

**Bylaws**

**of**

**Saskatchewan Career Development Association Inc.**

**(SKCDA)**

**February 28, 2018**

# Bylaws of Saskatchewan Career Development Association Inc.

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## **Bylaw 1: Preliminary**

### **1.1 Name**

The registered name of this non-profit corporation is “Saskatchewan Career Development Association Inc.” The organizational name is “Saskatchewan Career Development Association,” which also may be known or referred to as “SKCDA.”

### **1.2 Location**

The SKCDA shall conduct its activities within the boundaries of the Province of Saskatchewan.

### **1.3 Administration**

The head or main administrative office shall be located in any centre and/or virtual address in the Province of Saskatchewan, as determined by the Board of Directors.

### **1.4 Bylaws**

These bylaws may be cited as the Bylaws of the Saskatchewan Career Development Association Inc.

### **1.5 Severability and Precedence**

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the provisions in the remaining bylaws. If any of the provisions of these bylaws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act shall prevail.

## **Bylaw 2: Interpretation**

### **2.1 Definitions**

When interpreting these Bylaws of the SKCDA, the following definitions are understood, unless the context otherwise requires or specifies:

**“Act”** means *The Non-Profit Corporations Act, 1995* (Saskatchewan), as amended or replaced from time to time. In the case of such amendment, any references in the bylaws of the SKCDA shall be read as referring to the amended provisions;

**“Articles”** means the original or restated Articles of Incorporation or Articles of Amendment, Amalgamation, Continuance, Reorganization, Arrangement, Dissolution or Revival;

**“Board”** and **“Board of Directors”** means the current Directors of the SKCDA;

**“Bylaw”** means the Bylaw(s) of the Saskatchewan Career Development Association Inc., as amended from time to time, and which are in force and effect;

**“Chair”** means the Chair of the Board of Directors;

**“Director”** means a Member of the Board of Directors (BOD);

**“Ex Officio”** means positions held by virtue of office and without vote;

**“Executive Committee”** means the Chair, Vice Chair, Past Chair or Past Vice Chair, Secretary and Treasurer of the Board;

**“Meeting”** means any meeting that is in person or via communication means including phone or other electronic media; and

**“Member”** means a person who has a membership interest in the SKCDA, whose dues are paid in full and who is not otherwise suspended or revoked.

## **2.2 Terms in the Act**

All terms contained in these Bylaws and which are defined in the Act shall have the meanings given to such terms in the Act.

## **2.3 Gender**

Words importing one gender shall include all genders.

## **2.4 Number**

Words in the singular include the plural and vice-versa.

# **Bylaw 3: Objectives**

## **3.1 Vision**

A community of career development practitioners working together to advance the field and promote excellence in career services in Saskatchewan.

## **3.2 Mission**

The mission of the SKCDA is to promote the development of career practitioner excellence through networking, information sharing and lifelong learning.

### 3.3 Values

(a) **Inclusion and Diversity**

Value, respect, support and reflect human diversity in all its forms including, but not limited to, ethnicity, gender, age, national origin, disability, sexual orientation, education and religion.

(b) **Networking and Building Community**

Develop mutually beneficial relationships among practitioners, organizations and businesses.

(c) **Integrity and Accountability**

Ensure transparency in organizational activities and accept responsibility for our actions.

(d) **Learning and Development**

Support lifelong learning for realizing personal and professional aspirations and goals.

(e) **Autonomy**

Maintain a not-for-profit association based on the interests and needs of the Members.

### 3.4 Motto

Supporting each other and our clients.

## Bylaw 4: Membership

### 4.1 Admission to Membership

Membership in the SKCDA is open to any individual who has declared interest in supporting the mission, vision and values of the SKCDA. Membership is granted after receipt of a membership application and the appropriate annual dues. In joining the SKCDA, each Member accepts to be governed in accordance with these Bylaws.

### 4.2 Membership Classes

There shall be three (3) classes of membership in the SKCDA: Individual Member, Student Member and Senior Member.

### 4.3 Individual Membership

Individual Membership with entitlement to vote and hold office in the SKCDA shall be offered to:

- (a) career development practitioners working in any area of career development including, but not limited to, employment services, education, counselling, vocational guidance, and human resources;
- (b) any person who otherwise has an interest in the field of career development; and
- (c) who supports the objectives of the SKCDA.

#### **4.4 Student Membership**

Student Membership with entitlement to vote and hold office in the SKCDA shall be offered to:

- (a) students enrolled in an educational program related to any area of career development including, but not limited to, employment services, education, counselling, vocational guidance, and human resources; and
- (b) who provides evidence of student status; and
- (c) who supports the objectives of the SKCDA.

#### **4.5 Senior Membership**

Senior Membership with entitlement to vote and hold office in the SKCDA shall be offered to:

- (a) any person who is 65 years of age or older, or is retired, and has an interest in the field of career development; and
- (b) who supports the objectives of the SKCDA.

#### **4.6 Employee Group Membership**

Employee Group Membership shall be offered to any group of employees working in the field of career development. Each employee who joins through this group option shall receive the full benefits of Individual Membership with entitlement to vote and hold office in the SKCDA. To join through Employee Group Membership, an employee must:

- (a) be a career development practitioner working in an area of career development including, but not limited to, employment services, education, counselling, vocational guidance, and human resources; and
- (b) who supports the objectives of the SKCDA.

Employee Group Membership allows employers to:

- (a) support the development of their employees through participation in the SKCDA;
- (b) promote relevant information and events via SKCDA media (e.g., website);
- (c) receive a discount on annual membership fees when several employees apply to join, as defined by category and number of employees—*Small Group* (up to 5), *Mid-Sized Group* (6-9) or *Large Group* (10-15); and
- (d) cover the cost of SKCDA membership for their employees.

#### **4.7 Membership Rights**

Any Member in good standing shall be entitled to:

- (a) receive notice of annual general, general and special meetings of the SKCDA;
- (b) attend and speak at the aforementioned meetings;
- (c) participate in voting; and
- (d) run for election and hold office.

#### **4.8 Membership Responsibilities**

Members in good standing must:

- (a) declare intention to support the vision, mission and values of the SKCDA;
- (b) comply with SKCDA Bylaws and policies for governance; and
- (c) pay membership fees by the due dates.

#### **4.9 Annual Membership Year**

The membership year is the same as the fiscal year.

#### **4.10 Annual Membership Dues**

Membership in good standing is contingent upon payment of the membership fee on or before the due date.

#### **4.11 Reduction or Waiver of Membership Fee**

If the membership fee is a financial hardship, it may be waived or reduced upon submission of a written request to the Chair.

#### **4.12 Review and Determination of Membership Fees**

Membership fees shall be reviewed annually by the Board. Additional reviews may be conducted during the year when warranted by the circumstances.

- (a) The Board may pass a resolution to change membership fees by a vote of the majority of the Board of Directors then in office. The new fees are effective from the date of the resolution.
- (b) Any change to membership fees must be ratified by a majority vote of the Members at the next Annual General Meeting.

#### **4.13 Suspension or Revocation of Membership**

The Board of Directors may suspend or revoke a Member's membership for the following reasons:

- (a) not complying with SKCDA Bylaws;
- (b) contravening the vision, mission or values of the SKCDA;
- (c) disrupting a meeting or function of the SKCDA; and
- (d) otherwise doing or failing to do anything deemed harmful to the SKCDA.

Before any meeting of the Board at which a vote on suspension or revocation will be made, the Member in question shall be given:

- (a) electronic or written notification of the Board's intention to address the concerns;  
and
- (b) opportunity to be heard at a meeting.

Any Member whose membership has been suspended or revoked shall be informed of the reasons for the decision. The Member shall be allowed thirty (30) days to appeal the decision by presenting evidence to the Board regarding why such action should not have been taken.

After the Member's presentation, the Board shall either confirm or overturn its decision. The decision of the Board shall be final and binding.



## **Bylaw 5: Membership Meetings**

Meetings of the Members shall include an Annual General Meeting, General Meetings and Special General Meetings.

### **5.1 Annual General Meetings**

The Annual General Meeting (AGM) of the Members shall be held no later than four (4) months after the fiscal year end for the conduct of general business and election of the Board of Directors. The agenda, date, time and place of the AGM shall be determined by the Board. In accordance with requirements of the Act, the AGM shall include:

- (a) an annual report to the membership on activities of the SKCDA;
- (b) a financial statement and recommendation for auditor(s);
- (c) election results and the introduction of the new Board; and
- (d) additional agenda items, as needed.

### **5.2 General Meetings**

At least one (1) General Meeting (GM) of the Members shall be held during the fiscal year. The agenda, date, time and place of each GM shall be determined by the Board.

### **5.3 Special General Meetings**

A Special General Meeting of the Members may be called by the Board of Directors. A Special GM also shall be called upon receipt of a written petition stating the purpose of the meeting. The petition must be submitted by, whichever is less:

- (a) at least 5% of the Members in good standing; or
- (b) any ten (10) Members in good standing.

A Special GM shall be held within twenty-one (21) days of receiving the petition. Discussion at the Special GM is limited to the initial purpose unless a majority agrees to introduce other agenda items.

### **5.4 Quorum**

For all meetings of Members, 10% of the membership shall constitute a quorum for voting and the transaction of business.

### **5.5 Voting Outside of Meetings**

On occasion, voting may be conducted outside of a membership meeting via electronic media. At least 10% of the Members must vote for the results to be binding.

## **Bylaw 6: Directors of the Board**

### **6.1 Number of Directors**

The SKCDA shall have a Board of Directors consisting of a minimum of seven (7) and a maximum of ten (10) Members.

### **6.2 Executive Committee**

The Executive Committee is comprised of the following Directors: Chair, Vice Chair, Past Position (Past Chair or Past Vice Chair), Secretary and Treasurer.

### **6.3 Board of Directors**

The Board of Directors (BOD) include the Executive Committee and up to five (5) Directors at Large. One person may hold two (2) or more Board offices, but no Director may act in more than one capacity where the action of two (2) or more Directors is required.

### **6.4 Terms of Office**

- (a) Board of Directors shall be elected to serve a term of two (2) years; however, the term may be extended until such time as a successor has been elected.
- (b) For each Board Member, the term of office shall begin upon the adjournment of the Annual General Meeting following the annual period of nominations and elections.
- (c) As determined by the Board, terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.
- (d) Upon the completion of a term, Directors may continue to serve for subsequent terms.

### **6.5 Board Authority, Responsibilities and Accountability**

The Board of Directors is the legal authority for managing SKCDA activities and affairs in accordance with the *Non-Profit Corporations Act* (1995), and the SKCDA Articles of Incorporation and Bylaws. In assuming this vested authority, every SKCDA Director must:

- (a) accept collective responsibility for the effective governance of the organization;
- (b) act in good faith and the best interests of the SKCDA when making decisions (fiduciary duty);
- (c) exercise care, diligence and the skill of a prudent person in comparable circumstances (standard of care);
- (d) not speak on behalf of the SKCDA or approve actions by the association unless given authority by the Executive Committee;
- (e) be collectively accountable to the Members for progress towards realizing the vision, mission and values of the SKCDA; and
- (f) speak with one voice when communicating Board decisions.

## 6.6 General Duties of Board Members

Every Director on the Board is expected to:

- (a) abide by the bylaws, codes and other policies supported by the SKCDA;
- (b) prepare for and participate in meetings of the Board and Members;
- (c) participate in developing and monitoring strategic plans, the annual budget, financial statements, and policies and procedures;
- (d) chair a committee;
- (e) be willing to consider the viewpoints of other Members, identify commonalities and alternatives, and learn and compromise;
- (f) promote the SKCDA to others who may benefit from membership or other involvement;
- (g) keep informed of issues, concerns and developments that are relevant to the SKCDA;
- (h) monitor the performance of the SKCDA towards realizing its vision and mission in accordance with its organizational values; and
- (i) participate in an annual evaluation of the Board.

## 6.7 Specific Duties of Board Members

The following are descriptions of the specific duties for each Member of the Board.

### 6.7.1 Chair

The Chair is a Member of the Executive Committee on the SKCDA Board of Directors. In this position, the Chair performs the following duties:

- (a) leads the Board and SKCDA in accordance with regulations and bylaws;
- (b) oversees governance of the SKCDA, including the establishment of Committees;
- (c) serves as *ex officio* Member of all Committees, except the *Nominations and Elections Committee*;
- (d) sets agendas and presides at Board and SKCDA meetings;
- (e) represents the SKCDA when actions are taken or statements are made in the name of the SKCDA;
- (f) acts as a signing authority on financial and legal documents;
- (g) arranges performance evaluation of the Board and activities;
- (h) ensures that succession planning is ongoing;
- (i) leads the orientation of new Directors and the incoming Chair; and
- (j) performs all other duties incident to the office or as may be prescribed by the Board.

### 6.7.2 Vice Chair

The Vice Chair is a Member of the Executive Committee who shall normally accede to the office of Chair upon the completion of the Chair's term of office. The Vice Chair performs the following duties:

- (a) fulfills the role of the Chair when absent or otherwise unable to act;
- (b) serves as a consultant and advisor to the Chair;
- (c) chairs one or more Committees;
- (d) acts as a signing authority on financial and legal documents;
- (e) orients the incoming Vice Chair; and
- (f) performs other duties as may be prescribed by the Chair or Board.

### 6.7.3 Past Position: Past Chair or Past Vice Chair

The Past Position (Past Chair or Past Vice Chair) is a Member of the Executive Committee of the Board of Directors. If the outgoing Chair declines this *ex-officio* position, the outgoing Vice Chair may be appointed. In this position, the Past Chair or Past Vice Chair performs the following duties:

- (a) acts as a mentor and support to the new Chair and Vice Chair;
- (b) provides historical perspective as needed;
- (c) chairs the *Nominations and Elections Committee*;
- (d) assists with recruitment and orientation of new Members for the Board and Committees;
- (e) may chair additional special activities, committees and events; and
- (f) performs other duties as may be prescribed by the Chair, Vice Chair or Board.

### 6.7.4 Secretary

The Secretary is a Member of the Executive Committee of the Board of Directors. In this position, the Secretary performs the following duties:

- (a) issues notices of meetings of the SKCDA and Board;
- (b) records attendance at meetings and ensures that there is quorum;
- (c) prepares and distributes minutes of meetings of the SKCDA and Board;
- (d) keeps copies of the meeting minutes, bylaws and policy statements;
- (e) handles correspondence;
- (f) supports the Executive Committee in planning and communicating with Members;
- (g) in the absence of the Chair and Vice Chair, leads Board meetings;
- (h) orients the new Secretary; and
- (i) performs other duties as may be prescribed by the Chair or Board.

### **6.7.5 Treasurer**

The Treasurer is a Member of the Executive Committee of the Board of Directors. The Treasurer may appoint, with approval of the Board, a qualified fiscal agent to assist in performance of all or part of the duties of Treasurer. In this position, the Treasurer performs the following duties:

- (a) receives and deposits all monies due to the SKCDA;
- (b) provides oversight of all financial transactions related to banking, payments, debts and cash flow;
- (c) acts as a signing authority on financial documents;
- (d) develops the annual budget based on an analysis of revenues and expenses;
- (e) regularly informs the Board of key financial events, trends and concerns;
- (f) oversees development and application of financial policies;
- (g) completes required financial reporting forms in a timely fashion;
- (h) prepares financial documents for the Annual General Meeting;
- (i) chairs of the Finance and Budget Committee;
- (j) orients the incoming Treasurer; and
- (j) performs other duties as may be prescribed by the Chair or Board.

### **6.7.6 Director at Large**

As an Officer of the Board, each Director at Large performs the following duties:

- (a) provides support to the Executive Committee in carrying out SKCDA duties;
- (b) performs other duties based on the needs of the Board and SKCDA;
- (c) may chair a Committee;
- (d) orients incoming Directors at Large; and
- (e) performs other duties as may be prescribed by the Chair or Board.

### **6.8 Qualifications to Serve on the Board**

Eligibility to serve on the Board of Directors requires:

- (a) SKCDA membership in good standing;
- (b) willingness to serve on committees;
- (c) openness to diverse perspectives and continuous learning; and
- (d) capacity to serve in terms of time availability.

### **6.9 Vacancies**

Vacancies on the Board due to resignation, bankruptcy, death or removal shall be filled by the Board until the next Annual General Meeting, at which time the Members shall have the opportunity of approving the Board's choice or electing new Members to complete the term.

### **6.10 Resignation of Directors**

Any Director on the Board may resign at any time by giving written notice to the SKCDA.

- (a) Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice.
- (b) The acceptance of the resignation shall not be necessary to make it effective.
- (c) Any Director may resign without prejudice to the rights, if any, of the SKCDA under any contract to which the Director is party.

### **6.11 Removal of Directors**

A Director may be removed from office by a majority vote of the Board for the following reasons:

- (a) not performing his/her duties;
- (b) unexcused absence from two (2) of more meetings of the Board over the last twelve (12) months; or
- (c) an undeclared conflict of interest.

The Chair of the Board is empowered to excuse Directors from attendance for a reason deemed adequate by the Chair. The Chair shall not have the power to excuse him/herself from attendance at a Board meeting; in that case, the Vice Chair of the Board shall excuse the Chair.

Before any meeting of the Board at which a vote on removal will be made, the Director in question shall be given:

- (a) electronic or written notification of the Board's intention to discuss her/his case; and
- (b) opportunity to be heard at a meeting.

### **6.12 Conflict of Interest**

- (a) A Director who is in any way directly or indirectly interested in a contract or transaction with the SKCDA, or a proposed contract or transaction, shall make the disclosure as required by the Act.
- (b) Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- (c) A Director shall disclose before a vote is held on a matter involving a potential financial or personal conflict of interest.
- (d) The disclosure of such conflict of interest shall be recorded in the minutes of the meeting at which the disclosure is made.

### **6.13 Compensation for Board Service**

- (a) Directors shall receive no compensation for carrying out their duties as Directors.
- (b) The Board of Directors may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

### **6.14 Compensation for Professional Services by Directors**

- (a) Directors are not restricted from being remunerated for professional services provided to the SKCDA.
- (b) Remuneration of a Director for professional services requires prior approval of the Board by resolution.
- (c) Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the bylaw on Conflict of Interest and the Act.

**6.15 Protection of Directors, Committee Members and the SKCDA**

The SKCDA shall purchase appropriate liability insurance.

**Bylaw 7: Board Meetings****7.1 Regular Meetings of the Board**

The Board of Directors shall have a minimum of four (4) regular meetings each fiscal year at times and places, as determined by the Board.

**7.2 Special Meetings of the Board**

A Special Meeting of the Board shall be called by the Chair, Vice Chair or any two (2) other Directors of the Board.

- (a) A Special Meeting must be preceded by a notice of at least five (5) days to each Director.
- (b) The notice must state the date, time and place, and purpose, of the meeting.

**7.3 Quorum**

A majority of the Directors in office immediately before a Regular or Special Meeting of the Board shall constitute a quorum for the transaction of business at that meeting. No business shall be considered by the Board at any meeting at which a quorum is not present.

**7.4 Board Decisions**

Except as otherwise required by the Act, decisions voted on by a majority of the Directors present at a Regular or Special Meeting of the Board at which a quorum is present, shall be the act of the Board.

**7.5 Voting Outside of Meetings**

Outside of Regular or Special Meetings of the Board, the Chair may distribute Board motions for approval through voting conducted via electronic media.

- (a) Quorum is required for the approval of motions voted upon via electronic media.
- (b) Motions voted upon via electronic media are effective the day of approval by the Board.
- (c) Motions approved outside of Regular or Special Meetings of the Board must be ratified at the next Board Meeting. If a motion is not ratified, it ceases to be in effect.

## **Bylaw 8: Committees**

### **8.1 Formation of Committees**

The Board of Directors may, by resolution, establish committees. A Board Member chairs each committee and is responsible for calling committee meetings. Committees are responsible to the Board, and each Committee Chair provides a report to the Board when requested.

### **8.2 Standing Committees**

The SKCDA establishes several ongoing Standing Committees to aid with organizational activities:

- (a) Executive Committee;
- (b) Communications and Social Media Committee;
- (c) Education and Professional Development Committee;
- (d) Diversity and Inclusion Committee;
- (e) Finance and Budget Committee;
- (f) Membership Development Committee;
- (g) Nominations and Elections Committee; and
- (h) Resource Development Committee.

#### **8.2.1 Executive Committee**

The Executive Committee is comprised of the Chair, Vice Chair, Secretary, Treasurer and Past Position (Past Chair or Past Vice Chair). The Executive Committee is responsible for:

- (a) planning agendas for Board meetings;
- (b) carrying out urgent business between Board meetings;
- (c) reporting to the Board on actions taken between Board meetings; and
- (d) carrying out other duties, as assigned by the Board.

#### **8.2.2 Communications and Social Media Committee**

The Communications and Social Media Committee is responsible for:

- (a) administering SKCDA communications resources (e.g., newsletter);
- (b) administering the SKCDA website and other social media; and
- (c) implementing the SKCDA communications policy and strategy, as approved by the Board.

#### **8.2.3 Education and Professional Development Committee**

The Education and Professional Development Committee is responsible for:

- (a) developing and proposing learning opportunities for Members; and
- (b) implementing the SKCDA professional development policy and strategy, as approved by the Board.



#### **8.2.4 Diversity and Inclusion Committee**

The Diversity and Inclusion Committee is responsible for:

- (a) developing and proposing guidelines and policy for the inclusion of diversity;
- (b) advising the Board of Directors on concerns related to promoting inclusion; and
- (c) implementing the SKCDA diversity and inclusion policy and strategy, as approved by the Board.

#### **8.2.5 Finance and Budget Committee**

The Treasurer serves as the Chair of the Finance and Budget Committee, which is responsible for:

- (a) recommending a budget to the Board;
- (b) arranging the annual audit of financial records;
- (c) reporting annual activities for Information Services Corporation and the Annual General Meeting; and
- (d) preparing and submitting the annual tax return.

#### **8.2.6 Membership Development Committee**

The Membership Development Committee is responsible for:

- (a) developing and proposing opportunities to increase membership numbers;
- (b) periodically reviewing membership criteria; and
- (c) implementing the SKCDA membership diversity policy and strategy, as approved by the Board.

#### **8.2.7 Nominations and Elections Committee**

The Nominations and Elections Committee is responsible for:

- (a) identifying potential Members to serve on the Board of Directors;
- (b) overseeing the process of Board nominations and elections; and
- (c) implementing the SKCDA nominations and elections policy and strategy, as approved by the Board.

#### **8.2.8 Resource Development Committee**

The Resource Development Committee is responsible for:

- (a) identifying opportunities to increase SKCDA resources;
- (b) overseeing fundraising activities; and
- (c) implementing the SKCDA resource development policy and strategy, as approved by the Board.

#### **8.3 Special or Ad Hoc Committees**

The Board of Directors may establish Special or Ad Hoc Committees from time to time to oversee a specific area or activity. Members also may recommend to the Board the appointment of Ad Hoc Committees.

#### **8.4 Committee Expenses**

Approved expenses for activities of Standing and Ad Hoc Committees may be paid on behalf of the SKCDA.

### **Bylaw 9: Financial Responsibilities and Disclosure**

#### **9.1 Fiscal Year**

The fiscal year of the SKCDA shall start on the 1<sup>st</sup> day of April end on the 31<sup>st</sup> day of March of each year.

#### **9.2 Signing Authority for Contracts and Other Writings**

Except as otherwise provided by resolution of the Board or policy, all contracts including deeds, leases, mortgages, grants, transfers, assignments, obligations and other instruments in writing requiring execution by the SKCDA, shall be signed by the Chair and either the Treasurer or Vice Chair.

#### **9.3 Cheques and Drafts**

All cheques, drafts or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the SKCDA, shall be signed by the Chair and either the Vice Chair or Treasurer.

#### **9.4 Deposits**

All funds of the SKCDA shall be deposited from time to time to the credit of the corporation in the bank, trust company or other depository as the Board or a designated Committee of the Board may select.

#### **9.5 Loans**

No loans shall be contracted of behalf of the SKCDA and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board.

#### **9.6 Financial Reporting**

As required by the Act and these Bylaws, the Board shall oversee the timely reporting of required financial statements, waive of audit, the annual return and financial documents as needed.

A financial statement from the previous fiscal year shall be presented to the Board prior to the Annual General Meeting. The financial statement, as approved by the Board, shall be presented to the AGM for approval.

## **Bylaw 10: Record Keeping**

### **10.1 Books and Records**

Over the course of each fiscal year, the SKCDA shall keep correct and complete books and records of account that include the following:

- (a) the minutes of the proceedings of all meetings of its Board of Directors;
- (b) a record of all actions taken by the Board without a meeting;
- (c) a record of all actions taken by Committees of the Board; and
- (d) a copy of its Articles of Incorporation and Bylaws as amended to date.

Records and documents must be retained in keeping with all pertinent laws and regulations, and standards of accounting practices.

### **10.2 Transparency and Accountability**

#### **10.2.1 Meeting Minutes**

The SKCDA shall provide the minutes of all meetings of the Board of Directors and all meetings of Members by posting the minutes online for Members to access. As requested, all such minutes shall be provided to the general public free of charge.

#### **10.2.2 Financial and Tax Records**

The SKCDA shall provide its financial and tax records for Members to view and inspect free of charge. As requested, all such records shall be provided to the general public free of charge.

Upon request, other documents concerning expenses, proof of contributions, and accounting procedures shall be provided to Members and the general public free of charge.

The SKCDA shall provide Members the annual financial statement at least five (5) working days prior to the Annual General Meeting.

## **Bylaw 11: Amending of Bylaws**

### **11.1 Bylaws Review and Amendments**

The SKCDA shall review the Bylaws and basic procedures annually. The Board of Directors may pass a resolution to make, amend or repeal any of these Bylaws by a vote of the majority of the Board of Directors then in office. The Bylaws, amendments or repeals are effective from the day of the resolution.

### **11.2 Ratification by Members**

Every Member shall have access to a copy of the Bylaws and be entitled to vote on their acceptance in accordance with the following:

- (a) The Directors must submit the Bylaws, amendments or repeals, as passed by a resolution of the Board, to the next Annual General Meeting of Members who may confirm, reject or amend the Bylaws.
- (b) If the Bylaws are not submitted to the Members at the next meeting, or if they are submitted and rejected by the Members, the Bylaws cease to be in effect.

## **Bylaw 12: Liquidation and Dissolution**

### **13.1 Distribution of Assets**

In the course of liquidation and dissolution, assets remaining after the payment of all debts shall be distributed to another registered organization(s) dedicated to pursuing a Vision and Mission similar to those of the SKCDA in accordance with the following:

- (a) The Board of Directors shall use its discretion to select the organization(s) to receive the remaining assets of the SKCDA.
- (b) No Member, Director or Officer of the SKCDA shall receive any of the assets of the SKCDA.

## **Bylaw 13: Amendment of Articles of Incorporation**

### **13.1 Approval by Members**

The Board must submit any proposed amendment to the Articles for approval at the next Annual General Meeting. Any amendment to the Articles must be approved by two-thirds (2/3) of the Members present at the AGM. Amendments or repeals for Articles are effective from the day of the resolution.

## Certificate of Ratification of SKCDA Bylaws

We, the undersigned, do hereby certify that the above stated Bylaws of the Saskatchewan Career Development Association Inc. were adopted by the SKCDA Membership on the 28<sup>th</sup> day of February, 2018 and constitute a complete copy of the Bylaws of the corporation.


### SKCDA Executive Committee

  
\_\_\_\_\_

Susan McKay, Founding Board of Directors

  
\_\_\_\_\_

Jennifer Broughton, Founding Board of Directors

  
\_\_\_\_\_

Lidija Spasic, Founding Board of Directors

Dated as of the 1<sup>st</sup> day of March, 2018.