

BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF

Canadian Evaluation Society

(the "Society")

Approved June 16, 2014

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BE IT ENACTED as a by-law of the Society as follows:

SECTION ONE – DEFINITIONS

In this by-law and all other by-laws of the Society, unless the context otherwise requires:

- (a) "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "**Board**" means the board of directors comprised of Officers and Directors of the Society;
- (d) "**By-law**" means this by-law and any other by-law of the Corporation as amended from time to time and which are in force and effect;
- (e) "**Chapter**" refers to any body recognized by the Board to serve and represent the interests of the members of the Society in a province, territory or any identified geographical area of the country;
- (f) "**Directors**" means the Directors of the Society and can be elected or appointed.
- (g) "**Geographical area**" means any geographical area of the country which the Board has specified for representational and administrative purposes;
- (h) "**Officers**" means the President, the Vice-President, the Treasurer, the Secretary, and the Past President of the Society who are also considered directors;
- (i) "**Meeting of members**" includes an annual meeting of members and special meetings of members; "special meeting of members" includes a meeting of any class or classes of members;
- (j) "**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast by members on that resolution;
- (k) "**Proposal**" means a proposal submitted by a member that meets the requirements of the Act;
- (l) "**Regulations**" means the regulations made under the Act, as from time to time amended, restated or in effect; and
- (m) "**Society**" means the Canadian Evaluation Society.
- (n) "**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast by members on that resolution.

SECTION TWO – ADMINISTRATION

2.01 CORPORATE SEAL

The seal of the Society shall be in such form as shall be prescribed by the Directors of the Society and shall contain the letters and the words "*Canadian Evaluation Society-La Société canadienne d'évaluation*".

2.02 FINANCIAL YEAR

The financial year end of the Society shall be as determined by the Board of directors.

2.03 BANKING

The banking business of the Society shall be transacted with such Canadian chartered banks, trust companies or credit unions as may be designated by the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and arrangements as the Board may from time to time prescribe and authorize, and all cheques of the Society shall be drawn in the name of the Society and signed on its behalf by such persons as the Board may, from time to time, designate.

2.04 BORROWING POWERS

With the approval of two-thirds (2/3) of directors present at a meeting called for that purpose, the President, Vice-President, or Treasurer may, from time to time:

- (a) give a guarantee on behalf of the Society and
- (b) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

2.05 ANNUAL FINANCIAL STATEMENTS

The Society shall publish a notice to members by electronic means stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available at the registered office of the Society and any member may, on request, obtain an electronic copy free of charge.

The Officers of the Society shall place before the members at every annual meeting:

- (a) the financial statements for the immediately preceding financial year, and
- (b) any further information respecting the financial position of the Society and the results of its operations required by the Articles, the By-laws or any unanimous member agreement.

2.06 AUDITORS

The members shall at each annual meeting appoint an auditor to audit the Society's accounts, provide audited financial statements for the annual general meeting and hold office until the next annual general meeting provided that the board may fill any casual vacancy in the office of the auditor.

2.07 OFFICIAL LANGUAGES

The Society is a bilingual society, with all its engrossing documents and by-laws in the two official languages of Canada; both official languages will be used where feasible in communication with members, and members shall be able to use either official language in their communication with the Society and in its publications.

SECTION THREE – MEMBERSHIP

3.01 MEMBERSHIP CLASSES

There shall be two classes of members in the Society, namely, individual members and institutional members. The Board of the Society may, by resolution, approve the admission of the members of the Society. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

The following conditions of membership shall also apply.

a. Individual Members

- (i) Individual members are comprised of full members, student members and senior members. Student members and senior members shall have the same rights as full members.
- (ii) Student members are full-time students registered at recognized post-secondary institutions. A student may register as such for a total of five years.
- (iii) Senior members are age sixty (60) and over.
- (iv) Upon admission, voting shall be available to persons who have applied and have been accepted for individual membership in the Society.
- (v) The term of membership of an individual member shall be annual, subject to renewal in accordance with the policies of the Society.

- (vi) As set out in Section 4, each individual member is entitled to receive notice of, attend and vote at all meetings of members and each such individual member shall be entitled to one (1) vote at such meetings.
- (vii) No proxy voting is allowed
- (viii) Upon admission, individual members shall be obliged to support the objects of the Society as detailed in the articles of continuance;
- (ix) Individual members shall have the right subject to paying any required fees:
 - a. to attend all conferences, workshops and seminars sponsored by the Society;
 - b. upon providing an email, to receive communications that the Society from time to time prepares for its members;
 - c. to have access to all of the issues of The Canadian Journal of Program Evaluation published during the 12-month period covered by the membership fee;
 - d. to nominate Members of the Society for the Board;
 - e. to stand for election to the Board;
 - f. to vote in elections for the Board; and
 - g. to vote on changes to the by-laws of the Society.

b. Institutional Members

- (i) Institutional members are comprised of libraries that have applied and have been accepted for Institutional membership in the Society.
- (ii) All institutional members are non-voting.
- (iii) The term of membership of an institutional member shall be annual, subject to renewal in accordance with the policies of the Society.
- (iv) Subject to the Act and the Articles, an institutional member shall not be entitled to receive notice of, attend or vote at Meetings of the members of the Society.
- (v) Upon admission, institutional members shall have the right to have access to all issues of the Canadian Journal of Program Evaluation published during the twelve-month period covered by the membership fee.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

3.02 MEMBERSHIP TRANSFERABILITY

A membership may not be transferred. Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to add, change or delete Article 3.02 of the by-laws.

3.03 TERMINATION OF MEMBERSHIP

A membership in the Society is terminated when:

- (a) the member dies or resigns from the Society;
- (b) the member is expelled or his/her membership is otherwise terminated
- (c) the member's term of membership expires as per article 3.05; or
- (d) the Society is liquidated or dissolved under the Act.

3.04 EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

3.05 MEMBERSHIP FEES

The annual fees, payable by members of the Society, shall be such as are fixed from time to time by ordinary resolution of the membership.

Annual fees are not refundable, in full or in part, for any reason whatsoever.

If membership fees are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Society.

SECTION FOUR – MEMBER MEETINGS

4.01 MEMBER MEETINGS

There shall be not less than one meeting each year for the Society at which all individual members are entitled to be present.

4.02 NOTICE OF MEMBER MEETING

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic or other communication facility to each such member, during a period of twenty-one (21) to thirty-five (35) calendar days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) of the Act, a Special resolution of members is required to make any amendment to the By-laws of the Society to change the manner of giving notice to members entitled to vote at a Meeting of members.

4.03 MEMBERS CALLING A MEMBERS' MEETING

The Board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 25% of the voting rights. If the Directors do not call a meeting within twenty-one (21) calendar days of receiving the requisition, any member who signed the requisition may call the meeting.

4.04 PLACE OF ANNUAL MEMBERS' MEETING

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, Meetings of the members may be held at any place within Canada determined by the Board.

4.05 QUORUM AT ANNUAL MEMBERS' MEETINGS

Twenty (20) voting members present in person, including three (3) members of the Board constitute a quorum at any general or special Meeting of members. If a quorum is present at the opening of a Meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.06 VOTES TO GOVERN AT MEMBERS' MEETINGS

At any Meeting of members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the Meeting in addition to an original vote shall have a second or casting vote.

4.07 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

Participation of Meetings of members may be by telephonic, electronic or other communication facility subject to majority vote of the Board. In the case where the Meeting is determined by the Board to be telephonic, electronic or other communication facility, the decision must be communicated to all members entitled to vote per section 4.02 of these by-laws during a period of twenty-one (21) to thirty-five (35) days calendar days before the day on which the Meeting is to be held.

SECTION FIVE – BOARD

5.01 BOARD COMPOSITION

There shall be a Board consisting of Officers, Directors and Directors at large of the Society. Up to twenty (20) Board members shall represent as far as possible the varied membership of the Society. A recognized Chapter shall be entitled to name one representative to the Board. For this purpose, a Chapter is recognized Chapter if it meets the conditions as set out in subsection 6.02(b) of this by-law.

The Board may delegate to the Officers any powers of the board subject to any restriction which may be imposed by the Board.

The composition and duties of the Board shall be determined from time to time by the members by Ordinary resolution, or if the Ordinary resolution empowers the Directors, by resolution of the Board.

5.02 ELECTION AND APPOINTMENT OF OFFICERS AND DIRECTORS

The President and Vice-President shall be elected by voting members of the Society in accordance with Society policy. The Treasurer and Secretary of the Society shall be elected or appointed in accordance with Society policy.

Each recognized Chapter may name one Director in accordance with Chapter procedures and in accordance with these By-laws. It is the intent that these Directors represent as far as possible the varied membership of the Society.

Directors at large shall be elected or appointed in accordance with Society policy.

The Board may specify the duties of Officers or Directors and, subject to the Act, delegate to such Officers or Directors the power to manage the affairs of the Society. An Officer may, but need not be, a Director unless these By-laws otherwise provide.

5.03 VACATION OF OFFICE

Directors or officers shall cease to be eligible to remain as directors or officers of the Society under one of the following circumstances:

- (a) If at any time they shall cease to be a member of the Society
- (b) If, by notice in writing to the Society, they resign their office.
- (c) If the members of the Society by Special resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of the members, of which notice signifying the intention to pass such resolution has been given, remove them from such office.
- (d) If at least two-thirds (2/3) of the votes cast by members of the Board at a meeting duly called for such purpose, to remove them from such office.

- (e) If they miss two (2) scheduled Board meetings including the Annual General Meeting during any calendar year, unless the Board determines that there are extenuating personal or other circumstances.

5.04 TERM OF OFFICE OF DIRECTORS AND OFFICERS

- (a) The term for a Director who is a Chapter representative is a three (3) year renewable term.
- (b) The term for a Director at large is a one (1) year renewable term.
- (c) The Officers of the Society are expected to serve for two (2) years.

5.05 CALLING OF BOARD MEETINGS

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

5.06 NOTICE OF MEETINGS OF BOARD

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 4 of this By-law to every Director of the Society not less than 21 days before the time when the meeting is to be held. Notice of a Meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Each newly elected Board may without notice hold its first Meeting immediately following election provided a quorum of Directors are present. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.07 NUMBER OF MEETINGS

The Board shall hold a minimum of two (2) meetings each year.

5.08 PLACE OF MEETING

Meetings of the Board shall be held in such place or places in Canada as the Board may by resolution from time to time determine. At least one (1) of the meetings shall be in-person.

5.09 QUORUM

A quorum for transaction of business shall consist of the President or Vice-President plus four (4) Directors, or, in the event of both the Presidents and Vice-President's positions are vacant, one (1) Officer and any five (5) Directors.

5.10 VOTES TO GOVERN AT MEETINGS OF THE BOARD

At all meetings of the Board, every question shall be decided by a majority of the votes of those Directors present, unless otherwise specifically provided by these By-laws. Each Director with the exception of the Past President shall be entitled to one (1) vote. No proxy voting is allowed. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.11 COMMITTEES OF THE BOARD OF DIRECTORS

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board may see fit. Any such committee may formulate its own rules of procedures, subject to such regulations or directions as the Board may from time to time make. Any committee member may be added or removed by resolution of the Board of directors.

5.12 DISCLOSURE OF INTEREST

Directors must disclose existing, potential or perceived conflicts of interests in accordance with Society policy.

5.13 REMUNERATION AND EXPENSES

In accordance with the Act, Directors shall not be paid remuneration for their services on the Board but shall be paid travelling and other expenses reasonably incurred in the work of the Society as approved in advance by the Board.

SECTION 6 – PROVINCES, TERRITORIES AND GEOGRAPHICAL AREAS

6.01 PROVINCES, TERRITORIES AND GEOGRAPHICAL AREAS

The provinces, territories and geographical areas into which the country shall be divided for administrative and representative purposes shall be Newfoundland and Labrador, Prince Edward Island, New Brunswick, Nova Scotia, Quebec, Ontario, Manitoba, Saskatchewan, Alberta, British Columbia, Northwest Territories, Nunavut, Yukon and the National Capital Region. The Board may from time to time designate or alter the boundaries of geographical areas if deemed appropriate.

6.02 CHAPTERS

Members may form Chapters of the Society to further the objectives of the Society. A Chapter may act on behalf of the members of the Society in that province, territory or geographical area if it has been recognized by the Board.

A Chapter will be recognized by the board if:

- (a) It subscribes to the purposes of the Society;
- (b) It has at least ten (10) members;
- (c) It has a set of by-laws which are compatible with those of the Society; and
- (d) There is no other recognized Chapter in the geographical area,

The Chapter will be subject to any other conditions agreed to by it and the Board upon recognition. A recognized Chapter shall be entitled to name one representative to the board.

A Chapter may lose its recognition if it fails to meet any of the conditions in 6.02 (b) it does not further the objects of the Society or it fails to meet any other conditions agreed upon by it and the Society upon recognition.

Chapters shall operate in a manner agreed to by the Chapter's executive and that is consistent with these By-laws and relevant Society policy. Chapters shall forward the Chapter by-laws in a timely manner to the Secretary and shall submit an annual report on their activities. At the annual meeting, the President's report shall contain a list of active Chapters of the Society.

SECTION 7 – INVALIDITY, OMISSIONS AND ERRORS

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

The accidental omission to give notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 8 – BY-LAWS AND EFFECTIVE DATE

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such By-law, amendment or repeal shall be communicated to each member entitled to vote within twenty-one (21) calendar days and will be effective from the date of the resolution of Directors until the next Meeting of members where it may be confirmed, rejected or amended by a vote of the members.

If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members for a vote at the next Meeting of members or if it is rejected by the members at the Meeting.

This section does not apply to a by-law that requires a Special resolution of members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

SECTION 9 – MISCELLANEOUS

9.01 RULES OF PROCEDURE

Except where otherwise required by the By-Laws, all Meetings of the Society will be conducted in accord with the provisions of *Robert's rules of Order*.