



CANADIAN
EVALUATION
SOCIETY

LA SOCIÉTÉ
CANADIENNE
D'ÉVALUATION

BYLAWS

Relating generally to the transaction of business and affairs of the

Canadian Evaluation Society, Alberta and Northwest Territories Chapter

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Section One: Preamble

- 1.1 The name of the Chapter is the Canadian Evaluation Society, Alberta and Northwest Territories Chapter, which may also be known or referred to as the Chapter or the Alberta and Northwest Territories Chapter.
- 1.2 The following sections set forth Bylaws of the Canadian Evaluation Society, Alberta and Northwest Territories Chapter.
- 1.3 Nothing in these Bylaws shall contravene the Bylaws of the Canadian Evaluation Society. In the event of any conflict, the Bylaws of the Canadian Evaluation Society shall supersede these Bylaws, except in the event of necessity by Alberta and/or Northwest Territories law.

Section Two: Definition and Interpretation

2.1 **Definitions**

In these Bylaws, the following words have these meanings:

- 2.1.1 *Act* means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 *Bylaws* means the Bylaws of this Chapter as amended.
- 2.1.3 *Chapter* means the Canadian Evaluation Society, Alberta and Northwest Territories Chapter.
- 2.1.4 *Society* means the Canadian Evaluation Society (CES).
- 2.1.5 *Registered Office* means the registered office for the Chapter.
- 2.1.6 *Board* means the Board of Directors of this Chapter.
- 2.1.7 *Director* means any person elected or appointed to the Board of Directors of this Chapter.
- 2.1.8 *Member* means a Member of the Chapter. Members of the Chapter are also Members of the Canadian Evaluation Society as described in Section 3.1 below and in Section Three of the Bylaws of the Canadian Evaluation Society, dated May 2002.
- 2.1.9 *Voting Member* means a Member entitled to vote at the Meetings of the Chapter.
- 2.1.10 *Board Meeting* means a meeting of the Board of Directors.
- 2.1.11 *General Meeting* means the Annual General Meeting described in Section 4.1.
- 2.1.12 *Special Meeting* means the Special General Meeting described in Section 4.2.
- 2.1.13 *Special Resolution* means:
 - 2.1.13.1 A resolution passed at a General Meeting of the Membership of this Chapter. There must be twenty-one (21) calendar days notice for this Meeting. The notice must state the proposed resolution. There must be approval by a vote of three-quarters (3/4) of the Voting Members who vote in person;

- 2.1.13.2 A resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) calendar days notice. There must be approval by a unanimous vote of the Voting Members who vote in person; or
- 2.1.13.3 A resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws:

- 2.2.1 *Singular and Plural:* Words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 *Corporation:* Words indicating persons also include corporations.
- 2.2.3 *Headings* are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 *Liberal Interpretation:* These Bylaws must be interpreted broadly and generously.

Section Three: Membership

3.1 Definition of Membership

- 3.1.1 An individual shall become a Member of both the Society and the Chapter, simultaneously. Sections 3.01 through 3.08, inclusive, of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002 shall govern Membership in the Chapter with the provision that the Members of the Chapter must have permanent residence in the Province of Alberta or the Northwest Territories.
- 3.1.2 In accordance with Section 3.02a of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002, the following classes of Membership are recognized by the Chapter:
 - 3.1.2.1 Individual Members, comprised of:
 - 3.1.2.1.1 Full Members; and
 - 3.1.2.1.2 Student Members, and part-time and full-time students registered at recognized post-secondary institutions. A student may register as such for a total of five years.
 - 3.1.2.2 Institutional Members, comprised of library Members.
- 3.1.3 In accordance with Section 3.02b of Bylaws pertaining to the Canadian Evaluation Society dated May 2002, Members shall be individuals and/or libraries desiring to become supporters of the aims and ideals of the Society who pay such fees as are fixed by the National Council of the Canadian Evaluation Society.

3.2 Responsibilities of Chapter Members

- 3.2.1 It is the responsibility of the individual Chapter Member to ensure that his or her Membership in the Society is current.
- 3.2.2 All Members of the Chapter shall have the right and responsibility to attend all General Meetings and Special Meetings of the Chapter and Society.
- 3.2.3 It is the responsibility of the Chapter Member to maintain a current address with the Society, to which all notices pertaining to the business of the Chapter and the Society may be sent.
- 3.2.4 Upon admission to the Society, all Chapter Members shall be obliged to support the objects of the Society and the Chapter as detailed in the Bylaws of the Society and the Chapter.

3.3 Chapter Member Rights and Privileges

In addition to the rights outlined in Section 3.03 of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002 and thirty (30) calendar days after the date of receipt of their annual Membership fee by the Society, all full Members of the Chapter shall have the right to:

- 3.3.1 Receive notice of General Meetings and Special Meetings of the Chapter;
- 3.3.2 Nominate Members for the Chapter's Board of Directors;
- 3.3.3 Stand for election to the Chapter's Board of Directors;
- 3.3.4 Vote in all elections for Offices of the Chapter;
- 3.3.5 Vote on changes to Bylaws of the Chapter and the administrative practice of the Chapter; and
- 3.3.6 Exercise other rights given to Chapter Members in these Bylaws.

3.4 Voting by Chapter Members

Only Members of the Chapter, as defined by the Bylaws for the Alberta and Northwest Territories Chapter, may vote and each is entitled to only one (1) vote. No proxy voting is allowed.

3.5 Chapter Member Liability

No Chapter Member is, in his or her individual capacity, liable for any debt or liability of the Chapter.

3.6 Resignation of Chapter Members

Regarding the resignation of Members, the Chapter recognizes the procedure outlined in Section 3.05 of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002:

"Any member may at any time resign as a member of the Society by filing a written resignation with the Secretary of the Society and such resignation shall take effect upon the acceptance of the same by the Council."

3.7 Expulsion of Chapter Members

There are no methods for expelling a Chapter Member as this is not covered in the Bylaws pertaining to the Canadian Evaluation Society dated May 2002. Termination of Chapter Membership is outlined below in Section 3.8.

3.8 Termination of Chapter Membership

Termination of Membership in the Chapter shall occur simultaneously with termination of Membership in the Society, as outlined in Section 3.07 of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002:

“The interest of a member in the Society shall not be transferable and shall lapse and cease to exist upon the death of such member. The interest of a member in the Society shall also lapse and cease to exist thirty (30) days following the mailing to such member of notification of any membership fee payable by such member unless within such period the membership fee in arrears has been received by the Society.”

Section Four: Meetings of the Chapter

4.1 The Annual General Meeting

4.1.1 Calling of an Annual General Meeting

The Chapter holds its Annual General Meeting within six (6) months of the end of the fiscal year. The Board of Directors sets the place, date and time of the Meeting.

4.1.2 Notice

The Secretary/Treasurer mails, e-mails or delivers a notice to each Member and the auditor(s) at least twenty-one (21) calendar days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

4.1.3 Quorum

Attendance by ten (10) percent of the total number of Members of the Chapter at the Annual General Meeting is a quorum.

4.1.4 Agenda for the Annual General Meeting

The Annual General Meeting deals with the following matters:

4.1.4.1 Calling the Meeting to order;

4.1.4.2 Determining that the provisions of the Chapter's general Bylaws regarding notice of the Meeting have been complied with and that a quorum is present (refer to Section 4.3.2 if quorum is not reached);

4.1.4.3 Adopting the agenda;

4.1.4.4 Adopting the Minutes of the last Annual General Meeting and intervening Special and General Meetings;

4.1.4.5 Presenting the annual reports of the Directors, except for the Secretary/Treasurer;

4.1.4.6 Presenting the annual reports of standing committees;

4.1.4.7 Presenting and approving the financial statements of the Chapter and reading of the auditor's report;

4.1.4.8 Electing, as required, Members of the Board of Directors;

4.1.4.9 Appointing auditors;

- 4.1.4.10 Confirming the enactment, passing, repeal, amendment or re-enactment of any bylaws; and
- 4.1.4.11 Considering matters specified in the Meeting notice.

4.2 Special General Meeting of the Chapter

- 4.2.1 Calling of a Special General Meeting
A Special General Meeting may be called at any time:
 - 4.2.1.1 By a Resolution of the Board of Directors to that effect; or
 - 4.2.1.2 On the written request of at least one-half (1/2) of the Board of Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
 - 4.2.1.3 On the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.
- 4.2.2 Notice
The Secretary/Treasurer mails, e-mails or delivers a notice to each Member at least twenty-one (21) calendar days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.
- 4.2.3 Agenda for Special General Meeting
Only the specific matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.
- 4.2.4 Procedure at the Special General Meeting
Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3 Proceedings at the Annual General Meeting or a Special General Meeting

- 4.3.1 Attendance by the Public
General Meetings and Special Meetings of the Chapter are open to the public. At any time during the Meeting, a majority of the Members present may ask persons who are not Members to leave.
- 4.3.2 Failure to Reach Quorum
The Chair of the Meeting cancels the Meeting if a quorum is not present within one-half (1/2) hour after the set start time. If cancelled, the Meeting is rescheduled for one (1) week later at a specified time and place. If a quorum is not present within one-half (1/2) hour after the set start time of the second Meeting, the Meeting will proceed with the Members in attendance.
- 4.3.3 Presiding Officer
The President chairs every General Meeting and Special Meeting of the Chapter. The Vice President chairs in the absence of the President. If the President and Vice President are absent, the Board of Directors elects a Director to be Chairperson for the Meeting. If no Director is present, the Meeting will be rescheduled as per Section 4.3.2.
- 4.3.4 Adjournment

- 4.3.4.1 The Chair may adjourn any General Meeting or Special Meeting with the consent of at least two-thirds (2/3) of the Members present at the Meeting. The adjourned Meeting conducts only the unfinished business from the initial Meeting.
 - 4.3.4.2 No notice is necessary if the General Meeting or Special Meeting is adjourned for less than twenty-eight (28) calendar days.
 - 4.3.4.3 The Chapter must give notice when a General Meeting or Special Meeting is adjourned for twenty-eight (28) calendar days or more. Notice must be the same as for any General Meeting or Special Meeting.
- 4.3.5 Voting at the General Meetings and Special Meetings
- 4.3.5.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General Meeting and Special Meeting. A ballot is used if at least one-half (1/2) of voting Members request it.
 - 4.3.5.2 The Chair of the Meeting does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.
 - 4.3.5.3 A Voting Member may not vote by proxy.
 - 4.3.5.4 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
 - 4.3.5.5 The Chair of the Meeting declares a Resolution carried or lost. This statement is final and does not have to include the number of votes for and against the Resolution.
 - 4.3.5.6 The Chair of the Meeting decides any dispute on any vote. The Chair of the Meeting decides in good faith and this decision is final.
- 4.3.6 Failure to Give Notice of Meeting
No action taken at a General Meeting or Special Meeting is invalid due to:
- 4.3.6.1 Accidental omission to give any notice to any Member or auditor;
 - 4.3.6.2 Any Member or auditor not receiving any notice; or
 - 4.3.6.3 Any error in any notice that does not affect the meaning.

Section Five: Board of Directors

5.1 Management

The Board of Directors governs and manages the affairs of the Chapter. The Board of Directors may hire contractors to carry out management functions under the direction and supervision of the Board of Directors.

5.2 Board of Directors Composition

The Board of Directors of the Chapter shall include a minimum of nine (9) Chapter Members, including the President and seven (7) Directors elected at the Annual General Meeting from among the Voting Members, and the immediate Past President, as listed below in Sections 5.2.1 to 5.2.9:

- 5.2.1 President;
- 5.2.2 Vice President;
- 5.2.3 National Council Representative;
- 5.2.4
- 5.2.5 Secretary/Treasurer;
- 5.2.6 Newsletter/Website Coordinator(s) (1 to 3);
- 5.2.7 Professional Development Coordinator(s) (1 to 4);
- 5.2.8 Members-at-Large (1 to 4);
- 5.2.9 Past President.

5.3 The President:

- 5.3.1 When present, chairs all Meetings of the Board;
- 5.3.2 Supervises the affairs of the Board;
- 5.3.3 Communicates with the CES National administrative office on matters pertaining to Membership, finances and other matters;
- 5.3.4 Acts as the spokesperson for the Chapter;
- 5.3.5 Is an ex-officio member of all Board committees, except the Nominating Committee; and
- 5.3.6 Carries out other duties assigned by the Board.

5.4 The Vice President:

- 5.4.1 Presides at Meetings in the President's absence. If the Vice President is absent, the Board of Directors elects a Chairperson for the Meeting;
- 5.4.2 Replaces the President at various functions when asked to do so by the President or the Board of Directors; and
- 5.4.3 Carries out other duties assigned by the Board.

5.5 *The National Council Representative:*

- 5.5.1 Carries out the responsibilities as outlined in the Bylaws of the Canadian Evaluation Society, dated May 2002;
- 5.5.2 Actively represents the Chapter at the national level and serves as a liaison between the Chapter and National body; and
- 5.5.3 Carries out other duties assigned by the Board.

5.6 *The Membership Coordinator:*

- 5.6.1 Manages and keeps current the Membership records, including names and contact information for Members; and
- 5.6.2 Carries out other duties assigned by the Board.

5.7 *The Secretary/Treasurer:*

- 5.7.1 Attends all Meetings of the Chapter;
- 5.7.2 Serves as the key communicator, ensuring that the Board of Directors and Membership is well informed of all activities and issues, including event and Meeting notices;
- 5.7.3 Maintains and distributes accurate and timely Minutes of the transactions of the Chapter;
- 5.7.4 Files the annual return, changes in the Directors of the Chapter, amendments in the Bylaws and other incorporating documents with the Corporate Registry;
- 5.7.5 Maintains and distributes accurate and timely records of all the finances of the Chapter;
- 5.7.6 Ensures that all monies paid to the Chapter are deposited in a chartered bank, treasury branch or trust company chosen by the Board of Directors;
- 5.7.7 Ensures that a detailed account of revenues and expenditures is presented to the Board as requested;
- 5.7.8 Ensures that an audited statement of the financial position of the Chapter is prepared and presented to the Annual General Meeting; and
- 5.7.9 Carries out other duties assigned by the Board.

5.8 *The Newsletter/Website Coordinator:*

- 5.8.1 In conjunction with the Board of Directors, produces and disseminates a minimum of two (2) newsletters per fiscal year on evaluation issues and activities of interest to the Membership;
- 5.8.2 Monitors and maintains the Chapter website to ensure the information is current and clearly communicated to the Membership; and
- 5.8.3 Carries out other duties assigned by the Board.

5.9 *The Professional Development Coordinator:*

- 5.9.1 Coordinates the provision of educational opportunities to assist both Members and non-members in expanding their evaluation skills and knowledge;
- 5.9.2 Monitors evaluation related training and/or activities of interest to Chapter Members and draws to the attention of the Board of Directors; and
- 5.9.3 Carries out other duties assigned by the Board.

5.10 *The Member-at-Large:*

The Member-at-Large shall have such duties as agreed upon by the Board of Directors.

5.11 *The Past President:*

- 5.11.1 Is reliable counsel to the President and is available to take on special assignments;
- 5.11.2 Provides history for Chapter discussions when requested and/or appropriate;
- 5.11.3 Chairs the Nominating Committee; and
- 5.11.4 Carries out other duties assigned by the Board.

5.12 *Terms of Office*

- 5.12.1 No person shall hold more than one seat on the Board of Directors.
- 5.12.2 All terms on the Board of Directors shall normally be for two (2) years in any one Board of Directors position, beginning on the day of the Annual General Meeting of the year in which they were elected or appointed and which end on the day of the second subsequent Annual General Meeting.
- 5.12.3 Members of the Board of Directors shall be elected, ratified or appointed for a term not exceeding two (2) years and thereafter are eligible to be re-elected or reappointed for a second term not exceeding two (2) years, in that same Board position. Members of the Board of Directors must thereafter stand down for at least one year before being eligible to be re-elected or reappointed for any subsequent term in that same Board position unless the subsequent term is approved by a majority vote of the Membership at a General Meeting or Special Meeting.
- 5.12.4 Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms, to the same Board position, as outlined in Section 5.12.3.
- 5.12.5 The term for the immediate Past President shall normally be for one (1) year, beginning on the day of the Annual General Meeting of the year in which they were appointed and which ends on the day of the first subsequent Annual General Meeting.
- 5.12.6 The Board of Directors shall appoint a representative to the National Council for a three (3) year term, as specified in Sections 5.03 and 5.05 in the Bylaws pertaining to the Canadian Evaluation Society dated May 2002. This representative shall be a Member of the Board of Directors.

5.13 Meetings of the Board of Directors

- 5.13.1 The Board of Directors holds at least six (6) Meetings each fiscal year. The President calls the Meetings.
- 5.13.2 The President also calls a Meeting if any two (2) Directors make a request in writing and state the business for the Meeting.
- 5.13.3 At least fourteen (14) calendar days notice for Meetings of the Board of Directors is e-mailed to each Director. Directors may waive notice.
- 5.13.4 A majority of the Directors present at any Meeting of the Board of Directors is a quorum.
- 5.13.5 If there is no quorum, the President adjourns the Meeting to the same day, place and time of the following week. At least four (4) Directors present at this later meeting is a quorum.
- 5.13.6 Each Director, including the President and the Past President, has one (1) vote. The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.13.7 Meetings of the Board of Directors are open to Members of the Chapter, but only Directors may vote. A majority of the Directors present may ask any Members to leave.
- 5.13.8 All Directors may agree to a resolution via e-mail. This resolution is as valid as one passed at any Board of Directors meeting. It is not necessary to give notice or to call a Meeting of the Board of Directors. The date on the resolution is the date it is passed.
- 5.13.9 A meeting of the Board of Directors may be held by a conference call. Directors who identify themselves and participate in this call are considered present for the Meeting.
- 5.13.10 Directors who cannot attend a Meeting of the Board of Directors are to submit brief written reports on their respective activities in advance of the Meeting.
- 5.13.11 Directors who cannot attend a Meeting of the Board of Directors can submit issues for discussion in advance of the Meeting by completing the Backgrounder form and/or via e-mail.
- 5.13.12 Irregularities or errors done in good faith do not invalidate acts done by any Meeting of the Board of Directors.
- 5.13.13 A Director may waive formal notice of a Meeting.

5.14 Board of Directors Attendance Problem

- 5.14.1 Definition of a Board of Directors Attendance Problem
A Board of Directors attendance problem occurs if any of the following conditions exist in regard to a Board of Director's attendance at Meetings of the Board of Directors:
 - 5.14.1.1 The Director has two (2) un-notified absences in a row ("un-notified" means the Director did not call ahead to another Director before the upcoming Meeting to indicate that he or she would be gone from the upcoming Meeting);
 - 5.14.1.2 The Director has three (3) notified absences in a row.

5.14.1.3 The Director misses one-third (1/3) of the total number of Meetings of the Board of Directors in a twelve (12) month period.

5.14.2 Suggested Response to a Board of Directors Attendance Problem

5.14.2.1 If a Board of Directors attendance problem exists regarding a Director, the President will promptly contact the Director to discuss the problem. The Director's response will promptly be shared by the President with the entire Board of Directors at the next Meeting of the Board of Directors. In that Meeting, the Board of Directors will decide what actions to take regarding the Board of Director's future membership on the Board of Directors. If the Board of Directors decides to terminate the Director's membership on the Board, termination will be conducted per the process specified in Section 5.15.

5.15 Resignation or Removal of a Director

5.15.1 A Director, including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice or on the date the Board of Directors accepts the resignation, whichever is earlier.

5.15.2 A Director shall cease to be eligible to remain as a Member of the Board of Directors if at any time he or she shall cease to be a Member of the Chapter.

5.15.3 Voting Members may remove any Director, including the President and the immediate Past President, before the end of his or her term. There must be a majority vote at a Special General Meeting called for this purpose. None of the Directors affected by such a resolution may vote on said resolution.

5.15.4 Any Member of the Board of Directors may be removed by two-thirds (2/3) majority of Members at a General Meeting or Special Meeting providing notice of such intent is communicated to all Members within twenty-one (21) calendar days notice. Any General Meeting or Special Meeting may be called by a request in writing, signed by ten (10) Members of the Chapter. None of the Directors affected by such a resolution may vote on said resolution. In the event that a Director is removed by a General Meeting or Special Meeting, elections for a replacement shall be held immediately at the same Meeting.

5.16 Vacancies

5.16.1 If there is a vacancy on the Board of Directors, the remaining Directors may appoint a Member to fill that vacancy for the remainder of the term. This does not apply to the position of the immediate Past President. This position remains vacant until a new President is elected at an Annual General Meeting.

5.16.2 Any vacancy, except one caused by removal in a General Meeting or Special Meeting, may be filled by resolution of the Board of Directors.

5.16.3 The Board of Directors shall make all reasonable attempts to fill any vacancy on the Board of Directors within sixty (60) calendar days of its occurring. Any Member of the Chapter filling the vacancy holds office until the next Annual General Meeting, except in the case of the positions of the National Council Representative and the immediate Past President.

- 5.16.4 If, for any reason, the National Council Representative ceases to hold office, the Board of Directors shall appoint a Member of the Chapter to the office until the end of the term as specified by Sections 5.03 and 5.05 of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002.

Section Six: Election of the Board of Directors

6.1 General Election Information

- 6.1.1 It is the intent of these Bylaws that approximately one-half (1/2) of the Members of the Board of Directors may be replaced in any given annual election to ensure both the vitality and representative nature of the Board of Directors.
- 6.1.2 No less than twenty-one (21) calendar days prior to the Annual General Meeting, all Chapter Members shall be invited to nominate themselves or other Members for vacant positions on the Board of Directors. Nominations shall be seconded by a Member of the Chapter and a written statement by the nominee that he or she is willing to serve if elected. All nominations must be submitted to the Nominating Committee at least seven (7) calendar days prior to the date of the Annual General Meeting.
- 6.1.3 Individuals standing for election must be Members of the Chapter.

6.2 Election Proceedings at the Annual General Meetings

- 6.2.1 At the first Annual General Meeting of the Chapter, the Voting Members elect the following Directors:
- 6.2.1.1 At least four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and
- 6.2.1.2 At least four (4) Directors, each serving a term that ends at the close of the first Annual General Meeting at which these Directors were elected.
- 6.2.2 At each succeeding Annual General Meeting of the Board of Directors, Voting Members elect:
- 6.2.2.1 At least four (4) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- 6.2.3 The election of the Members of the Board of Directors at the Annual General Meeting shall be conducted by the Chair of the Annual General Meeting.
- 6.2.4 For each position which is not filled by acclamation, a vote of a show of hands will be held at the Annual General Meeting. The Board of Directors will provide a list of acclaimed Directors and shall list all valid nominations for each vacant position accompanied by a brief professional biography for each name. Members in arrears shall forfeit their rights to vote during the period of their delinquency.
- 6.2.5 Directors shall be elected by simple majority of votes at the Annual General Meeting.
- 6.2.6 The results of the election will be announced at the Annual General Meeting and the new Board of Directors will immediately be installed.

Section Seven: The Government of the Chapter

7.1 Keeping and Using the Society Seal

As our governing body, the Canadian Evaluation Society shall keep and use the Society's seal in accordance with Section 4.01 of the Bylaws pertaining to the Canadian Evaluation Society dated May 2002:

"The seal of the Society shall be in such form as shall be prescribed by the councillors of the Society and shall contain the letters and the words 'Canadian Evaluation Society – La Société canadienne d'évaluation'."

7.2 The Registered Office

The Registered Office of the Chapter will be located at such a place as the Board of Directors may require. The Registered Office will normally be located within the province of Alberta.

7.3 Powers and Duties of the Board of Directors

The Board of Directors has the powers of the Chapter, except as stated in the Societies Act. The powers and duties of the Board of Directors include:

- 7.3.1 Promoting the objects of the Chapter;
- 7.3.2 Promoting membership in the Chapter;
- 7.3.3 Hiring contractors to assist with operating the Chapter;
- 7.3.4 Regulating contractors' duties and setting their compensation;
- 7.3.5 Maintaining and protecting the Chapter's assets and property;
- 7.3.6 Approving an annual budget for the Chapter;
- 7.3.7 Paying all expenses for operating and managing the Chapter;
- 7.3.8 Paying persons for services and protecting persons from debts of the Chapter;
- 7.3.9 Investing any extra monies;
- 7.3.10 Financing the operations of the Chapter and borrowing or raising monies;
- 7.3.11 Making policies for managing and operating the Chapter;
- 7.3.12 Approving all contracts for the Chapter;
- 7.3.13 Maintaining all accounts and financial records of the Chapter;
- 7.3.14 Appointing legal counsel as necessary;
- 7.3.15 Making policies, rules and regulations for operating the Chapter and using its facilities and assets;
- 7.3.16 Selling, disposing of or mortgaging any or all of the property of the Chapter; and
- 7.3.17 Without limiting the general responsibility of the Board of Directors, delegating its powers and duties to a committee(s) of the Board of Directors and/or a contractor(s) of the Chapter.

7.4 *Loans, Debts and Borrowing Powers*

- 7.4.1 The Chapter shall not enter into any loan arrangements unless approved by a Special Resolution of the Chapter.
- 7.4.2 The Board of Directors may approve such temporary debts as may be needed to carry out functions such as workshops, conferences and other activities. These activities and the total financial commitment are approved by the Membership in a General Meeting or Special Meeting.
- 7.4.3 The banking of the Chapter shall be transacted with any bank, credit union or trust company as may be designated by the Board of Directors.
- 7.4.4 The Board of Directors may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

7.5 *The Keeping and Inspection of the Books and Records of the Chapter*

- 7.5.1 Minutes shall be kept of all Meetings of the Chapter. All Minutes shall be approved with or without amendment and shall constitute the record of the Chapter's proceedings and shall be admissible in evidence as "prima facie" proof of the proceedings.
- 7.5.2 The Secretary/Treasurer keeps a copy of the Minutes and records Minutes of all Meetings.
- 7.5.3 A copy of the Minutes is kept at the Registered Office of the Chapter. This record contains Minutes from all Meetings.
- 7.5.4 The Board keeps and files all necessary books and records of the Chapter as required by the Bylaws, the Societies Act or any other statute or laws.
- 7.5.5 A Member of the Chapter wishing to inspect the books or records of the Chapter must give reasonable notice to the President of his or her intention to do so.
- 7.5.6 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Chapter, during normal business hours.
- 7.5.7 All financial records of the Chapter are open for such inspection by the Members of the Chapter.
- 7.5.8 Other records of the Chapter are also open for inspection, except for records that the Board designates as confidential.

7.6 *Fiscal Year*

- 7.6.1 The fiscal period of the Chapter shall commence on the 1st day of April in each year and shall terminate on the 31st day of March of the following year.

7.7 Audit of Records

- 7.7.1 Within three (3) months of the end of the fiscal period, the financial records of the Chapter shall be audited by an Audit Committee or a Certified General Accountant as appointed at the Annual General Meeting.
- 7.7.2 The Audit Committee:
- 7.7.2.1 Consists of the Secretary/Treasurer, who is the Chairperson, and three (3) Members appointed at the Annual General Meeting;
 - 7.7.2.2 Prepares annual audit statements for all revenues and expenditures;
 - 7.7.2.3 Presents audited statements of the financial position of the Chapter to the Annual General Meeting; and
 - 7.7.2.4 Holds office until the next Annual General Meeting.
- 7.7.3 The Members of the Audit Committee shall not receive remuneration for acting as such but may be paid travel and living allowances to compensate them for expenses incurred by them in the conduct of their duties and other remuneration as per Chapter policy and approved in advance by the Board of Directors.

7.8 Execution of Documents

- 7.8.1 The designated Directors or other persons authorized to do so by resolution of the Board sign all cheques, bills, notes, acceptances and orders drawn on the monies of the Chapter. Two signatures are required on all such documents.
- 7.8.2 All other contracts, documents, agreements, engagements or instruments must be signed by the Directors or other persons authorized to do so by resolution of the Board.

7.9 Dissolution

- 7.9.1 The Chapter does not pay any dividends or distribute its property among its Members.
- 7.9.2 In the event that a Board of Directors is not formed, the Chapter shall be deemed to have ceased functioning and all assets revert to the Canadian Evaluation Society.

Section Eight: Protection of Members of the Board of Directors and Conflict of Interest

8.1 *Protection of Members of the Board of Directors*

- 8.1.1 Each Director holds office with protection from the Chapter. The Chapter indemnifies each Director against all costs or charges that result from any act done in his or her role for the Chapter. The Chapter does not protect any Director for acts of fraud, dishonesty or bad faith.
- 8.1.2 No Director is liable for the acts of any other Director or contractor. No Director is responsible for any loss or damage due to bankruptcy, insolvency or wrongful act of any person, firm or corporation dealing with the Chapter. No Director is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Chapter, unless the act is fraud, dishonesty or bad faith.
- 8.1.3 No provision, article, bylaw or resolution relieves a Director from the duty to act in accordance with the Non-Profit Corporations Act, or relieves him or her from the liability for a breach thereof.

8.2 *Indemnification*

The Chapter hereby acknowledges and agrees that Directors shall be deemed to have assumed their office on the express understanding, agreement and condition that except as hereinafter provided, they and their heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Chapter from and against:

- 8.2.1 Any liability and all costs, charges and expenses whatsoever that they sustain or incur in respect of any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and
- 8.2.2 All other costs, charges and expenses that they sustain or incur in respect of the affairs of the Chapter; except such liability, costs, charges or expenses as are occasioned by their own dishonesty, willful neglect or default.

8.3 *Liability Insurance*

The Chapter may purchase and maintain insurance for the benefit of Directors thereof, except insurance against a liability, cost, charge or expense of the Directors incurred as a result of their own dishonesty, willful neglect or default.

8.4 *Irregularities in Procedure*

No act or proceeding of any Director shall be invalid or ineffective by reason only of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director.

8.5 *Directors Entitled to Rely on Reports of Others*

Directors can rely on the accuracy of any statement or report prepared by the Chapter's auditor and any other report prepared by a qualified person. Directors shall not be responsible or held liable for any loss or damage as a result of acting on that statement or report.

8.6 *Remuneration and Expenses*

No Member of the Board of Directors shall receive remuneration for any administrative duties associated with the Chapter. Members of Board of Directors or other designated Members may be paid travel and living allowances to compensate them for expenses incurred by them in the conduct of their duties and other remuneration as per Chapter Policy.

8.7 Professional Services

Members of the Board of Directors may be contracted to perform professional services such as conducting workshops, seminars, etcetera. Remuneration for these contracted deliverables will be in accordance with the fee schedule for such activities approved by the Board.

Section Nine: Committees

9.1 Board Committees

9.1.1 Establishing Committees

The Board of Directors may, from time to time, appoint standing committees, advisory committees and ad hoc subcommittees of the Board of Directors. These committees may also include Members of the Chapter who are not Members of the Board of Directors.

9.1.2 General Procedures for Committees

9.1.2.1 The Board of Directors shall appoint the Members of the various committees.

9.1.2.2 Membership in any committee shall be open to all Members of the Chapter, including Members of the Board of Directors, and a Director may be appointed to more than one committee at any given time.

9.1.2.3 The committee shall in all matters be responsible to and subject to the control of the Board of Directors.

9.1.2.4 The Board of Directors may delegate to the committee any powers of the Board of Directors subject to any restrictions which may be imposed by the Board of Directors.

9.1.2.5 A Member of the Board of Directors chairs each committee created by the Board. The Board of Directors shall approve the chairs of all committees.

9.1.2.6 The chairperson calls committee meetings. Each committee:

9.1.2.6.1 Records Minutes of its Meetings and files with the Secretary/Treasurer and at the Registered Office of the Chapter;

9.1.2.6.2 Distributes the Minutes to the committee members; and

9.1.2.6.3 Provides reports to each Meeting of the Board of Directors at the Board's request.

9.1.2.7 Two (2) days' notice is e-mailed to each member of the committee. The notice states the date, time and place of the committee Meeting. Committee members may waive notice.

9.1.2.8 A majority of the committee Members present at a Meeting is a quorum.

9.1.2.9 Each Member of the committee, including the chairperson, has one (1) vote at the committee Meeting. The chairperson does not have a casting vote in the case of a tie.

- 9.1.2.10 The Members of the committee shall not receive remuneration for acting as such but may be paid travel and living allowances to compensate them for expenses incurred by them in the conduct of their duties and other remuneration as per Chapter Policy and approved in advance by the Board of Directors.
- 9.1.2.11 The President, or in the President's absence the Vice President, may convene a joint meeting of any committees at any time and designate a chairperson and a secretary for such joint meeting.
- 9.1.2.12 The Board of Directors shall have the authority, by resolution, to alter the committee structure.

9.2 Standing Committees

The Board shall normally have the following Standing Committee:

9.2.1 The Nominating Committee:

- 9.2.1.1 Consists of any Board Member not up for re-election, who chairs the Committee, and two (2) other Members appointed by the Board;
- 9.2.1.2 Is responsible for:
 - 9.2.1.2.1 Preparing a slate of nominees for each vacant position on the Board of Directors; and
 - 9.2.1.2.2 Presenting its recommendations to the Annual General Meeting.

Section Ten: Amendment of the Bylaws

- 10.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any General Meeting of the Chapter.
- 10.2 All proposed amendments to these Bylaws must be provided in writing to the Membership no less than twenty-one (21) calendar days prior to the General Meeting. All proposed amendments must be moved and seconded and may be submitted by any two Members.
- 10.3 All amendments must be approved by 75% of the Members present at a General Meeting.
- 10.4 The amended Bylaws take effect after approval of the Special Resolution at the General Meeting and accepted by the Corporate Registry of Alberta.

Objects of the Canadian Evaluation Society, Alberta and Northwest Territories Chapter

The Chapter will be a leader for evaluation in Alberta and the Northwest Territories and a major contributor in the national evaluation community. The Chapter is an association dedicated to the advancement of evaluation theory and practice. This will be accomplished through:

- 1.0 Professional development for Members, practitioners, students and others using evaluation;
- 2.0 Communication among evaluators, both as clients and suppliers;
- 3.0 Promoting best practices and ethics in all aspects of the evaluation of programs, activities, operations and tasks;
- 4.0 Advocating for the integration of evaluation into all phases of program and policy design and implementation;
- 5.0 Leasing, purchasing or renting facilities to house the Chapter;
- 6.0 Raising funds in any way to achieve the objects of the Chapter. This includes accepting gifts, grants, legacies, bequests and inheritances; and
- 7.0 Using funds of the Chapter only according to and in pursuit of these objects or other charitable objects.

Dated: 2009/09/18

Signature:	Address: (including postal code)
Print name:	
Signature:	Address: (including postal code)
Print name:	
Signature:	Address: (including postal code)
Print name:	
Signature:	Address: (including postal code)
Print name:	
Signature:	Address: (including postal code)
Print name:	
WITNESS	Address: (including postal code)
Signature:	
Print name:	