

CONSTITUTION AND BY-LAWS

of the

CANADIAN ASSOCIATION OF IRLLEN PROFESSIONALS

ARTICLE I

NAME

The name of this organization is CANADIAN ASSOCIATION OF IRLLEN PROFESSIONALS (CAIP)

ARTICLE II PURPOSE

The purpose of the CANADIAN ASSOCIATION OF IRLLEN PROFESSIONALS is to advance knowledge of Irlen Syndrome as a means of improving human welfare by the promotion of research in Irlen Syndrome; by the improvement of the qualifications and efficacy of Irlen certified practitioners through high standards of professional ethics, conduct, education, and achievement; by the increase and diffusion of knowledge of Irlen Syndrome through meetings, professional contacts, reports, papers, discussions and publications; thereby to advance interest and inquiry, and to foster the application of research findings in the promotion of the public welfare.

ARTICLE III

MEMBERSHIP AND AFFILIATION

There shall be two classes of membership in the Association, (Member and Associate Member), and two classes of affiliation (Non-Resident Affiliate and Honorary Affiliate). Membership in and affiliation with this Association shall not be a matter of right, but a privilege which may be mitigated by probation or terminated by expulsion upon violation of the ethical standards of this Association. Such probation or expulsion may be accomplished only under the provisions hereinafter set forth in these By-Laws.

Section 1. Member Classes.

Members of the Association shall be persons who reside in or are employed in Canada, who apply in writing for membership, who pay yearly dues, and who practice within and adhere to the ethical standards of this Association.

(A) Members: The Members of this Association shall have received a certification from the Irlen Institute as a Clinic Director or an Irlen Diagnostician and be in good standing with the Irlen Institute as Clinic Director or an Irlen Diagnostician; they will also be members in good standing with CAIP. Certified screeners in good standing with the Irlen Institute may also be members of the Association.

(B) Associate Member: Shall have received a certification from the Irlen Institute as a PASS Screener and must remain in good standing with the Irlen Institute by fulfilling CEU requirements to maintain their status as Active. They must also be members in good standing with CAIP

(C) Inactive Status:

(1) Members of CAIP who no longer hold an active contract with the Irlen Institute shall be placed on Inactive Status. They may appeal in writing for reinstatement to member classification when they reactivate their contract and are in good standing with the Irlen Institute

(2) Screeners who allow their certification to expire by not fulfilling CEU requirements shall be placed on Inactive Status and will become associate members. They may appeal in writing for reinstatement to Member status when they fulfill current CEU requirements and successfully complete the CAIP standard as measured by an assessment prescribed by CAIP.

Section 2. Affiliate Classes.

Affiliates are not members of the Association and shall not represent themselves as such. They shall have such rights and privileges as may be granted by the Board of Directors.

a) Non-Resident Affiliate: Non-Resident Affiliates shall be Affiliate Members of the Association who have received certification from the Irlen Institute as either an Irlen Clinic Director, an Irlen Diagnostician, Irlen Screener, or Irlen PASS Screener whose primary residence or place of employment is not in Canada.

b) Honorary Affiliates: Honorary Affiliates of this Association shall be persons who have shown evidence of outstanding contribution or performance in the field of Irlen Technology, or persons of distinction in fields other than Irlen Technology. Honorary Affiliates shall be elected by the Board of Directors and shall have all rights, responsibilities, and duties of Members except that Honorary Affiliates may not hold office in the Association nor shall they be entitled to vote. Honorary Affiliates shall be exempt from paying the annual dues of the Association.

Section 3. Rules and Procedures for Membership or Affiliation.

a) Application. A candidate for membership or affiliation shall make a membership application to the General Secretary of CAIP on the form prescribed, including written verification of their current active status and standing with the Irlen Institute.

b) Appeals. If for any reason the application for membership or affiliation shall not be accepted, the membership Committee shall notify the candidate within ninety (90) days of the receipt of the application that such application has been recommended for rejection. The candidate shall be entitled to thirty (30) days within which to appeal the Membership Committee's recommendation of rejection. If such appeal is not filed with the General Secretary, the application shall be automatically rejected and no further application shall be received from the same candidate for a period of at least one year. Upon appeal by the candidate of a rejection of his/her application by the Board, he/she shall be entitled to a

hearing before the Board of Directors within ninety (90) days after the notice of rejection; and he/she shall receive notice of the date of such hearing at least thirty (30) days in advance thereof. The decision of the Board of Directors on the question of acceptance or rejection shall be final.

ARTICLE IV

ASSOCIATION DUES

Section 1. Assessment

The dues of the Association shall be established by the Board of Directors, subject to approval at the Annual Meeting by a majority vote of those members of the Association who are present. Dues are payable in advance. Bills for dues for the next calendar year shall be sent no less than sixty days prior to their due date.

Section 2. Delinquency and Reinstatement.

Dues not received by the due date are held to be delinquent. A Member or Affiliate delinquent in his/her dues will be carried on the rolls of the Association with all rights and privileges of his/her class of membership or affiliation for a period of twelve months, after which time he/she will either pay both the delinquent dues and the dues for the current year or he/she will be considered to have resigned from the Association by reason of nonpayment of dues. Members and Affiliates who have resigned from the Association by reason of nonpayment of dues shall be readmitted under the same conditions as new members and affiliates.

Section 3. Exemptions.

Honorary Affiliates shall be exempt from paying the annual dues of the Association. Any Member, regardless of age or length of membership, who has been adjudged totally and permanently disabled, shall be exempt from further payment of dues upon informing the Membership Committee of his/her eligibility and receiving the approval of that Committee. Although such members shall be exempt from paying dues, they shall retain other rights and privileges of the Association.

ARTICLE V

GOVERNANCE

Section 1. Structure.

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The CANADIAN ASSOCIATION OF IRLLEN PROFESSIONALS shall be governed by a Board of Directors who may enact provisions or resolutions made at the annual meetings, by the actions of the elected officers, especially as they operate as the Board of Directors, and by committees acting under instructions of the Board of Directors for the Association. The Board of Directors is charged with the responsibility of acting for the Association between annual meetings.

1.1

Irlen Directors who are members of the Association may sit on the Board of Directors. Diagnosticians who are not Directors may also sit on the Board of Directors as active members and have a right to vote. However, within the Board of Directors, a majority of Irlen Directors may overrule a motion made by any number of Diagnosticians.

1.2

General Assembly

Any member of the Association may sit at the General Assembly and have a right of self-expression and vote. The role of the general assembly is to propose motions to the Board of Directors for their consideration, approval, and to be acted upon.

Section 2. Matters of Procedure.

Matters of procedure pertaining to duties of the officers and the order of procedure in business matters shall be those of the corresponding provisions of the Constitution and By-Laws of the CANADIAN ASSOCIATION OF IRLLEN PROFESSIONALS and if those are insufficient, then of Robert's Rules of Order.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Elected Officers.

The Executive Officers shall be the President, Past-President, (after the initial cycle of mandates at the foundation) President-Elect, and delegates from CAIP Divisions approved by the Board of Directors. The President shall serve for a term of one year and then succeed to the office of Past-President. The Past-President shall serve for a term of one year, and during this term shall be the Treasurer of the Association and in this capacity serve as the Chief Financial and Budget Officer. The President-Elect shall serve for a term of one year and then succeed to the office of President. All other officers shall be elected for terms of three years.

Section 2. Rules of Procedure for the Board of Directors.

(A) Elections: Except for the first three years of CAIP's foundation, the election of officers shall be staggered so that at least three members of the Board of Directors are to be elected each year. All

members of the Board of Directors shall be elected from and by the members of the Association. Newly elected officers shall take office at 12:01 a.m. on January 1 of the calendar year for which they were elected and shall serve until midnight, December 31 of the year their term expires. The executive officers shall serve until their successors are officially chosen and accept office in their stead.

(B) Vacancies: In case of resignation, death or removal from office of the President, the President-Elect will succeed to this office for the balance of this term and will serve his/her term as well. If an elected member of the Board of Directors is elected to a term in a second office on the Board of Directors which would begin before the term in the first office has been completed, that person must resign from the first office before assuming the second office. Any resulting vacancies on the Board of Directors may be temporarily filled until the next annual elections, by appointment by the President from former members of the Board of Directors who have been elected by the membership at large, with subsequent approval of the Board of Directors until the next annual elections. All such vacancies, regardless of their origin, shall be considered in the next annual election conducted by the Election Committee for the remaining years of the position.

(C) Quorum: Fifty percent of the membership of the Board of Directors shall constitute a quorum for the Board of Directors meetings. In the absence of the President, the Past-President shall preside. In his/her absence, the President-Elect shall preside. If a quorum is present without any of the above officers present, the quorum shall elect a chairperson pro tem for that meeting.

(D) Attendance: Any elected officers who shall have been absent from two consecutive regularly called meetings of the Board of Directors (which are separated from each other by at least twenty days) during a single administrative year, shall have each absence reviewed as a separate circumstance at the next regular meeting of the Board of Directors and, unless one or more of these absences are expressly waived by an affirmative majority vote, shall have automatically vacated the office. Such vacancies shall be filled as provided by this Constitution and By-Laws.

ARTICLE VII

AD HOC COMMITTEES AND OTHER COMMITTEES

The President, with the approval of the Board of Directors shall appoint committees as are found necessary for carrying out the functions and purposes of the Association. All appointments shall be subject to confirmation by the Board of Directors. All appointed committee chairpersons and committee members shall serve until the next annual meeting.

Section 1. Committee(s) Coordinated by the President.

a) Elections Committee: This Committee shall be responsible for the development of slates of nominees, the conduct of all elections and the counting of ballots. It shall be the duty of this committee to determine the eligibility of these nominees and to ascertain that they are willing to stand for election.

b) Continuing Education Committee: The purpose of this committee shall be to assist the CAIP in meeting its responsibility to the public, the profession of Irlen technology and to its members to aid in the maintenance of high quality professional applications of knowledge. This responsibility may be expressed in a variety of ways. It shall be the responsibility of the Committee on Continuing Education to implement activities that carry out CAIP commitment to maintaining high quality professional work.

Therefore, the Committee will carry on activities that encourage persons in Irlen technology (of all levels of formal education) to:

1. Learn new information
2. Learn new techniques
3. Review already acquired knowledge and skills

c) Membership Committee: The duties of the Membership Committee shall be to review applications and determine the eligibility of applicants for membership or affiliation in the Association consistent with the provisions and procedures set forth in the Constitution. It shall also be the duty of this committee to propose for dues exempt status those Members who have reached age 65 and who have been active Members of the Association for 10 years, and those members who have been judged totally and permanently disabled. All persons proposed for dues exempt status shall be approved by the Board of Directors. The Treasurer of the Association shall be an ex-officio member of this Committee.

d) Ethics Committee: The Ethics Committee shall receive and consider all questions and complaints about unethical conduct of Members and Affiliates of the Association, and any action regarding such complaints shall be consistent with the provisions hereinafter set forth in the Constitution.

e) Legislation Committee: This Committee shall foster and promote an interest in, understanding of, and acceptance of Irlen technology by the general public and shall make recommendations to the Board of Directors concerning possible legislation affecting the people of Canada in Irlen-related areas. It shall also be charged with the responsibilities of maintaining a continuing review of proposed legislation which might affect Irlen practitioners in Canada and of informing the membership of the Association with regard to such legislation.

ARTICLE VIII

ETHICS

Section 1. Discipline.

All complaints for violation of the ethical standards of this Association shall be submitted in writing to the Ethics Committee. Procedures developed by the Ethics Committee shall be followed in every case.

a) The Ethics Committee shall decide whether the complaint warrants investigation, and if so, shall investigate within ninety (90) days from receipt of complaint. The Ethics Committee shall submit a copy of the original complaint and a written report of its findings to the accused. If its findings and recommendations are not acceptable to the accused, the accused shall within thirty (30) days from the date of receipt of the report, request in writing a hearing before the Ethics Committee. The hearing shall be held within sixty (60) days of the receipt by the Ethics Committee of the written request by the accused. At such hearing the accused shall be given an opportunity to hear the evidence and defend himself/herself, subject to the rules governing the conduct of hearings hereinafter specified. If the accused does not request in writing a hearing within the time specified, the Ethics Committee shall forward to the Board of Directors its recommendations without delay.

(B) The Ethics Committee shall recommend to the Board of Directors one of the following alternatives: That the charges are unfounded and should be dismissed; that the person be admonished; that the person be reprimanded; that the person be placed on probation for a period not longer than one year; or that the person be dismissed from membership; or that the person be dismissed from membership and that this fact be published in national media.

(C) The report of the Ethics Committee shall be promptly delivered to the Board of Directors.

If the Board of Directors concurs in the recommendations of the Ethics Committee, it shall notify the Ethics Committee and the accused in writing by certified mail within thirty (30) days of receipt of the Ethics Committee's report. If the accused wishes to appeal the decision of the Board of Directors, he/she may do so in writing within thirty (30) days from the date of mailing of the notice of the Board of Directors.

If the accused fails to appeal the decision as heretofore authorized, the decision of the Board of Directors shall be final.

If the recommendation of the Ethics Committee is rejected by the Board of Directors, notice of a hearing shall be promptly given to the Ethics Committee and to the accused. Such hearing shall be called promptly and held within sixty (60) days from the date of receipt of the Ethics Committee's report.

The accused shall have free access to all charges and evidence cited against him/her at such hearing. He/she shall have full freedom to defend himself/herself before the Board of Directors, subject to the rules for the conduct of hearings as hereinafter specified.

Within thirty (30) days from the date of the hearing before the Board of Directors, a report of its finding shall be submitted in writing to the accused and to the Ethics Committee. The results of such hearing shall be final and binding on the accused and on the Ethics Committee.

Section 2. Conduct of Hearings.

All complaints to, recommendations from, and decisions of the Ethics Committee and the Board of Directors shall be in writing and copies thereof shall be provided to the accused.

Written notice of the time and place of hearing shall be given to the accused and to members of the Ethics Committee or Board of Directors at least ten (10) days in advance thereof.

At hearings before the Ethics Committee or Board of Directors, the accused may be represented by a member of the Association or by legal counsel, except that in a case of representation by legal counsel, the participation of such counsel shall be limited to consultation and advice with the accused. The accused must give an advance warning of 5 working days to the Ethics committee of an intention to bring legal counsel to the proceedings. The Ethics Committee or Board of Directors may also be represented by legal counsel. In hearings before the Board of Directors, the Chairperson or Vice Chairperson of the Ethics Committee, or such other of its members as may be designated for the purpose, shall serve as spokesperson for the Ethics Committee. Both parties shall be entitled to legal representation for purposes of consultation and advice.

All hearings shall be conducted in strict privacy and any complaints, evidence or other matters considered in such hearing shall remain confidential. The expulsion of a Member from membership, however, may be published at the discretion of the Board of Directors to the membership at large and or the general public.

ARTICLE IX

AMENDMENTS

Section 1. Housekeeping Changes.

Revisions of the Association Constitution and By-Laws which are of a housekeeping nature, involving no changes in existing meaning or procedure, may be made by the Board of Directors.

Section 2. Amendments Via Annual Meeting.

This Constitution and By-Laws may be amended at the business session of any annual meeting of the Association by a three-fourths majority of Members and Associates in attendance; provided that no amendment shall be adopted at any meeting unless all Members and Associates who are eligible to vote have been furnished a copy of the proposed amendment at least thirty (30) days in advance of the date of the annual meeting.

Amendments or other changes in the Constitution and By-Laws which are proposed at the annual meeting and which are approved by a three-fourths majority of Members in attendance shall become effective thirty (30) days after such action, unless protests are received by the General Secretary from at least one-fourth of the total Association membership. In this case, such actions shall not be valid and the amendment shall not take effect. The action shall be reviewed at the next annual business meeting, and,

if again approved by three-fourths majority of Members in attendance, the action shall be final and the amendment shall take effect.

Section 3. Amendment Via Mail Ballot

Amendments or other changes in the Constitution and By-Laws may also be effected by mail ballot. Proposed changes in the Constitution and By-Laws must be sent to all Members and Associates eligible to vote no less than sixty (60) days prior to the mailing of a mail ballot. To be accepted, an amendment or change in the Constitution and By-Laws must be approved by three-fourths of the Members and Associates voting within a 45-day voting period following the mailing of the ballot. If approved, the amendment or change becomes effective immediately.

Amendments or other changes in the Constitution and By-Laws which are proposed at the annual meetings and which are approved by a three-fourths majority of Members in attendance shall become effective thirty (30) days after such action, unless protests are received by the Central Office from at least one-fourth of the total Association membership. In this case, such actions shall not be valid and the amendment shall not be in effect. The action shall be reviewed at the next annual business meeting, and, if again approved by three-fourths majority of Members in attendance, the action shall be final and the amendment shall be in effect.

ARTICLE X

COMMUNICATION AND GENERAL ATTENDANCE

Due to the large distances to be covered in this country, and considering the high costs of transportation and also considering the energy spent, it is understood that attendance to a meeting called for CAIP business or training shall be acceptable by being physically present in the room or locale where the President or presenters sit, but attendance can also be by electronic means such as a phone equipped with a speakerphone, Skype or other technologies that will ensure efficiency and reasonable security and confidentiality which the Board of Directors may deem valid.