

Saskatchewan Dietitians Association Administrative Bylaws, 2022

Title

1. These Bylaws may be cited as *The Saskatchewan Dietitians Association Administrative Bylaws, 2022*.

Definitions

2. In these Bylaws, “Act” means *The Dietitians Act*.

ASSOCIATION

Seal

3. The seal of the association is the seal whose imprint is affixed to these Bylaws as Appendix A.

Fiscal year

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.

Banking

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.

Execution of documents

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.

Investments

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.

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.

ASSOCIATION MEETINGS

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 *Procedures for Meetings and Organizations* by M. Kaye Kerr and Hubert King shall be followed.
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.

BOARD

Number to be elected

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:
 - a. the president-elect who succeeds to the office of president;
 - b. five members at large.

Term of office

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 they are elected until the close of the second annual meeting following that election.
20. Notwithstanding section 11, the president-elect succeeds to the office of president at the end of the first year following their election and holds office as president for two years thereafter.
21. No person may be elected to the same position on the board for more than three consecutive terms of office.

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;
 - 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.

OFFICERS AND EMPLOYEES

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.

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 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.

Board meetings

29. 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.
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.

Registrar

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.

PROCEDURES FOR ELECTIONS

Time of elections

36. Elections for members of the board are held at the annual meeting of members.
37. Elections for president-elect are held in 2021 and every two years thereafter. 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 practicing 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 three 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 to 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 practicing members of the association are entitled to vote.

Conduct of election

44. Voting is conducted electronically using a secure means that is accessible to all licensed members.

45. The election of 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.

COMMITTEES

General

47. Where the board establishes committees pursuant to subsection 12(1) of the Act or in accordance with these bylaws:

- a. the committees shall perform their duties under the direction of the board;
- b. a majority of committee members constitutes a quorum;
- c. committee members may, in the discretion of the board, be paid honoraria and are entitled to reimbursement for expenses in accordance with the rates set by the board.

48. The board shall make all appointments to all committees and shall designate the chairperson or alternates, if any. The board shall establish terms of reference for each commit that it appoints, which shall include at a minimum:

- a. membership and terms of appointment
- b. chair;
- c. quorum requirement; and
- d. mandate

49. All committee appointments, other than the committees established by the Act, are for a term of two years and are renewable.

50. Any committee member whose conduct or activities are detrimental to or inconsistent with the objectives with SDA may be removed or suspended from the committee by a majority vote of the board.

Coming into force

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

Certified True Copy

Lana Moore

June 22, 2022

Lana Moore, RD

Date