

**SDA Bylaw Amendments (Administrative)**

Existing Bylaws	Proposed Bylaws	Explanation
<p><b>Title</b></p> <p>1. These Bylaws may be cited as <i>The Saskatchewan Dietitians Association Administrative Bylaws, 2017.</i></p> <p><b>Definitions</b></p> <p>2. In these Bylaws, “Act” means <i>The Dietitians Act.</i></p> <p><b>Seal</b></p> <p>3. The seal of the association is the seal whose imprint is affixed to these Bylaws as Appendix A.</p> <p><b>Fiscal year</b></p> <p>4. The fiscal year of the association is the period commencing on April 1 in one year and ending on March 31 in the following year.</p> <p><b>Banking</b></p> <p>5. The board shall keep bank accounts in one of the chartered banks or credit unions of Canada and shall deposit in those accounts all monies received for and on account of the association.</p> <p><b>Execution of documents</b></p> <p>6. Documents to be executed on behalf of the association shall be signed by any two of the president, the Registrar, and a member-at large as appointed by the president.</p> <p><b>Investments</b></p> <p>7. The board may only invest any surplus or reserve funds in bonds of the Government of Canada or of the Province of Saskatchewan or in guaranteed investments with a Canadian chartered bank or credit union.</p>	<p><b>Title</b></p> <p>1. These Bylaws may be cited as <i>The Saskatchewan Dietitians Association Administrative Bylaws, 2021.</i></p> <p><b>Definitions</b></p> <p>2. In these Bylaws, “Act” means <i>The Dietitians Act.</i></p> <p><b>Seal</b></p> <p>3. The seal of the association is the seal whose imprint is affixed to these Bylaws as Appendix A.</p> <p><b>Fiscal year</b></p> <p>4. The fiscal year of the association is the period commencing on April 1 in one year and ending on March 31 in the following year.</p> <p><b>Banking</b></p> <p>5. The board shall keep bank accounts in one of the chartered banks or credit unions of Canada and shall deposit in those accounts all monies received for and on account of the association.</p> <p><b>Execution of documents</b></p> <p>6. Documents to be executed on behalf of the association shall be signed by any two of the president, the Registrar, and a member-at large as appointed by the president.</p> <p><b>Investments</b></p> <p>7. The board may only invest any surplus or reserve funds in bonds of the Government of Canada or of the Province of Saskatchewan or in guaranteed investments with a Canadian chartered bank or credit union.</p>	<p>For ease of tracking changes over time, updated to reflect the year.</p>

**Audit**

8. The members shall appoint an auditor at each annual meeting.
9. The auditor shall annually audit the association's books and accounts and furnish a report to the board for presentation at each annual meeting.

**Date, time and place**

10. The annual meeting of the association shall be held at the time and place determined by the association at a previous meeting or, failing such determination, at a time and place as determined by the board.

**Special meetings**

11. For the purposes of clause 6(2)(b) of the Act, the number of members required to demand a special meeting is the number equal to 10% of the voting members.

**Notice**

12. Notice of an annual or special meeting shall be mailed to members of the association at the address appearing in the register of the association, or by email or fax where requested by the member, at least 14 days prior to the date of the meeting.

**Quorum**

13. Quorum for any meeting of members is the number of members who are in attendance at the meeting.

**Voting at meetings**

14. Each full practicing member is entitled to one vote with respect to the business of the association.
15. A voting member not in attendance at an annual or special meeting may appoint another voting member as proxy.

**Procedures**

16. In all matters not regulated by these Bylaws, the most current edition of

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<p><i>Procedures for Meetings and Organizations</i> by Hubert King shall be followed.</p> <p>17. Notwithstanding section 16 the rules and procedures may be amended or suspended at any annual and special meeting by a majority vote of the voting members present.</p> <p><b>Number to be elected</b></p> <p>18. For the purposes of subsection 7(2) of the Act, the total number of members of the board to be elected is six, including:</p> <ul style="list-style-type: none"> <li>a. the president-elect who succeeds to the office of president;</li> <li>b. Member at Large (Discipline);</li> <li>c. Member at Large (Professional Conduct);</li> <li>d. Member at Large (Professional Standards); and</li> <li>e. Member at Large (Registration).</li> </ul> <p><b>Term of office</b></p> <p>19. For the purposes of subsection 7(5) of the Act, each elected member of the board holds office for a period of two years commencing at the close of the annual meeting at which he or she is elected until the close of the second annual meeting following that election.</p> <p>20. Notwithstanding section 11, the president-elect succeeds to the office of president at the end of the first year following his or her election and holds office as president for two years thereafter.</p> <p>21. No person may be elected to the same position on the board for more than three consecutive terms of office.</p>	<p><i>Procedures for Meetings and Organizations</i> by <b>M. Kaye Kerr and</b> Hubert W. King shall be followed.</p> <p>17. Notwithstanding section 16 the rules and procedures may be amended or suspended at any annual and special meeting by a majority vote of the voting members present.</p> <p><b>Number to be elected</b></p> <p>18. For the purposes of subsection 7(2) of the Act, the total number of members of the board to be elected is six, including:</p> <ul style="list-style-type: none"> <li>a. the president-elect who succeeds to the office of president;</li> <li>b. <b>five members at large;</b></li> </ul> <p><b>Term of office</b></p> <p>19. For the purposes of subsection 7(5) of the Act, each elected member of the board holds office for a period of two years commencing at the close of the annual meeting at which he or she is elected until the close of the second annual meeting following that election.</p> <p>20. Notwithstanding section 19, the president-elect succeeds to the office of president at the end of the first year following his or her election and holds office as president for two years thereafter.</p> <p>21. No person may be elected to the same position on the board for more than three consecutive terms of office.</p>	<p>Edit to reflect M. Kerr as author who was missed in original citation.</p> <p>Over time the SDA Board has evolved from a working board to a governance board. To better align with the governance role of board members, remove the specific operational references/ functions from the MAL positions to create five general member at large positions.</p>
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**Responsibilities**

- 22. The board shall:
  - a. establish policies as necessary to further the goals of the association;
  - b. establish policies governing the financial affairs of the association including the management of surplus funds;
  - c. approve the appropriation, investment and disbursement of the funds of the association;
  - d. review and approve the proposed budget for the association according to the association’s policies;
  - e. recommend to the membership revisions to, or amendment of, the bylaws;
  - f. participate in the public relations program of the association;
  - g. establish a mechanism for regularly evaluating the association;
  - h. submit to each annual meeting of the association an audited financial statement of the operations of the association for the past fiscal year.

**President**

- 23. The president shall preside over all meetings of the association and the board and generally exercise control and supervision over the affairs of the board and the association.
- 24. The president is an *ex-officio* non-voting member of all committees other than the Professional Conduct Committee, the Discipline Committee, and the Nominations Committee.
- 25. If a vacancy occurs in the office of president:
  - a. the president-elect shall assume the role and duties of the president; or
  - b. if there is no president-elect, the board shall appoint a member-at-large to assume the role and duties of the president.

**Responsibilities**

- 22. The board shall **govern in the best interests of the public to:**
  - a. establish policies as necessary to further the goals of the association;
  - b. establish policies governing the financial affairs of the association including the management of surplus funds;
  - c. approve the appropriation, investment and disbursement of the funds of the association;
  - d. review and approve the proposed budget for the association according to the association’s policies;
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Responsibilities of the board updated to make reference to public protection mandate.

**President-elect**

26. The president-elect shall act in the absence of the president and perform any other duties that may be assigned by the board or the president.

**Members at Large**

- 27. The Member at Large (Discipline) is responsible for arranging and organizing orientation and training sessions for members of the Discipline Committee.
- 28. The Member at Large (Legislation) is an ex-officio non-voting member of the Legislation Committee and liaises between the committee and the board.
- 29. The Member at Large (Professional Conduct) is responsible for arranging and organizing orientation and training sessions for members of the Professional Conduct Committee.
- 30. The Member at Large (Professional Standards) is an ex-officio non-voting member of the Professional Standards Committee and liaises between the committee and the board.
- 31. The Member at Large (Registration) is an ex-officio non-voting member of the Registration Committee and liaises between the committee and the board.
- 32. The Members at Large shall perform any other duties that may be assigned to them by the board.

**Public appointees**

- 33. The public appointees shall:
  - a. represent the views of the public on matters before the board;
  - b. report to the board on public concerns; and
  - c. perform any other duties that may be assigned by the board.

**President-elect**

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**Members at large**

- 27. The members at large shall :
  - a. attend and participate in board meetings;
  - b. sit on committees of the board; and
  - c. perform any other duties that may be assigned to them by the board.

**Public appointees**

- 28. The public appointees shall:
  - a. represent the views of the public on matters before the board;
  - b. report to the board on public concerns; and
  - c. perform any other duties that may be assigned by the board.

The section on Members at Large has been updated to identify their actual duties and removes any reference to operational functions.

**Board meetings**

- 34. The board shall meet at least four times between annual meetings, the first of which shall be held within 30 days of the annual meeting.
- 35. Special meetings of the board may be called on two days' notice:
  - a. by the president; or
  - b. on the request of three or more members of the board by the president within 10 days of receiving the request.
- 36. A notice of a special meeting shall specify the business to be considered and no other matters may be brought before the meeting.
- 37. The immediate past-president of the association shall be invited to attend all meetings of the board as an ex-officio non-voting member.
- 38. Members of the association may attend board meetings but are not entitled to speak or vote and will be excluded from the *in camera* portion of the meeting.
- 39. The quorum for any board meeting shall be a majority of the voting Members of the board.

**Registrar**

- 40. The Registrar shall perform the duties imposed on the Registrar by the Act and the bylaws and shall:
  - a. carry out the policies established by the board pertaining to the management and administration of the association; and
  - b. perform any other duties that may be assigned by the board.

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- 30. Special meetings of the board may be called on two days' notice:
  - a. by the president; or
  - b. on the request of three or more members of the board by the president within 10 days of receiving the request.
- 31. A notice of a special meeting shall specify the business to be considered and no other matters may be brought before the meeting.
- 32. The immediate past-president of the association shall be invited to attend all meetings of the board as an ex officio; non-voting member.
- 33. Members of the association may attend board meetings but are not entitled to speak or vote and will be excluded from the *in camera* portion of the meeting.
- 34. The quorum for any board meeting **is a** majority of the voting Members of the board.

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- 35. The Registrar shall perform the duties imposed on the Registrar by the Act and the bylaws and shall:
  - a. carry out the policies established by the board pertaining to the management and administration of the association; and
  - b. perform any other duties that may be assigned by the board.

Grammar edit to change the word "shall" to "is." Has no impact on the meaning of what constitutes a quorum.

**Time of elections**

- 41. Elections for members of the board are held at the annual meeting of members.
- 42. Elections for president-elect are held in 2017 and every two years thereafter.
- 43. Elections for the Member at Large (Professional Conduct), and Member at Large (Legislation) are held in 2017 and every two years thereafter.
- 44. Elections for the Members at Large (Discipline) Member at Large (Professional Standards) and Member at Large (Registration) are held in 2017, 2018 and every two years thereafter.

**Eligibility for nomination**

- 45. Only practicing members in good standing, other than employees of the association, who are residents in Saskatchewan, are eligible to be nominated for election or to hold or to continue to hold office.

**Nominations**

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

**Eligibility to vote**

- 49. All practicing members of the association are entitled to vote.

**Time of Elections**

- 36. Elections for president-elect are held in 2021 and every two years thereafter.
- 37. Elections for two of the member at large positions are held in odd years and for three of the Member at Large positions in even years.

**Eligibility for nomination**

- 38. Only practising members in good standing, other than employees of the association, are eligible to be nominated for election or to hold or to continue to hold office.

**Nominations**

- 39. The Chair of the Nominations Committee shall send a call for nominations to all members at least 45 days prior to the annual meeting.
- 40. All nominations must be received in writing by the Nominations Committee by the date that is 15 days before the annual meeting.
- 41. If there are insufficient nominations to require a vote to be held the Nominations Committee shall declare those nominated to be acclaimed to office and no vote need be conducted.
- 42. If an election is required, members will be notified at least 14 days prior to the annual meeting and provided with voting instructions.

**Eligibility to vote**

- 43. All practising members of the association are entitled to vote.

Because they will no longer be referred to by a specific portfolio name (ie. Registration, Legislation), the bylaws will specify that two of the MAL positions will turn over in odd years and three in even years.

As residency of Saskatchewan is already specified in the Dietitians Act, it doesn't need to be repeated in the bylaws.

Updated nomination process to reflect that election will occur prior to AGM. The nomination period will begin at least 45 days prior to AGM and be close 15 days prior to the AGM to allow sufficient time for nominations and voting to occur. If at the deadline the Nominations Committee determines a vote is required, the Executive Director will notify members by email with instructions on how the vote will be conducted.

**Conduct of election**

- 50. The election of members may take place by electronic means or mail-in ballot prior to the annual meeting, if a full slate of nominees exists. Or by ballot at the annual meeting by the members present in person, or by proxy, as determined by the board.
- 51. The board shall provide notice of the election process to be used and the procedures to be followed to members with the mail-in ballot or with the notice of the annual meeting where there is no mail-in ballot.
- 52. The election of the members of the board is decided by a plurality of the votes cast.
- 53. If an election by mail-in ballot results in a tie or if the withdrawal of a nominee creates a vacancy, a vote shall be held from the floor of the annual meeting.
- 54. Whenever there is only one candidate for a position, the candidate shall be elected by acclamation and a ballot will not be required.

**COMMITTEES**

**General**

- 55. The board shall establish terms of reference for each committee that it appoints, which shall include at a minimum:
  - a. membership and terms of appointment
  - b. chair;
  - c. quorum requirement;
  - d. budget allocation; and
  - e. mandate
- 56. 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. appoint a recording secretary and maintain minutes of all meetings; and
  - d. report to the board on the business of each meeting of the committee.

**Conduct of election**

- 44. Voting is conducted electronically using a secure means that is accessible to all practising members.
- 45. The election of the members of the board is decided by a plurality of the votes cast.
- 46. If an election results in a tie the president shall cast the deciding vote.

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  - b. meet as frequently as required to fulfill its terms of reference;
  - c. appoint a recording secretary and maintain minutes of all meetings; and
  - d. report to the board on the business of each meeting of the committee.

Updated process for conduct of election. Change to reflect that voting will occur electronically. Members will receive notification of the election and instructions on when and how to cast their vote. If an election results in a tie, the president shall cast the deciding vote.

As the Dietitians Act gives the SDA Board the authority to create committees for any purpose, removing the specific details on each committee to give the Board an opportunity to step back and review/revise the roles of each committee. Having the specifics removed from bylaws, doesn't mean that the committees won't exist, it will just provide the Board the flexibility to evaluate, re-organize and if needed create new committees.



### **Standing committees**

57. The standing committees of the association are the following:

- a. Legislation Committee;
- b. Professional Standards Committee;
- c. Finance Committee;
- d. Nominations Committee; and
- e. Registration Committee.

### **Legislation Committee**

58. The Legislation Committee consists of at least three persons appointed by the board.

59. The duties of the committee are:

- a. to monitor federal, provincial and municipal legislation affecting dietitians and the dietetic profession, and make recommendations to the board or association for action where required;
- b. to review the Act and bylaws of the association and make recommendations to the board regarding necessary changes;
- c. at the direction of the board, to prepare draft changes to the Act and bylaws; and
- d. to review policies and procedures to ensure consistency with the Act and bylaws.

### **Professional Standards Committee**

60. The Professional Standards Committee consists of at least three persons appointed by the board.

61. The duties of the committee are to make recommendations to the board with respect to:

- a. dietetic practice issues;
- b. standards of practice and code of ethics;
- c. continuing competence; and
- d. guidelines of dietetic practice.

### **Finance Committee**

62. The Finance and Audit Committee consists of at least three members of the board.

### **Coming into force**

49. In accordance with subsection 13(2) of the Act, these Bylaws come into force when they are made by the board.

63. The duties of the committee are to make recommendations to the board with respect to:
- a. the investment of association monies;
  - b. the annual budget;
  - 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.

#### **Nominations Committee**

64. The Nominations Committee consists of the Member at Large (Discipline) and at least two other members of the association in good standing appointed by the president at least three months prior to the date of the annual meeting.

65. The duties of the committee are to request of all members nominations for all positions on the board to be filled by election.

#### **Registration Committee**

66. The Registration Committee consists of at least three persons appointed by the board.

67. The duties of the committee are:

- a. to make recommendations to the Registrar with respect to accepting applicants for membership;
- b. to make recommendations to the board with respect to any matters related to registration.

#### **Coming into force**

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