



Saskatchewan Chapter  
Canadian Evaluation Society

Saskatchewan Chapter By-Laws  
May 31, 2017

Relating generally to the transaction of business and affairs of the  
*SASKATCHEWAN CHAPTER, CANADIAN EVALUATION SOCIETY*

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*Section One: Introduction*

1.01 The name of the Chapter is the Canadian Evaluation Society, Saskatchewan Chapter which is referred to in these bylaws as the Chapter.

1.02 The following sections describe the bylaws of the Canadian Evaluation Society, Saskatchewan Chapter.

1.03 The offices of the Chapter will be located as designated by the Chapter Executive.

1.04 The Chapter may act on behalf of the members of the Canadian Evaluation Society as recognized by the Board. The Chapter will be subject to conditions agreed by it and the Board. Nothing in these by-laws will contravene the bylaws of the Canadian Evaluation Society. In the event of any conflict, the bylaws of the Canadian Evaluation Society will supersede these bylaws.

1.05 The Chapter shall operate in a manner agreed to by the Chapter's Executive that is consistent with the bylaws and policy of the Society.

1.06 The Chapter shall forward the Chapter by-laws in a timely manner to the Society Secretary and shall submit an annual report on their activities.

*Section Two: Definitions*

(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) "**Executive**" means the elected and appointed Saskatchewan members who oversee the operations of the Chapter.

(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 Three: Administration*

#### 3.01 Financial Year.

The fiscal period of the Chapter will commence on the 1st day of January in each year and will terminate on the 31st day of December of that year.

#### 3.02 Banking

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

#### 3.03 Annual Financial Statements

The Chapter 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 Chapter and any member may, on request, obtain an electronic copy free of charge.

The Officers of the Chapter 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 Chapter and the results of its operations required by the Articles, the By-laws or any unanimous member agreement

#### 3.04 Auditors

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

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

3.06 Resolution of Chapter. In the event that an Executive is not formed, the Chapter will be deemed to have ceased functioning and all assets revert to the Society.

#### *Section Four: Membership*

There shall be several classes of members in the Society. 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.

In addition to supporting the objects of the Society,

4.01 Members of the Chapter must be members in good standing of the Society and have permanent residence in the Province of Saskatchewan.

4.02 Individuals become a member of the Chapter and the Society simultaneously.

4.03 Membership Transferability. A membership may not be transferred to a non-member. A member may transfer to other Chapter if he/she physically moves to that geographic area.

4.04 Termination of membership. A membership in the Society is terminated by CES National 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.

4.05 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.

4.06 Membership Fees. CES National has a membership registration process and the annual fees, payable by members of the Society, shall be such as are fixed from time to time. 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 Five: Member Meetings*

##### 5.01 Chapter 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. This annual meeting will be held six (6) months after the end of the fiscal year.

5.02 Notice of Member Meeting (Annual General 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. 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.

5.03 Members calling a Members' Meeting. The Chapter Executive 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 Chapter Executive does not call a meeting within twenty-one (21) calendar days of receiving the requisition, any member who signed the requisition may call the meeting.

5.04 Place of the 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 Executive.

5.05 Quorum at the Annual Members' Meetings. Seven (7) voting members present including at least two members of the Executive constitute a quorum at any general or special Meeting of members. If a quorum is present at the opening of a Meeting (within the first 10 minutes), the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.06 Votes to Govern at Members' Meetings. At any Meeting of members every question shall 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.

5.07 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 Executive. In the case where the Meeting is determined by the Executive to be telephonic, electronic or other communication facility, the decision must be communicated to all members entitled to vote per section 5.02 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 Six: Chapter Executive*

6.01 The Executive governs and manages the affairs of the Chapter. The Executive may hire contractors to carry out management functions under the direction and supervision of the Executive.

6.02 All members allowing their name to stand for Executive office must be members in good standing of the Society. All terms on the Executive will for two (2) years. Executive members may continue for subsequent terms, unless an election is required. The term of an Executive officer will begin at the first AGM of the new fiscal year.

6.03 Thirty (30) calendar days after the date of receipt of their annual membership fee, members will also have the right:

- a. To nominate Members of the Society for the Executive.
- b. To stand for election to the Executive;
- c. To vote in elections for the Executive; and
- d. To vote on changes to the bylaws of the Chapter.

6.04 The officers of the Chapter will include:

- a. President;
- b. Vice President;
- c. Past President;
- d. Secretary;
- e. Treasurer;
- f. And up to three (3) Members at large. From the officers of the Chapter, at least one officer will mirror the Society Committees to represent the Chapter on Committees.

6.05 Responsibilities of the President:

- a. Forward the Chapter by-laws in a timely manner to the Society Secretary and submit an annual report on the Chapter's activities
- b. Chair all meetings of the Chapter and Executive.
- c. Communicate with the Executive as required.
- d. Represent the Chapter and Society in general.
- e. Be responsible for Advocacy for the Chapter, if not designated by another officer in 6.04 above.
- f. Sign all instruments, which require the President's signature, perform all duties incident to this office and have such additional powers and duties as may be prescribed by the Chapter.

6.06 Responsibilities of the Vice President:

- a. Preside at meetings in the President's absence.
- b. In the event that the President's position becomes vacant for whatever reason, the Vice-President will immediately assume the office of President.
- c. Be responsible for Professional Development and training offered by the Chapter to members if not designated by another officer in 6.04 above.

6.07 Responsibilities of the Past President:

- a. Act in an advisory capacity to the Executive.
- b. Chair the Nominating and Elections Committee for election to the Chapter Executive.

6.08 Responsibilities of the Secretary:

- a. Custodian of all books, papers, records, correspondence, contracts, bylaws, and other documents belonging to the Chapter except when another officer has been designated in 6.04 above.
- b. Maintain and ensure the accurate and timely distribution of notices and all minutes of the Chapter.
- c. Maintain a Chapter register of current and past members set out alphabetically including contact information.
- d. Ensure that all members are informed about Chapter meetings and events.

- e. Liaise with the Chapter Administrative Assistant to manage responsibilities. The Administrative Assistant will ensure that all communication with membership is completed in a timely manner; update the web site as required by the President and Secretary; ensure that information is distributed as required; and assist the Professional Development officer as required.

6.09 Responsibilities of the Treasurer:

- a. Have charge and custody of, and be responsible for all finances of the Chapter.
- b. Maintain and distribute accurate and timely records.
- c. Report to Executive on financial condition of the Chapter and all of the transactions and issues at each Executive meeting.
- d. Present an audited financial statement to the AGM.
- e. Prepare an annual budget in consultation with the Executive for approval, subsequent to the AGM.
- f. Perform all duties incident to the office of treasurer, have such other powers, and perform such other duties as from time to time assigned to the Treasurer.

*Section Seven: Election of Executive Officers*

7.01 There shall be a Chapter Executive consisting of Officers of President, Vice President, Past President, Treasurer, Secretary, and up to three (3) members at large to represent as far as possible the varied membership of the Chapter. The Chapter may delegate to the Executive any powers subject to any restriction that may be imposed by the Executive. The composition and duties of the Executive shall be determined by resolution of the Executive.

7.02 Election and Appointment of Executive and Officers. The President and Vice-President shall be elected by the Executive and the Treasurer and Secretary of the Chapter shall be elected or appointed by the Chapter Executive. Each recognized Chapter may name one Executive member to the National Board as a Chapter representative in accordance with Chapter procedures and in accordance with the Society By-laws. It is the intent that these National Directors represent as far as possible the varied membership of the Society.

7.03 Each year the Past President will chair a Nominating/Elections Committee. The Nominating and Elections Committee will consist of the Past President and up to two (2) other Chapter members.

7.04 Sixty (60) days prior to the Annual General Meeting, all Chapter members will be invited to nominate other members for vacant Executive positions. Nominations will be seconded by a Chapter member, contain a brief biography (one hundred [100] words or less) of the nominee, and a statement by the nominee that he/she is willing to serve if elected. All nominations must be submitted within twenty one (21) days of the date of invitation.

In the event that there are insufficient nominations, the Nominating and Elections Committee will nominate a slate of candidates for vacant positions.

7.05 In the event of an election and within twenty one (21) to thirty five (35) days prior to the Annual General Meeting, the Nominating and Elections Committee will send a statement of nomination to all Chapter members. Members will be given an opportunity to vote for all positions with more than one

nominee. The electronic ballot will also include the biography of the nominees. Members will vote no less than ten (10) days prior to the Annual General Meeting.

The Nominating and Elections Committee will announce the result of the election at the Annual General Meeting.

7.06 Vacation of Office. Executive members shall cease to be eligible to remain as such 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 Chapter, they resign their office.
- (c) If the members of the Chapter or 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 Executive or chapter members at a meeting duly called for such purpose, to remove them from such office.
- (e) If they miss two (2) scheduled Executive meetings including the Annual General Meeting During any calendar year, unless the Executive determines that there are extenuating personal or other circumstances.

7.05 Term of Office of Chapter Executive. Chapter Executive members are expected to serve for two (2) years.

7.06 Calling of Executive Meeting. Meetings of the Executive may be called by the President, Vice-President or any two (2) Executive members at any time.

7.07 Notice of Executive Meetings. Notice of the time and place for the holding of a meeting of the Executive shall be given not less than 10 days before the time when the meeting is to be held. Each newly elected Executive member may without notice hold its first Meeting immediately following election.

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 Executive 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.

7.08 Number of Executive Meetings. The Executive shall hold a minimum of two (2) Executive meetings each year.

7.09 Place of Meeting. Meetings of the Executive shall be held in such place and format as the Executive may by resolution from time to time determine.

7.10 Quorum. A quorum for transaction of business shall consist of the President or Vice-President plus three (3) Executive members, in the event of both the President and Vice-President's positions are vacant, one (1) Officer and any three (3) Executive members. A quorum will be achieved within ten (10) minutes of the beginning of the meeting.

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

Committees shall report regularly to the Chapter Executive. Committees provide advice and recommendations to the Executive and are not a Chapter decision-making body. It is recommended that the composition of a Committee be representative of the Chapter (geographically, individual members/students, etc.) and no more than six members. Committees may reflect the organizational structure of the Society. At least one member of the Committee will be a member of the Executive and will act as an ex-officio (advisory and non-voting) member of each Committee.

7.12 Disclosure of Interest. Executive members must disclose existing, potential or perceived conflicts of interests in accordance with Society policy.

7.13 Remuneration and Expenses. In accordance with the Act, Executive members shall not be paid remuneration for their services on the Executive but shall be paid travelling and other expenses reasonably incurred in the work of the Chapter as approved in advance by the Executive.

#### Section 8: 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, Executive member, member of a committee of the Executive 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 9: By-Laws and Effective Date*

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws. Any such Bylaw, 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.