

**The  
Canadian  
Information  
Processing Society of  
Saskatchewan  
Administrative Bylaws**

**(effective October 9, 2012)**

# Table of Contents

DEFINITIONS .....	3
MEETINGS OF MEMBERS.....	5
Types of Meetings .....	5
Annual Meeting .....	5
Notice .....	5
Quorum .....	5
Voting .....	5
ADMINISTRATION OF THE ORGANIZATION .....	6
Books and Records .....	6
Inspection by Members.....	6
Head Office.....	6
Office Hours.....	6
Financial Year.....	6
Budgets.....	7
Use of Funds .....	7
Auditing .....	7
Borrowing .....	7
Banking and Bills of Exchange .....	7
Corporate Seal .....	8
Indemnification of Directors and Officers .....	8
ORGANIZATION OF THE SOCIETY.....	8
Board of Directors .....	8
Election of Directors and Length of Terms .....	9
Quorum for the Board .....	9
Powers of the Board .....	9
Executive Committee .....	10
President .....	10
Vice President.....	10
Past President.....	10
Secretary.....	10
Treasurer .....	11
Registrar .....	11
Meetings of the Board and Its Committees.....	11
Removal or Resignation.....	11
Remuneration.....	11
Committees .....	12
Other Committees .....	12
AMENDMENT OF THE BYLAWS.....	12

## DEFINITIONS

1. Within these Bylaws;

### **Act**

- (a) "Act" refers to the Canadian Information Processing Society of Saskatchewan Act.

### **Approved Educational Credits**

- (b) "Approved Educational Credits" mean continuing professional development activities that are defined according to the Bylaws of the Society.

### **Board**

- (c) "Board" means the Board of Directors of the Society established under these Bylaws.

### **Bylaws**

- (d) "Bylaws" means the Administrative and/or Regulatory bylaws of the Society, as the case may be and any subsequent amendments, pursuant to Section 14 of the Act.

### **I.S.P. Designation**

- (e) "I.S.P. Designation" means the Information Systems Professional of Canada (or its French equivalent, "Informaticien professionnel agr èè du Canada ") designation, also known as the "I.S.P." (or "IPA" in French), as established and managed nationally and internationally by the National Society.

### **Minister**

- (f) "Minister" means the member of the Provincial Government's Executive Council to whom and for the time being, the administration of the Act is assigned.

### **National Society**

- (g) "National Society" means the Canadian Information Processing Society (L'Association Canadienne de l'informatique), also known as "CIPS National", the national professional organization with which the Society holds common objectives and standards and shall be related with through these Bylaws and formal reciprocal agreements.

**Officer**

- (h) "Officer" means an Officer of the Society; namely the President, Vice President, Past President, Secretary, Treasurer or Registrar, or such other positions as the Board may approve from time to time.

**Professional Experience**

- (i) "Professional experience" is interpreted to mean work within the Information Technology field of a professional nature such that the member is involved in systems analysis and design, database analysis or administration, systems programming, hardware design, telecommunications, systems planning or analysis, research, management of information processing activities, maintenance where design or analysis is included, teaching information processing at a professional level, sales or marketing activity where professional level recommendations are required. Activities in operation of equipment, use of computer programs or equipment, or coding from detailed specifications are not normally considered to be at a professional level.

**Public**

- (j) "Public" means any individual or body corporate, not a member of the Society, who has an interest or stake in the practice in the field of Information Systems in the Province of Saskatchewan .

**Register**

- (k) "Register" means a list of the given names and surnames and addresses of all current Certified Members of the Society.

**Regulations**

- (l) "Regulations" means the regulations of the Society.

**Society**

- (m) "Society" means the Canadian Information Processing Society of Saskatchewan (CIPS Saskatchewan), established under The Canadian Information Processing Society of Saskatchewan Act .

## MEETINGS OF MEMBERS

### **Types of Meetings**

2. There shall be annual and special meetings of members.

### **Annual Meeting**

3. The annual meeting shall be held at a time and place or places in Saskatchewan as the Board may determine, within five (5) months after the end of each fiscal year of the Society. This meeting will receive reports from the Officers and Committees of the Society for the year immediately past, elect Directors and Officers as required and consider such other business of concern to the membership as the Board determines.
4. The President of the Society shall preside as Chair at every annual meeting of the Society. If there is no President or if the President is not present at the annual meeting at the scheduled time of the meeting, the Vice-President shall preside as Chair. If there is no President or Vice-President or if neither the President nor the Vice-President is present at the annual meeting at the scheduled time of the meeting, the Certified Members present shall choose someone of their number to preside as Chair.

### **Notice**

5. The Registrar shall inform each member of the time and place of every annual or special meeting at least ten (10) days before the date fixed for the holding of such meeting.

### **Quorum**

6. A quorum for the transaction of business at any annual or special meeting of members of the Society shall be ten (10) Certified Members in good standing and one half of the Board. If a quorum is not present within one half-hour from the time appointed for the meeting, the meeting shall automatically stand adjourned to such time and place as a majority of the members then present shall direct, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned.

### **Voting**

7. All resolutions or motions at an annual or special meeting of members of the Society except for motions regarding dissolution, amendments to the Bylaws, or changes to the Code of Ethics, Common Body of Knowledge, and Certification/Re-certification Standards shall be considered ordinary resolutions and approved by a simple majority of the votes of Certified Members.

8. At the discretion of the Board, votes may be cast in person at the meeting, or received by the Secretary by mail or electronic transmission twenty-four (24) hours in advance of the meeting unless otherwise required by the Bylaws of the Society.
9. At the discretion of the Board, meetings of the membership may be conducted in more than one location concurrently using webcasting, teleconferencing or videoconferencing facilities.
10. No member shall be entitled to vote by proxy on any matter.

## ADMINISTRATION OF THE ORGANIZATION

### **Books and Records**

11. The Board shall ensure that all necessary books and records of the Society required by the Bylaws are regularly and properly maintained.
12. The Board shall determine to what extent and at what times and places and under what conditions or regulations the books and records of the Society shall be open for inspection by the public, as may be conferred bylaw or authorized by the Board.

### **Inspection by Members**

13. The books and records of the Society may be inspected by any member of the Society at the annual meeting or at any time upon giving reasonable notice and arranging a suitable time with the Secretary and Treasurer. All members of the Board shall have access to the books and records of the Society at any time.

### **Head Office**

14. The head office of the Society shall be situated at a place in the Province of Saskatchewan as determined by the Board.

### **Office Hours**

15. The Executive shall, from time to time, determine or alter the dates and times that will constitute its normal office hours.

### **Financial Year**

16. Unless otherwise authorized by the Board, the financial year of the Society shall conclude on the thirtieth (30th) day of June of each year.

### **Budgets**

17. The Executive Committee shall prepare the operating budget to be reviewed and approved by the Board prior to the start of the fiscal year. The budget may be amended by the Executive Committee at any time during the fiscal year with the prior approval of the Board.

### **Use of Funds**

18. The Executive Committee may use the funds of the Society in accordance with the approved budget, and in furtherance of the Objectives of the Society.

### **Auditing**

19. The books, accounts and records of the Society as maintained by the Secretary and Treasurer shall be audited or prepared on a review engagement basis at least once a year. Two (2) Certified Members of the Society may be appointed by the Board as a Financial Review Committee to assist in the audit or review.

### **Borrowing**

20. The Board from time to time, may enter into contracts or obligations on behalf of the Society for the purpose of obtaining credit or borrowing funds. All such contracts and obligations shall be signed by two (2) members of the Board, authorized by the Board for that purpose, and are subject to the following conditions:
  - (a) For the purpose of carrying out regular Society business, the Board and Executive are empowered to obtain services on account with suppliers for such amounts as may be reasonably incurred in providing services to the Society membership. Such accounts are to be paid in full within thirty (30) days of the event or purchase with which they are associated.
21. The Board and Executive are not empowered to borrow funds on behalf of the Society where the payment obligations extend greater than one (1) year, except as specifically permitted by resolutions passed by the Society membership, in accordance with the Society Bylaws, at the annual meeting or a special meeting called for that purpose.

### **Banking and Bills of Exchange**

22. All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by two (2) members of the Board duly authorized for that purpose by the Board.
23. Any one (1) of such designated Board members may alone endorse notes and drafts for collection on account of the Society through its bankers and endorse notes and cheques for

deposit with the Society. Any one (1) of such designated officers may arrange, settle, balance, and certify all books and accounts between the Society and its bankers and may receive all paid cheques and vouchers and sign all bank forms for settlement of balances and verification slips.

#### **Corporate Seal**

24. The Society shall have a Seal which shall be affixed to documents only in the presence of two (2) members of the Board duly authorized by the Board to attest to its use. The Seal of the Society shall at all times remain in the custody of the Secretary.
25. In the absence of the Seal, a document requiring certification by the Society shall be deemed certified if signed by two (2) members of the Board duly authorized for that purpose by the Board as if their signatures were under the Seal of the Society.

#### **Indemnification of Directors and Officers**

26. Each Director or Officer of the Society, their heirs and assigns shall be indemnified and held harmless by the Society from all claims, costs or expenses arising from any action brought against him as a result of the execution, in good faith, of their duties as a Director or Officer of the Society. This indemnification does not include any claims, costs or expenses arising from the Directors' or Officers' intentional wrongful acts or fraudulent activity.

## ORGANIZATION OF THE SOCIETY

#### **Board of Directors**

27. The Society Board of Directors (the Board) shall include the President, Vice President, Past President, and, no less than five (5) and no greater than twelve (12) other directors, one of whom shall be publicly appointed pursuant to section 8 of the Act. Other than the publicly appointed director, all directors of the Board shall be Certified Members in good standing.
28. The Board shall elect annually from among its members a Secretary, a Treasurer, and a Registrar.
29. The Board shall be the governing body of the Society responsible for setting direction and policy with full authority over all affairs of the Society. Unless otherwise provided for in these Bylaws, all actions and decisions of the Board shall be final.



### **Election of Directors and Length of Terms**

30. At least thirty (30) days prior to the annual meeting, the President shall call for nominations to be made in writing for the Directors to be elected at the annual meeting. The nomination period shall be held open for at least twenty-one (21) days. The names and qualifications of those nominated shall be distributed with the notice of the annual meeting.
31. Except for those directors appointed pursuant to section 8 of the Act as public appointees to the Board, the Directors of the Society shall be elected at an annual meeting of the Society by a majority vote of all those eligible to vote.
32. Where a vacancy exists on the Board, the Board may fill that vacancy pursuant to section 10 of the Act.
33. If there is no current vice-president, a president will be elected for a term of two years, and serve the first year as president, the second year as past president.
34. A vice-president will be elected for a term of three years, and serve the first year as vice-president, the second year as president and the third year as past president;
35. With the exception of the positions of Vice-President, President, and Past President, each director shall be elected for a two-year term with the provision that one half of such terms shall expire at an Annual General Meeting held in an odd-numbered year, and the remainder expire at an Annual General Meeting held in an even-numbered year.
36. The Vice-President, President and Past President are directors of the society with rights and privileges equal to those of the other directors.

### **Quorum for the Board**

37. A quorum for the transaction of business at any board meeting shall be one half of the directors. If a quorum is not present, the meeting shall be automatically adjourned and the board must convene another meeting within sixty (60) days.

### **Powers of the Board**

38. In addition to the powers described in the Act or these Bylaws, the Board may from time to time set or alter policy concerning:
  - (a) The seal of the association;
  - (b) The banking and financial operations of the Society including appropriate controls on the Society's financial dealings;
  - (c) The management of property of the Society;
  - (d) The duties, powers, and responsibilities of the members of the Board, the Executive, or the Officers of the Society;
  - (e) The prescribed registration and other fees of the Society that it levies on members;
  - (f) The holding and procedures of meetings of the Executive;
  - (g) The holding and procedures of annual and special meetings of the Society.

#### **Executive Committee**

39. The Executive Committee shall be a committee of the Board and shall consist of the President, Vice President, Past President, Secretary, Treasurer, and Registrar. The Executive Committee shall be responsible for the day to day activities of the Society and for carrying out the instructions and directions of the Board.

#### **President**

40. The President shall act as the executive head of the Society and when present shall preside as chair over all meetings of the Society, Board, and Executive Committee. The President shall exercise supervision over the affairs of the Society. The President shall be responsible for enforcement of these Bylaws and carrying out all orders and resolutions of the Board. The President shall exercise such authority within limits as shall be set by the Board from time to time. The President shall also have such additional responsibility as may be delegated by the Board.
41. The President is responsible to the Board. The President shall keep the Board informed of all aspects of the Society's affairs and shall consult with it on major activities. The President shall make reports to the general membership on behalf of the Board at each annual meeting and as directed by the Board.

#### **Vice President**

42. The Vice President is responsible to the President and shall assume the duties of the President in the absence or disability of the President. The Vice President shall assist the President in the execution of their duties and responsibilities to the Board. The Vice President shall also have such additional responsibilities as may be delegated by the Board or the President.

#### **Past President**

43. The Past President shall act as an advisor to the President and the Board and shall undertake such special duties or assignments as may be requested by the Board from time to time.

#### **Secretary**

44. The Secretary is responsible to the President and shall be responsible for the day to day affairs of the Society. The Secretary shall ensure all meetings of the Board, the Executive Committee and the Annual and any Special meetings of the membership in general are properly and accurately recorded. The Secretary shall keep all Society records and correspondence of a non-financial nature and shall be the custodian of the Seal of the Society.

#### **Treasurer**

45. The Treasurer is responsible to the President and shall be responsible for the financial affairs of the Society. The Treasurer shall maintain the financial records of the Society and shall submit financial statements to the Board or any relevant governmental agency as directed by the Board or required by law. The Treasurer shall prepare, for submission to the Annual Meeting, a set of financial statements, either audited or prepared on a review engagement basis, as provided for in these Bylaws.

#### **Registrar**

46. The Registrar shall be responsible for ensuring the accuracy and completeness of the Register of Certified Members including the addition and deletion of members to the register and the amendment of information for Certified Members on the register.
47. The Registrar shall also serve as chairperson of the Membership Committee.

#### **Meetings of the Board and Its Committees**

48. The Board and Executive may decide to conduct their meetings in person, through teleconference, videoconference, or via the Internet with the decisions made having equal validity regardless of the media used to conduct the meeting.
49. Upon approval of the Executive, a committee of the Society may conduct its meetings in person, through teleconference, videoconference, or via the Internet with the decisions made having equal validity regardless of the media used to conduct the meeting.
50. The minutes of all meetings by the Board and its Committees shall include all decisions and actions by the respective Board or Committee and shall be approved by the respective Board or Committee before being filed with the Secretary of the Society.

#### **Removal or Resignation**

51. The Board may, by a two-thirds majority vote, declare vacant the office of any director or officer. Any director or officer may resign their position at any time providing the resignation is made in writing.

#### **Remuneration**

52. Directors and Officers of the Society shall be entitled to reimbursement of reasonable expenses as may be incurred in the course of Society business. Except for such reimbursement, Directors and Officers of the Society or members of its committees shall not be entitled to other remuneration, consideration or per diem allowance unless such a policy or payment is authorized by the Board.

**Committees**

53. The Board may appoint such members in good standing as necessary to form committees to manage certain activities of the Society. All committee chairpersons shall be Certified Members and shall report to the Board.

**Other Committees**

54. The Executive may create and empower other standing or ad hoc committees and appoint members to such committees as from time to time it sees fit.

**AMENDMENT OF THE BYLAWS**

55. Pursuant to section 13 of the Act, the Executive may make or amend any Bylaw by a three-quarters majority of its directors. A Bylaw made or amended pursuant to this section shall be effective until the next annual or special meeting of the membership at which time it must either be ratified by the membership or it will cease to be in effect.
56. Amendments of these Bylaws, a call for dissolution of the society, or changes to the Code of Ethics, Common Body of Knowledge, and Certification or Re-certification Standards shall be considered extra-ordinary resolutions and shall be proposed by the Board in writing and sent to the membership at least fourteen (14) days prior to the annual meeting or such special meeting as may be called for that purpose by the Board. Each extra-ordinary resolution shall be discussed and voted on separately. No changes to an extra-ordinary resolution shall be allowed at the meeting except by unanimous approval of all Certified Members present at the meeting. Extra-ordinary resolutions shall be approved by a two-thirds majority vote of those Certified Members participating in the meeting. Certification:

We hereby certify that these Bylaws were duly placed before and properly ratified by the membership of CIPS Saskatchewan on October 9, 2012.

---

Derek Risling  
President, CIPS Saskatchewan

---

Bev Gooding  
Registrar, CIPS Saskatchewan