



**Saskatchewan
Dietitians
Association's
Administrative
Bylaws 2010**

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Any previous bylaws are repealed on the date these bylaws come into force in accordance with the provisions of the Act.

The following are the administrative bylaws for the Saskatchewan Dietitians Association:

Bylaw 1– The Board

Section 1. Composition

The affairs of the Association shall be managed by the Board, which shall be composed of:

- (a) elected Members with voting power who shall be the President, 5 Members-At-Large, and in even calendar years a President-Elect, all of whom shall be the officers of the Association; and
- (b) Public Appointee(s) with voting power appointed by the Lieutenant Governor in Council.

Section 2. Powers and Functions

1. The Board shall govern, manage and regulate the affairs of the Association and without restricting the generality of the foregoing shall:

- (a) establish policies as necessary to further the goals of the Association;
- (b) establish policies governing examinations, registration and licensing, restricted licensing, and admission of members;
- (c) establish policies governing the Investigation and Discipline Committees of the Association;
- (d) establish policies governing the financial affairs of the Association including the management of surplus funds;
- (e) approve the appropriation, investment and disbursement of the funds of the Association;
- (f) review and approve the proposed budget for the Association according to the Association's policies;
- (g) recommend to the Association Membership revisions to, or amendment of, the bylaws;
- (h) participate in the public relations program of the Association;
- (i) establish a mechanism for regularly evaluating the Association;
- (j) submit to each annual meeting of the Association an audited financial statement of the operations of the Association for the past year, April 1st to March 31st, which is the fiscal year of the Association; and
- (k) appoint the Registrar and authorize the appointment of other employees of the Association.

Section 3. Eligibility

Any voting Member of the Association, except those who are the Association's employees or who do not reside in Saskatchewan, shall be eligible for election to the Board.

Section 4. Term of Office

1. The term of office for the elected Members of the Board shall be two years (with the exception of the President-Elect). Individuals may let their name stand for a maximum of 2 consecutive terms.
2. The President-Elect is elected for a one-year term by the general Membership at the annual meeting. At the end of the one-year term, the President-Elect automatically assumes the office of President for a two-year term.
3. The term of office for all elected Members of the Board shall commence at the first business meeting, which shall be held according to Section 6(2).
4. The Board shall request the replacement or reappointment of a Public Appointee prior to the expiry of each Public Appointee's term.

Section 5. Removal of Officers

1. The Membership or Board shall, by majority vote, remove an officer from the Board if the Member:

- (a) consistently fails or refuses to perform duties assigned according to the Act, Bylaws, and policies and procedures;
- (b) is absent for more than two or more business meetings of the Board between annual meetings; or
- (c) is not acting in the best interests of the Association;
- (d) allows his/her membership in the Association to lapse;
- (e) is subject to disciplinary action by the Discipline Committee; or
- (f) no longer resides in Saskatchewan.

Section 6. Board Meetings

- 1. Business meetings of the Board shall be held at least four times between annual meetings.
 - 2. The first business meeting of the Board shall occur within 30 days of the annual meeting.
 - 3. Special meetings of the Board may be called
 - (a) by the President with two days notice prior to the meeting; or
 - (b) by the President within ten days of a request for a special meeting by three or more members of the Board.
 - 4. A notice of a special meeting shall specify the business to be considered thereat. No other matters shall be brought before such a meeting.
 - 5. The immediate past President of the Association shall be invited to attend all meetings of the Board of Directors as an Ex-officio Member without voting power.
 - 6. The General Membership may attend Board meetings but are unable to speak at the meeting. They shall have no voting privileges during these meetings.
 - 7. General Membership must bring forward agenda items to the Board prior to the meeting.
 - 8. The Board is able to request any Member to leave if the Board is discussing confidential issues.
1. The quorum for any Board meeting shall be a majority of the voting Members of the Board.

Section 7. President

The President shall:

- (a) preside at all meetings of the Association, and of the Board;
- (b) perform all acts and deeds pertaining to this position;
- (c) exercise general control and supervision over the affairs of the Board and the Association; and
- (d) be an ex-officio, non-voting Member of all committees with the exception of the Professional Conduct Committee, the Discipline Committee, and the Nominations Committee.

Section 8. President-Elect

The President-Elect shall:

- (a) in the absence of the President, perform the duties of the President;
- (b) succeed to the office of the President;
- (c) act as chair or co-chairperson of committees as designated by the Board with the exception of the Professional Conduct Committee, the Discipline Committee, and the Nominations Committee; and
- (d) perform such other duties as may be assigned by the Board and the President.

Section 9. Members-At-Large

The Members-At-Large shall:

- (a) act as chairpersons of designated committees;
- (b) in the absence of the President and President-Elect, a Member-At-Large shall be appointed by the Board to perform the duties of the President; and
- (c) perform such other duties as may be assigned by the Board.

Section 10. Public Appointees

The Public Appointees shall:

- (a) represent the views of the public on matters before the Board;

- (b) report to the Board on public concerns;
- (c) act, if appointed by the Board, as a member or as chairperson of designated committees of the Association; and
- (d) perform such other duties as may be assigned by the Board.

Section 11. Registrar

The Registrar shall:

- (a) be appointed by and responsible to the Board;
- (b) carry out the policies established by the Board pertaining to the management and administration of the Association;
- (c) perform the duties outlined in the Act and Bylaws; and
- (d) perform such other duties as may be assigned by the Board.

Section 12. Signing Authority

- 1. Signing officers of the Association shall be appointed annually by the Board and shall be the President, Registrar, and an MAL as appointed by the president.
- 2. No less than two signing officers of the Association shall sign cheques, contracts, security instruments, and other legal documents affecting the Association.

Bylaw 2 – Election of Officers

Section 1. Nominations

- 1. All nominations must be received in writing by the chair of the Nominations Committee. Nominations from the floor at the annual meeting may be accepted.
- 2. All nominations must be accompanied by a signed consent from the nominee, or where the nomination has arisen from the floor, verbal consent from the nominee.

Section 2. Election

- 1. Election of officers shall take place at the annual meeting.
- 2. An election for the President-Elect shall take place every second year.

Section 3. Voting

- 1. All practicing Members of the Association shall have a vote.
- 2. The election of officers of the Board shall be by ballot. The election may take place by mail-in ballot prior to the annual meeting provided a full slate of nominees exists, or by ballot at the annual meeting by Members present in person, or by proxy. The method of election and method of receiving ballots (including, without limitation, receiving ballots by mail, facsimile or electronic mail) shall be determined by the Board in sufficient time prior to the annual meeting, and notice thereof shall be given to members with the mail-in ballot or with the Notice of the annual meeting where there is no mail-in ballot. The election of the Board shall be decided by plurality of the votes cast by members in good standing.

Should the mail-in ballot result in a tie, a vote shall be held from the floor of the annual meeting and each Member in good standing present either in person or by proxy at the annual meeting shall be entitled to one vote. If a nominee for the mail-in ballot withdraws creating an unexpected vacancy, nominations for the vacancy shall be received from the floor at the annual meeting and each Member in good standing present either in person or by proxy at the annual meeting shall be entitled to one vote for each vacant position. Whenever there is but one candidate for an office, the candidate shall be elected by acclamation, and a ballot will not be required.

All other questions voted on at a meeting of the Association shall be decided by a plurality of the votes of the Members present or by proxy, each Member in good standing being entitled to one vote.

Section 4. Vacancies

1. If a vacancy occurs in the President position, the President-Elect shall assume the role and duties of the President.
2. If a vacancy occurs in the President position in a term where there is no President-Elect, a Member-At-Large currently on the Board shall be appointed by the Board to assume the role and duties of the President.
3. If a vacancy occurs in a Member-At Large position or President-Elect, the Board shall appoint a Member of the Association to assume the role and duties for the remainder of the term or until a Member is elected to fill the vacancy in accordance with the Act and the Bylaws.

Bylaw 3 – Meetings of the Association

Section 1. Annual Meeting

1. An Annual Meeting of the Association shall be held in each calendar year at a time and place that may be determined by the Association at a previous meeting or, failing such determination, at a time and place as determined by the Board.
2. Notice of the Annual Meeting shall be mailed to Members of the Association at the address appearing in the register at least fourteen (14) days prior to the meeting.

Section 2. Special Meetings

1. The Board may call a special meeting of the Association as required at a time and place decided upon by the Board.
2. The Board shall call a special meeting of the Association on the written request of at least 10 percent of voting Members.
3. Notice of a special meeting shall be mailed to Members of the Association at the address appearing in the register of the Association at least 14 days prior to the date of the special meeting and shall state the business to be considered at such meeting.
4. If a special meeting is not called within twenty-one (21) days of the request, the petitioners or a majority of them may call the meeting.

Section 3. Mail ballots

1. The Board may authorize a mail ballot for any purpose deemed necessary, except approval of or changes to bylaws.
2. The Board shall establish the rules and procedures for the conduct of the mail ballot.

Section 4. Quorum

1. Quorum for any annual or special meeting of the Association shall be 10 percent of the voting Members of the Association present in person or by proxy. If a quorum is present when the meeting is called to order, then a quorum shall be deemed to be constituted throughout the continuance of the meeting.
2. If quorum is not present at the time and place fixed for the meeting, in the notice of the meeting the presiding officer may dismiss the group, after determining a suitable time for the future meeting.

Section 5. Voting

1. A voting Member shall be defined as a Member that holds a Full Practice Licence of the Association.
2. Each voting Member shall be entitled to one vote with respect to the business of the Association.
3. Subject to Section 13 of the Act, all questions voted on at a meeting or through a mail ballot of the Association, shall be decided by a majority of the votes of the voting Members casting ballots in person or by proxy.
4. A voting Member not in attendance at an annual or special meeting may appoint another voting Member as proxy. The proxy vote shall be conducted in accordance with established rules and procedures.
5. A proxy form will be mailed out to voting Members with the Annual General Meeting notice.

Section 6. Meeting Rules and Procedures

1. In all matters not regulated by these Bylaws, the most current edition of Bourinot's Rules of Order by Geoffrey Stanford shall be followed.
2. The rules and procedures may be amended or suspended at any annual and special meeting by a majority vote of the voting Members present at the annual or special meeting.

Bylaw 4 – Fiscal Policy

Section 1. Fiscal Policy

1. The fiscal year of the Association shall be April 1 to March 31.
2. The Members shall appoint an Auditor at the Annual Meeting; the Auditor's report shall be available at the next Annual Meeting and be part of the Annual Report.
3. The Board shall manage and dispose of all monies and funds for the regulation of dietetics in the Province of Saskatchewan in accordance with the provisions of the Act and these Bylaws.
4. The Board shall keep bank accounts in one of the chartered banks or credit unions of Canada and shall deposit in such bank accounts all monies received for and on account of the Association. A charge will be levied to all NSF cheques.
5. The Board may invest any surplus or reserve funds in Bonds of the Dominion of Canada or of the Province of Saskatchewan or with guaranteed investments with a chartered bank or credit union of Canada, but not otherwise.

Section 2. Remuneration and Reimbursement

1. Members of the Board are entitled to such remuneration for services rendered to the Association as Board Members and to reimbursement for expenses as determined by the Board.
2. The Board may establish remuneration payable to Committee Members who are Association Members representing the Association in an official capacity.
3. Committee Members and Association Representatives shall be reimbursed for reasonable expenses incurred in the course of their duties.
4. Committee Members that are Public Appointees will be reimbursed by the Minister.

Bylaw 5 - Committee Structure

Subject to and unless otherwise provided in the Act and bylaws:

Section 1. Structure

1. The Board shall establish for all Committees a term of reference, which shall include but not be limited to:
 - (a) membership and terms of appointment
 - (b) chair;
 - (c) quorum requirement;
 - (d) budget allocation; and
 - (e) mandate
2. Each Committee shall:
 - (a) perform its duties subject to the direction of the Board;
 - (b) meet as frequently as required to fulfill its terms of reference;
 - (c) maintain minutes of all meetings; and
 - (d) report to the Board on the business of each meeting of the Committee.
3. Members of a Committee may be Members of the Association, Public Appointees, and/or Public Representatives.
4. The Board shall make all Committee appointments.
5. Unless the chairperson is elected or named in the Bylaws, the Board shall appoint the chairperson.
6. Unless otherwise specified in the Act or Bylaws, all Standing Committee appointments shall be for a term of two years and may be renewed or extended at the discretion of the Board.
7. All Members of Committees shall have voting power, unless otherwise specified.
8. Quorum for a Committee shall be the majority of its Members.
9. All Committees shall appoint a recording Secretary.

10. The President or designate shall be an Ex-Officio Member of all Committees with the exception of the Professional Conduct Committee, the Discipline Committee, and the Nominations Committee.

Section 2. Removal

1. The Board may by a majority vote to remove a Committee Member if the Committee Member:
 - (a) consistently fails or refuses to perform duties as assigned according to the Act, Bylaws, the Committee's terms of reference or established policies and procedures;
 - (b) is not acting in the best interest of the Association;
 - (c) allows his/her Membership in the Association to lapse; or
 - (d) is subject to disciplinary action by the Discipline Committee.
2. In the case of a Public Appointee, as per section 8 of the Act, the Board shall obtain the approval of the Minister prior to the removal of the Public Appointee from a Committee.

Bylaw 6 – Standing Committees

Section 1. Standing Committees

The Standing Committees of the Association shall be:

- (a) the Legislation Committee;
- (b) the Professional Standards Committee;
- (c) the Finance Committee; and
- (d) the Nominations Committee
- (e) the Registration Committee

Section 2. Legislation Committee

1. The membership of the Legislation Committee shall be a minimum of three persons.
2. The duties of the Committee shall be:
 - (a) to monitor federal, provincial and municipal legislation affecting dietitians and the dietetic profession, and to make recommendations to the Board or Association for action where required;
 - (b) to review the Act and Bylaws of the Association and to make recommendations to the Board regarding necessary changes;
 - (c) upon the direction of the Board, to draft changes to the Act and Bylaws; and
 - (d) to review policies and procedures to ensure consistency with the Act and Bylaws.

Section 3. Professional Standards Committee

1. The membership of the Professional Standards Committee shall be a minimum of three persons.
2. The duties of this Committee shall be to make recommendations to Board with respect to:
 - (a) dietetic practice issues;
 - (b) Standards of Practice and Code of Ethics;
 - (c) Continuing Competence
 - (d) guidelines of dietetic practice

Section 4. Finance Committee

1. The membership of the Finance Committee shall be a minimum of three persons.
2. The duties of the Committee shall be to make recommendations to the Board with respect to:
 - (a) the investment of Association monies;
 - (b) the proposed annual budget for the upcoming fiscal year;
 - (c) long term financial plans and strategies;
 - (d) the maintenance and amount of a contingency fund for the Association; and
 - (e) any other matters of financial management.

Section 5. Nominations Committee

1. The Nominations Committee shall consist of no less than three members in good standing of the Association, and shall be appointed by the President at least three months prior to the date of the Annual Meeting.
2. The duties of the Committee shall be to request of all Members, nominations for all officers of the Board.

Section 6. Registration Committee

1. The membership of the Registration Committee shall be a minimum of three persons.
2. The Registration Committee shall make recommendations to the Registrar with respect to accepting applicants for Full Practice Memberships, Restricted Memberships, or Temporary Memberships.
3. The duties of Registration Committee shall be to make recommendations to the Board with respect to:
 - (a) policies and procedures related to registration; and
 - (b) any other matters related to registration.

Bylaw 7 – Special Committees

The Board may appoint Special Committees at any time to carry out the objectives of the Association and may dissolve the Committees by a resolution of the Board.

Bylaw 8 – Ad Hoc Committees

The Board may appoint Ad Hoc Committees for a specific purpose on precise terms of reference which state that the Committee shall cease to function upon completion of the specific task.

Bylaw 9 – Fees

Section 1. Registration Fee

A non-refundable registration fee set out by the Board and approved by the Members shall accompany each new application.

Section 2. Annual Licensing Fee

1. The annual licensing fee shall be determined by the Board and approved by the Members.
2. When the license is issued on or after October 1, the fee shall be half the annual licensing fee.
3. Where a Member changes status from a restricted licence to a full Practicing License, as per Regulatory Bylaw 1, section 3, Point 5, the Member shall pay the difference in the fees between the two categories where applicable.

Section 3 Other Fees

1. SDA's registration fee is \$105
2. SDA's yearly licensing fee is \$300
3. Late fees will be 50% of licensing fee.