

Saskatchewan College of Dietitians Administrative Bylaws

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Title

1 These Bylaws may be cited as *The SCD Administrative Bylaws, 2024*.

Definitions

2 In these Bylaws:

“**Act**” means *The Dietitians Act*;

“**registrant**” means a person who is registered as a member of the college;

“**voting registrant**” means a registrant who is registered in the full practising membership category.

COLLEGE

Seal

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

Fiscal year

4 The fiscal year of the college 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 college.

Execution of documents

6 Documents to be executed on behalf of the college shall be signed by any two of the president, the registrar, and a member-at large appointed by resolution of the board.

Investments

7 The board may only invest 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(1) The registrants shall appoint an auditor at each annual meeting.

(2) The auditor shall annually audit the college's books and accounts and furnish a report to the board for presentation at each annual meeting.

MEETINGS

Annual meeting

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

Special meetings

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

Notice

11 Notice of an annual or special meeting shall be mailed to registrants at the address appearing in the register of the college, or by email or fax where requested by a registrant, at least 14 days prior to the date of the meeting.

Quorum

12 Quorum for any meeting of registrants is the number of registrants who are in attendance at the meeting.

Voting

13(1) Each full practising registrant is entitled to one vote with respect to the business of the college.

(2) A voting registrant not in attendance at an annual or special meeting may appoint another voting registrant as proxy.

Procedures

14(1) 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.

(2) Notwithstanding subsection (1). 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

15 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; and
- (b) five members-at-large.

Term of office

16(1) Each member-at-large 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.

(2) 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.

(3) No person may be elected to the same position on the board for more than three consecutive terms of office.

Meetings

17(1) The board shall meet at least four times between annual meetings, the first of which must be held within 30 days of the annual meeting.

(2) 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.

(3) A notice of a special meeting shall specify the business to be considered and no other matters may be brought before the meeting.

(4) The immediate past-president of the college shall be invited to attend all meetings of the board as an *ex officio* non-voting member.

(5) Registrants may attend board meetings but are not entitled to speak or vote and will be excluded from the *in camera* portion of the meeting.

(6) The quorum for any board meeting is a majority.

OFFICERS AND EMPLOYEES

President

18(1) The president shall preside over all meetings of the college and the board and generally exercise control and supervision over the affairs of the board and the college.

(2) 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

19 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

20 All members of the board 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

21 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.

Registrar

22 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 college; and
- (b) perform any other duties that may be assigned by the board.

ELECTIONS

Timing

23(1) Elections for members of the board are held at the annual meeting of members.

(2) Elections for president-elect are held in 2025 and every two years thereafter.

(3) 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

24 Only voting registrants, other than employees of the college, are eligible to be nominated for election or to hold or to continue to hold office.

Nominations

25(1) The Chair of the Nominations Committee appointed by the board shall send a call for nominations to all members at least 45 days prior to the annual meeting.

(2) All nominations must be received in writing by the Nominations Committee no later than 15 days before the annual meeting.

(3) 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.

(4) If an election is required, voting registrants will be notified at least 14 days prior to the annual meeting and provided with voting instructions.

Conduct of election

26(1) Voting is conducted electronically using a secure means that is accessible to all voting registrants.

(2) The election of members of the board is decided by a plurality of the votes cast.

(3) If an election results in a tie, the president shall cast the deciding vote.

COMMITTEES

General

27(1) 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; and
- (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.

(2) The board shall make all appointments to all committees and shall designate the chairperson or alternates, if any.

(3) The board shall establish terms of reference for each committee that it appoints, which shall include provisions relating to:

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

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

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

REPEAL AND COMING INTO FORCE

Repeal

28 *The Saskatchewan Dietitians Association Administrative Bylaws, 2022* are repealed.

Coming into force

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