications and banking purposes** from among its members. The positions of President and Vice-President must be filled by a Deaf or Hard of Hearing member.

9.2 Term of Office

All Officers shall be elected for a two-year term and may be re-elected from the Board without limitation on their term of service.

CHANGE: 9.2 Term of Office

All Officers shall be elected for a two (one-two?) year term and may be re-elected from the Board without limitation on their term of service.

10. Standing Committees

The Board may establish standing committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

11. Special Committees

The Board may establish special committees as it sees fit. Each committee shall be chaired by a Board member who shall report regularly to the Board.

12. Appointment of Executive Director

The Executive Director shall ensure overall delivery of the programs and services offered by MCSD, adhering to its philosophical guidelines, goals and objectives, and operating policies. The Executive Director shall be accountable to the Board for the proper and legal conduct of the business of MCSD. The Executive Director shall be responsible for the organization of the work of MCSD and for the engagement, supervision, direction and discharge of all employed personnel.

13. Indemnification

Every Board member or Officer of the MCSD or other person who has undertaken any liability on behalf of the organization and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless out of the funds of the organization from and against. All costs, charges and expenses whatsoever which such Board member or Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him for, or in respect of any act, deed matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his own willful neglect.

14. Finances and Administration

14.1 Fiscal Year

Unless otherwise determined by resolution of the Board, the financial year shall begin on the first (1st) day of January and end on the thirty-first (31st) day of December in each year.

14.2 Execution of Documents

Contracts, documents or any other agreements requiring the signature of MCSD shall be signed by any two Executive Officers.

14.3 Signing Authority

All cheques of MCSD shall be signed by two of the President, Vice-President, Secretary or Treasurer; or by one of the President, Vice-President, Secretary or Treasurer and by the Executive Director.

14.4 Borrowing Powers

The Board may authorize the borrowing of funds to meet the objectives and operations of MCSD.

14.5 Investment Authority

The funds of MCSD may be retained in whole or in part in cash or be invested and reinvested in such property, stock, bonds or other securities as the Board may deem desirable.

14.6 Records and Books

The Board shall see that all necessary books and records of MCSD required by the bylaws of MCSD or by any applicable statute or law are regularly and properly kept. Correct books of account of the activities and transactions of MCSD shall be kept in the office of MCSD. The books and records shall be open to inspection by members at reasonable times and upon reasonable notice to the office.

14.7 Audit of Accounts

There must be an audit of the books, accounts and records of MCSD at least once each year by a qualified auditor or accountant appointed each year at the annual general meeting. The financial records shall be handed over at the end of each fiscal year. The

audited financial report shall then be presented at the annual general meeting

15. Parliamentary Authority

The parliamentary authority for MCSD shall be Robert's Rules Newly Revised.

CHANGE: 15. Parliamentary Authority

The parliamentary authority for MCSD shall be Robert's Rules Newly Revised. **TO BE DETERMINED**

16. Amendment of Bylaw

This bylaw may be amended or repealed at any meeting of members by a two-thirds majority vote of the members present, where appropriate notice detailing the changes to the bylaw has been given in writing to the membership at least 21 days in advance. Such notice shall outline the general nature and intent of such proposed bylaw changes. Such notice is not required where unanimous approval is given by the members attending the meeting to waive provision of written notice.

17. Winding up or Dissolution

It is the unalterable provision of these bylaws that members of MCSD shall have no interest in the property and assets of the organization; and that upon dissolution or winding-up of the MCSD, any funds and assets of MCSD remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized charitable organization in the area whose objectives most closely accord with those MCSD as determined by its members at dissolution.

9. Adjournment

Approved by the members of MCSD this 27 day of June 2025:

Per:

President

Per:

Treasurer