



## **BY-LAWS RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF**

### **Canadian Evaluation Society – Ontario Chapter (the "Chapter")**

**Last Amended June 19, 2019**

#### **Contents**

ARTICLE 1	NAME AND STATUS .....	2
ARTICLE 2	RELATIONSHIPS .....	2
ARTICLE 3	PURPOSES .....	2
ARTICLE 4	TRANSACTION OF THE AFFAIRS OF THE CHAPTER .....	2
ARTICLE 5	MEMBERSHIP .....	3
ARTICLE 6	BOARD OF DIRECTORS.....	4
ARTICLE 7	NOMINATIONS & ELECTIONS.....	5
ARTICLE 8	RESPONSIBILITIES OF OFFICERS .....	6
ARTICLE 9	COMMITTEES .....	6
ARTICLE 10	ANNUAL MEETING.....	7
ARTICLE 11	GENERAL AND SPECIAL MEETINGS.....	7
ARTICLE 12	NOTICE OF MEETINGS.....	8
ARTICLE 13	QUORUM AT MEETINGS .....	8
ARTICLE 14	GENERAL.....	8

## **ARTICLE 1 NAME AND STATUS**

The name of this Society shall be Canadian Evaluation Society – Ontario Chapter (hereinafter referred to as the “Chapter”).

## **ARTICLE 2 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 3 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 4 TRANSACTION OF THE AFFAIRS OF THE CHAPTER**

1. Until changed by the Board, the fiscal year of the Chapter shall run from January 1<sup>st</sup> to December 31<sup>st</sup> of the same year.
2. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Chapter by any two (2), of the President, the Secretary, or the Treasurer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

3. The banking business of the Chapter shall be transacted with such banks, trust companies or other firms or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.
4. The members shall at each Annual Meeting appoint an auditor to audit the accounts of the Chapter and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor of the Chapter. The remuneration of the auditor of the Chapter shall be fixed by the Board of directors.

## ARTICLE 5      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) kilometer 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 (1) year.

## **ARTICLE 6 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. Except initially as provided herein, each Director shall hold office for a Term of 3 years, to hold office until the third next annual meeting, but if a new Director is not elected there, the Director then in office shall continue in office until the successor is duly elected. Retiring Directors shall be eligible for re-election. At least one (1) Director shall be a student, or have been a student in the past two (2) years.
3. The Board may appoint from time to time non-voting Directors who shall have such powers and duties as the Board may from time to time prescribe, who shall hold such office at the pleasure of the Board.
4. The Board of Directors shall elect from amongst its members the officers of the Chapter who shall be President and Vice-President. This election shall be presided over by the Past President and be held before the beginning of the new fiscal year. The remaining members of the Board of Directors shall be appointed in consultation with each Board Director to positions deemed necessary, including, Secretary, Treasurer, Committee Chairs and Co-Chairs, such appointments being effected by the newly elected President.
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.
  - d) The Board of Directors shall hold a minimum of six (6) meetings each year. The President shall be empowered to call additional meetings of the Board of Directors.
  - e) 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 President of the meeting, in addition to his/ her original vote, shall have a second or deciding vote.
6. No Director or officer of the Chapter shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Chapter through the insufficiency or deficiency of title to any property acquired by order of the Board for

or on behalf of the Chapter, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Chapter shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Chapter shall be deposited, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own wilful neglect or default.

7. Every director and officer of the Chapter and his heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Chapter from and against:
  - f) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office: and
  - g) all other costs, charges and expenses that he sustains or incurs in, about, or in relation to, the affairs of the Chapter;except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

## **ARTICLE 7      NOMINATIONS & ELECTIONS**

1. Election for the Board of Directors shall be held at the Annual Meeting from among the nominated candidates presented in the Slate of Nominees.
2. The Board of Director shall establish a Nominating Committee annually in advance of the Annual Meeting, to identify the number of vacant director spots and undertake a screening process for prospective applicants.
3. An Open Call for Nominations will be sent to all members no less than thirty (30 days) prior to the Annual Meeting. All nominations of candidates for the Board of Directors shall be submitted to the Nominating Committee.
4. All nominations shall be signed by the candidate and two (2) other members of the Chapter. Nominees shall be members in good standing with the Ontario Chapter.
5. The Nominating Committee shall screen and select suitable candidates to put forth in the Slate of Nominees, that shall be presented to the membership electronically, in advance of the Annual Meeting.
6. Members of the Nominating Committee shall not nominate or second a nominee, or must step away from the Nominating Committee, to mitigate any actual or anticipated conflict of interest.
7. The Nominating Committee shall try to ensure that a full Slate of Nominees is presented for review and approval by the membership at the Annual Meeting.

8. In the event that not all positions are filled during the Open Call for Nominations, the Board of Directors shall decide whether or not to hold an election at the Annual Meeting to fill vacant seats. The Board of Directors shall advise the membership of the rationale for their decision to hold or not hold an election.
9. If an election is to be called on the day of the Annual Meeting and the number of members interested exceeds the number of seats available, a closed ballot process will be undertaken to fill the vacant seats.
10. Any ties for the Board of Director elections shall be broken by the President/Chair or his/her present designate.

## **ARTICLE 8      RESPONSIBILITIES OF OFFICERS**

1. The President 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 President the Vice-President shall preside.
2. The President and the Vice-President, 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 President and/or the Vice-President, 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 President or the Vice-President, 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 9      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 President of the Nominating Committee shall (normally) be the Past President 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 President 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 10      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 President 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
  - d) general meetings of members and confirming same;
  - e) presentation of annual report of the Board of Directors;
  - f) presentation of the financial statements of the Chapter;
    - i. discussion and, if thought fit, approval of such statements and report;
    - ii. election results from vacant positions on the Board of Directors; and
    - iii. Such other business which properly may be transacted thereat.

## **ARTICLE 11      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 12 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 13 QUORUM 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 14 GENERAL**

1. All antecedent By-laws of the Chapter are hereby repealed.
2. 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 the said meeting.
3. 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.