



## **CES-Ontario Chapter Bylaws**

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### **Article I: Name and Status**

The name of this organization shall be Canadian Evaluation Society - Ontario Chapter (hereinafter referred to as the "Chapter").

### **Article II: Relationships**

1. The Chapter is a fully recognized chapter of the Canadian Evaluation Society (hereinafter referred to as the "Society") with all rights, privileges and obligations pertaining thereto as detailed in the Letters Patent and attendant Consolidated By-Laws of the Society.
2. Nothing in this constitution shall be deemed to be in conflict with or run contrary to the spirit of the Letters Patent and attendant Consolidated By-Laws of the Society, unless expressly stated in this constitution.
3. The Society may review, from time to time, the activities of the Chapter to ensure that they are in keeping with the requirements of the Society's Letters Patent and attendant Consolidated By-Laws.
4. The Chapter will submit to the Society an annual report on its activities and financial status for use at the Society's annual conference.

### **Article III: Purposes**

In addition to supporting the objects of the Society as detailed in the Letters Patent:

1. To operate a program of meetings, seminars and other activities where the members of the Chapter may meet others who are working in, studying or using the products of Program Evaluation, and may exchange ideas about the practice of Program Evaluation.
2. To provide means for the distribution of useful information about Program Evaluation amongst members of the Chapter.
3. To increase public awareness of the nature and usefulness of Program Evaluation.

### **Article IV: Fiscal Year**

The fiscal year of the Chapter shall run from January 1st to December 31st of the same year.

### **Article V: Membership**

1. Membership shall be open to persons who reside within the territory of the Chapter, which is defined to be all of the Province of Ontario except a fifty (50) kilometre radius of the Parliament Buildings in Ottawa, and who are interested in the practice and results of Program Evaluation.
2. A person shall become a member of both the Society and the Chapter, simultaneously. The members of both Society and Chapter shall consist of persons who apply for membership and pay the annual membership fee. The Society shall have sole discretion in determining all matters involving the establishment, appointment and condition of membership in the Society. Each member shall be informed promptly by the Secretary of the Society of his/her admission as a member.
3. A member shall be entitled to all rights and privileges and shall discharge all obligations pertaining to membership in the Society as detailed in the Letters of Patent and attendant By-Laws of the Society.
4. Members of the Chapter shall be entitled to one (1) vote, with proxy voting allowed.
5. With respect to the Chapter, a member shall be entitled to stand for election to the Board of Directors of the Chapter, to vote in such elections and to vote on changes in the constitution of the Chapter provided said election or vote occurs not less than twenty-one (21) days after the date of payment and receipt of the annual membership fee for that year.
6. The annual membership fee of the Society and the Chapter shall be the fee established each year by the Society, except in such cases where the Board of Directors of the Chapter deems that a surcharge is necessary to finance the Chapter's operations. Such a surcharge shall be recommended by the Board of Directors and

approved by a majority vote of the members of the Chapter at a general meeting preceding the start of the year for which the change is to be effective.

7. The period of membership covered by the annual fee shall be one year.

## **Article VI: Board of Directors**

1. The activities of the Chapter shall be under the general direction and authority of a Board of Directors.
2. This Board of Directors shall consist of a total of thirteen (13) members elected by plurality at the Annual Meeting of the Chapter. Twelve of the Directors will be elected for a three (3) year term, up to a maximum of two consecutive terms. One (1) Director shall be elected for one two (2) year term, and shall be a student in good standing at a college or university during the term. The length of term for all newly elected regular board members will be 3 years, and for any newly elected student board member, 2 years.
3. All Directors who serve as Chairperson will have 1 year added to their 3 year elected term, with the maximum length of an elected term being 4 years (one added year). A Director will serve as Past Chairperson in the year following their year as Chairperson, but only while serving one of the 3 or 4 years of their duly elected term. In the event that this person is ineligible or unable to serve as Past Chairperson, another current Director, preferably a previous Chairperson, may be appointed to this position by the Board of Directors.
4. The Board of Directors shall elect from amongst its members the officers of the Chapter who shall be:

Chairperson

Vice-Chairperson

and this election shall be presided over by the Past Chairperson and be held before the beginning of the new Fiscal Year. The remaining members of the Board of Directors shall be appointed to positions deemed necessary, including:

Secretary

Treasurer

Program director(s)

Membership Director

Communication Director(s)

such appointments being effected by the Chairperson.

5. A Director shall cease to be eligible to remain as a Director of the Chapter:
  - a. if any time he/she shall cease to be a member of the Chapter;
  - b. if, by notice in writing to the Chapter, he/she resigns his/her office, or
  - c. if the members of the Chapter by resolution passed by at least two-thirds (2/3) of the votes cast a meeting of the members, of which notice signifying the intention to pass such a resolution has been given, remove him/her from office.
6. The Board of Directors shall hold a minimum of six (6) meetings each year. The Chairperson shall be empowered to call additional meetings of the Board of Directors.
7. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes of those Directors present. In the case of an equality of votes, the Chairperson of the meeting, in addition to his/her original vote, shall have a second or deciding vote.

#### **Article VII: Nominations and Elections**

1. Election for the Board of Directors shall be held at the Annual Meeting, shall be by secret ballot and from amongst nominated candidates who must be members of the Chapter.
2. A Call for Nominations will be sent to all members no less than ninety (90) days prior to the Annual Meeting. All nominations of candidates for the Board of Directors shall be submitted to the Nominating Committee no less than thirty (30) days prior to the Annual Meeting.
3. All nominations shall be signed by the candidate and two (2) other members of the Chapter.
4. Each member of the Chapter present at the Annual Meeting shall be entitled to vote for up to six (6) of the nominated candidates for the non-student position and up to one (1) of the nominated candidates for the student position..
5. The six (6) non-student candidates and the one (1) student candidate who receive the most votes, respectively, shall be declared elected to the Board of Directors and shall assume office upon being elected.
6. The four (4) candidates who receive the next greatest number of votes shall be registered as alternates in order of the number of votes each has received starting with the highest.
7. Any ties for election to the Board of Directors, or for being registered as an alternate or for ordering of the alternates, shall be broken by drawing lots.

8. In the event that a vacancy occurs on the Board of Directors, the Nominating Committee shall ask the alternates, in order of listing, if they are willing to serve out the remaining term of the vacancy on the Board of Directors and the first who agrees to serve shall be declared elected. If there are no alternates or all alternates decline, the Board may appoint a replacement for any vacancy until the next AGM, at which time vacancies will be filled through the election process.

### **Article VIII: Responsibilities of Officers**

1. The Chairperson shall preside at all meetings of the Board of Directors, at the Annual Meeting and at all general and special meetings of the Chapter. In the absence of the Chairperson the Vice-Chairperson shall preside.
2. The Chairperson and the Vice-Chairperson, together, shall monitor and keep knowledgeable about the activities of the Chapter and draw to the attention of the Board of Directors any matter or problems of particular concern.
3. The Secretary shall, in consultation with the Chairperson and/or the Vice-Chairperson, call, arrange for and prepare agendas for all regular meetings of the Board of Directors. Any three (3) Directors may call for special meetings of the Board of Directors.
4. The Secretary shall keep, distribute and submit for approval the minutes of all meetings of the Board of Directors and of official business at the Annual Meeting and general and special meetings of the Chapter except, that, in the absence of the Secretary, the Chairperson or the Vice-Chairperson, whichever is presiding, shall designate another Director to carry out these responsibilities.
5. The Treasurer shall have custody of the funds of the Chapter within a general banking resolution passed by the Board of Directors, shall keep or have kept proper books of account, shall make disbursements as authorized by budget or resolution of the Board of Directors, shall make regular financial reports to the Board of Directors and shall present an annual statement to the Annual Meeting.

### **Article IX: Committees**

1. The committees of the Chapter shall be a Nominating Committee, an Audit Committee and such other committees as are deemed needed by the Board of Directors to organize and carry out functions and activities of the Chapter.
2. The Board of Directors shall appoint the members of the committees taking into account any recommendations of the committees affected or of the Nominating Committee.
3. The Chairperson of the Nominating Committee shall (normally) be the Past Chairperson who shall report to the Board of Directors on the activities of this committee.

4. For all committees the Board of Directors shall appoint a Chairperson or Liaison Officer from its membership who shall report to the Board of Directors on the activities of these committees.
5. The responsibilities of the Nominating Committee shall be to receive nominations for candidates for the Board of Directors and ensure that they meet requirements, to arrange and supervise the elections at the Annual Meeting, to keep the record of alternates, and, in the event that a vacancy shall occur on the Board of Directors, to contact the alternates in order (see above) to arrange for replacement.
6. The responsibilities of other committees shall be as established by the Board of Directors.

### **Article X: Annual Meeting**

1. The Annual Meeting of the Chapter will be held at least four weeks prior to the beginning of the fiscal year.
2. All members of the Chapter will be entitled to be present at the Annual Meeting.
3. At the Annual Meeting of the members, unless the Chairperson otherwise directs, the following shall be the order of business:
  - a. calling the meeting to order;
  - b. determining that the provisions of the chapter's constitution regarding notice of meeting have been complied with and that a quorum is present;
  - c. reading minutes of last Annual Meeting and intervening special and general meetings of members and confirming same;
  - d. presentation of annual report of the Board of Directors;
  - e. presentation of the financial statements of the Chapter;
  - f. discussion and, if though fit, approval of such statements and report;
  - g. election results from vacant positions on the Board of Directors; and
  - h. such other business which properly may be transacted thereat.

### **Article XI: General and Special Meetings**

1. Provision shall be made at all general and special meetings for the members to raise and discuss matters of concern to the Chapter and to move and have voted upon resolutions about these matters. In the event that such a resolution shall be passed, the Board of Directors shall report disposition of the matter to the members at a subsequent meeting or meetings until the matter is finalized.

2. Provision shall be made at all general and special meetings for announcements regarding the programs of the Chapter, of activities and programs of similar evaluation organizations approved as such by the Board of Directors, and of courses and such other items as are deemed of interest to the members by the Board of Directors.

## **Article XII: Notice of Meetings**

1. For The Annual Meeting and for all other general and special meetings at which official business is to be transacted, notice of such a meeting shall be mailed to members no less than fifteen (15) days in advance of such a meeting.
2. Directors shall be given at least five (5) days advance notice of all meetings of the Board of Directors except in the case of an emergency.

## **Article XIII: Quorums at Meetings**

1. A quorum for the Annual meeting or other general and special meetings where votes on constitutional or other matters are scheduled to occur shall be ten personally present members.
2. A quorum of the Board of Directors is five (5) directors.

## **Article XIV: Miscellaneous**

1. This constitution may be amended or added to only at the Annual Meeting or such other general or special meeting as is properly constituted for the purpose, and by a vote of sixty percent (60%) of the members present at the meeting provided that at least ten members are personally present. Notice of proposed motion to amend or add this constitution must have been mailed to members no less than fifteen (15) days prior to said meeting.
2. All relevant matters not covered by this constitution, including the interpretation of any disputed section of this constitution, may be ruled upon by a majority vote of the Board of Directors.