



Canadian Society of Association Executives General Operating By-law No. 5

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Section I - General

1.01 - Definitions

In this by-law and all other by-laws of CSAE, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Affiliates" are individuals in defined groups as recognized by the board and described in the Affiliates policy. Affiliates have no voting or member privileges. The CSAE Board of Directors will add categories of affiliates from time to time by motion of the Board.
- c) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- d) "Association" – means any structured organization of persons having common interests with a common purpose, including without limitation, any professional, business, or trade association as well as any charity, sport or community institution, private foundation, trade union, or similar organization.
- e) "Association management" - means the application of leadership and/or management principles and practices consistent with the purpose of an Association.
- f) "Board" or "Board of Directors" means the board of directors of the Corporation;
- g) "Business Member" means an individual who provides or represents providers of products or services used by Associations.
- h) "By-law" means this by-law and any other by-laws of CSAE as amended and which are, from time to time, in force and effect;
- i) "Corporation" means CSAE;
- j) "CSAE", or "SCDA" - means Canadian Society of Association Executives - Société canadienne des directeurs d'association.
- k) "Executive Member" - means an individual employed by one or more Associations.
- l) "Meeting of members" includes an annual meeting of members or a Special meeting of members;
- m) "Member" means a Business Member or an Executive Member;
- n) "Ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;
- o) "Proposal" means a proposal submitted by a member of CSAE that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- p) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- q) "Special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- r) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

1.02 - Interpretation

In these by-laws and in all other CSAE By-laws hereafter passed unless the context otherwise requires, the singular shall include the plural and the plural the singular. Both the French and English versions of the by-laws are official.

1.03 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 - Financial Year End

The financial year of CSAE shall end on the thirtieth day of April in each year unless changed in accordance with the Act.

1.05 - Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

1.06 - Borrowing Powers

The Board may, without authorization of the members, on behalf of CSAE:

- a) borrow money on the credit of CSAE;
- b) issue, re-issue, sell, pledge or hypothecate debt obligations of CSAE;
- c) give a guarantee on behalf of CSAE; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of CSAE, owned or subsequently acquired, to secure any debt obligation of CSAE.

1.07 - Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 - Auditors

An auditor shall be appointed each year at the annual Meeting of members.

1.09 - Parliamentary Procedure

The Board will determine the rules of parliamentary procedure to be followed at meetings of the Board and Members.

Section 2 - Membership

2.01 - Application for Membership

The Board of Directors may establish rules and procedures for application for membership in CSAE.

2.02 - Membership Categories

CSAE shall have two classes of Members:

- a) Executive Member, each of whom is entitled to receive notice of, attend and vote at all Meetings of members; and each shall be entitled to one (1) vote at such meetings; the term of membership of an Executive member shall be annual, subject to renewal in accordance with the policies of CSAE; and,
- b) Business Member, each of whom is entitled to receive notice of and attend Meetings of members; and subject to any express exceptions provided in the Act, shall not be entitled to vote at a Meeting of members; the term of membership as a Business member shall be annual, subject to renewal in accordance with the policies of CSAE.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special resolution of the Members is required to make any amendments to this section of the By-law if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.03 - Membership Transferability

A membership may only be transferred with the approval of the Board of Directors or its

designate.

2.04 - Professional Conduct

All Members of CSAE shall comply with the Professional Code of Conduct (or similarly titled document), which shall set out the conduct expected of Executive and Business Members. The Code shall be established and may be amended by the Board of Directors.

2.05 - Discipline of Members

The Board of Directors shall have authority to suspend or expel any Member from CSAE for any one or more of the following grounds:

- a) violating any provision of the Articles, By-law, the Professional Code of Conduct or written policies of CSAE;
- b) carrying out any conduct which may be detrimental to CSAE as determined by the Board of Directors in its sole discretion; and
- c) for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CSAE.

In the event that the Board of Directors determines that a Member should be expelled or suspended from membership in the Corporation, the Chair or such other officer as may be designated by the Board shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair or such other officer as may be designated by the Board, the Chair or such other officer as may be designated by the Board may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.06 - Resignation

A Member wishing to withdraw from membership in CSAE may do so upon notice in writing to the President & CEO of the Corporation. Membership fees will not be refunded in whole or in part, nor carried forward.

2.07 - Termination of Membership

A membership in the Corporation is terminated when:

- a) the Member dies, or, in the case of a Member that is a corporation, the corporation is dissolved;
- b) a Member fails to maintain any qualifications for membership described in Section 2.01 of this By-law;
- c) the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d) the Member is expelled in accordance with Section 2.05 above or is otherwise terminated in accordance with the Articles or By-law;
- e) the Member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

2.08 - Effect of Termination of Membership

Subject to the Articles, upon any termination of membership (by expulsion, resignation or otherwise), the rights of the member including any rights in the property of CSAE, automatically cease to exist.

Section 3 - Dues and Assessments

3.01 - Amount of Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid ~~within 60~~ 45 days of the membership renewal date, the Members in default shall automatically cease to be Members of CSAE.

The annual dues payable by CSAE Members shall be those fixed from time to time by resolution of the Board of Directors.

Section 4 - Board of Directors

4.01 - Duties and Responsibilities

The affairs of CSAE shall be governed by a Board of Directors, which shall supervise, control and direct all its activities. The Board of Directors may delegate to the President & CEO, any committee or officer any or all powers, duties and authority of the Board of Directors, which may lawfully be delegated. The Board of Directors may, from time to time, set policies as it sees fit including one to ensure the provision of bilingual services.

4.02 - Composition

- a) The Board shall consist of a minimum of eight (8) and a maximum of fourteen (14) directors. The Board shall be comprised of the fixed number of directors as determined from time to time by the Members by resolution or, if the resolution empowers the Board to determine the number, by resolution of the Board. At least two (2) directors must not be Officers or employees of the Corporation. One director must be a Business Member.
- b) The Board of Directors shall be comprised of the Immediate Past Chair (if elected or appointed pursuant to this By-law).
- c) The Board of Directors may appoint up to three (3) additional directors, as long as the number does not exceed the maximum of 14 as outlined in the Articles, who shall hold office for a term expiring not later than the close of the next annual general meeting of Members. The total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of members. The time served as director by such appointed individuals shall not be counted towards the maximum term lengths set out in Section 4.03 below.

Qualifications of Directors

Each director shall:

- a) be an individual who has interest in furthering the Corporation's Objects and be able to meet all the qualifications of Membership as are set out in Section 2.02 of this By-law;
- b) have been screened and found to be acceptable in accordance with the screening processes and/or policies of the Corporation which are in use, force, and effect from time to time;
- c) not be an "ineligible individual" as defined in the *Income Tax Act*, R.S.C. 1985, c. 1 (5th Supp.), s. 149.1;
- d) not be an undischarged bankrupt;
- e) be eighteen years of age or older; and
- f) not have been declared incapable by a court in Canada or in another country.

4.03 – Election and Term of Office

Subject to the provisions of this By-law, at each annual Meeting of members, such number of directors necessary to fill any vacancies on the Board shall be elected to hold office for a term expiring not later than the close of the second (2nd) annual Meeting of members following the election.

- a) The Board of Directors will take office at the termination of the annual Meeting of members at which they were elected.
- b) Directors shall be elected to serve a two (2) year term on a staggered basis and may serve no more than three (3) consecutive terms, except that:
 - a. a director who has reached the six (6) year term limit, but is interested in serving as an officer of the Board, shall be eligible to be elected as a director for one additional two (2) year term in order to serve as an officer; and
 - b. the most recently retired Chair of the Board shall be eligible to be appointed for up to two (2) additional one (1) year terms as a director, in order to serve as Immediate Past Chair, even if he/she has reached the six (6) year term limit as a director. Directors must stand for election when they move from one term to another term.
- c) Directors who have served the maximum length of term as a director shall not be eligible for re-election for a period of one (1) year following retirement, and then may serve only one additional two-year term.

4.04 - Board Vacancies

Any vacancy on the Board of Directors may be filled by the Board of Directors by appointment and the person so appointed will hold office for the remainder of the unexpired term. The initial time in which an appointee holds office as a result of a vacancy shall be excluded from the term limits set out in Section 4.03 above.

4.05 - Meetings and Notice

- a) The Board of Directors shall meet following CSAE's annual Meeting of members to elect the officers of CSAE. It shall meet at least four times in each year at such times and places as the Chair may designate. Dates of regularly scheduled meetings of the Board shall be communicated to the directors in writing as soon as possible after the annual Meeting of members, and materials for each such meeting shall be supplied to the Board at least seven (7) days in advance of the meeting date. Written notice of 'emergency' meetings, and the relevant materials, shall be supplied at least two (2) days in advance and notice may be supplied electronically.
- b) If a majority of the Board of Directors consent, they may participate in a meeting of the Board or of a committee of the Board telephonically or electronically that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed to be present at the meeting.
- c) The President & CEO of the Corporation shall have a standing invitation to attend all meetings of the Board; such invitation may be revoked or suspended for any reason by resolution of the Board.

4.06 - Special Meetings

The Chair, or in their absence the Vice-Chair, Secretary-Treasurer or President & CEO, shall call a special meeting of the Board of Directors at any time and place specified in a written demand by one-third of the members of the Board of Directors. The business to be transacted at such special meetings shall be stated in the notice thereof, and no other business may be considered at that meeting.

4.07 - Quorum

At any meeting of the Board of Directors, a quorum shall consist of a simple majority (50% plus one) of those entitled to vote. Directors who declare a conflict of interest shall nonetheless be counted in determining a quorum.

4.08 - Voting Rights and Procedures

Only directors in attendance at any meeting of the Board of Directors may vote. In the case of an equality of votes, the chair of the meeting shall not have a second vote and the motion will be deemed to have failed. Proxies are not accepted at meetings of the Board of Directors. In the event that the Chair and the Vice-Chair are absent, the directors present at a meeting shall choose one of their number to chair the meeting.

4.09 - Resolution Passed Outside of Board Meeting

A resolution in writing, signed by all the directors entitled to vote on that resolution at a Board Meeting or Committee of the Board, is as valid as if it had been passed at a Board Meeting or Committee of the Board.

4.10 - Remuneration

Neither the directors nor the officers shall be remunerated for their duties as such. Directors and officers may be reimbursed for reasonable expenses incurred while performing such duties.

Nothing herein contained shall be construed to preclude any director or officer from serving the Society in any other capacity and receiving compensation therefor.

4.11 – Indemnification and Insurance

- a) CSAE shall indemnify its present and former directors and officers to the full extent permitted by the Act.
- b) CSAE shall purchase and maintain insurance for the benefit of any present or past director or officer or any other person acting on CSAE's behalf against any liability incurred by such person
 - i. in their capacity as a director, officer or agent of CSAE, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of CSAE, or
 - ii. in their capacity as a director or officer of another body corporate where they act or acted in that capacity at CSAE's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

4.12 – Vacancy

The office of director shall be automatically vacated:

- a) if the director ceases to be a Member of CSAE;
- b) if the director shall resign the office:
 - a. by delivering a written resignation to the Chair, Vice-Chair or Secretary-Treasurer of CSAE, which resignation shall be effective as of the time set out therein, or upon approval of the Board, whichever is earlier; or
 - b. upon the occurrence of one or more of the following circumstances (each of which shall constitute a deemed resignation):
 - i. failing to attend more than two (2) consecutive meetings of the Board;
 - ii. being convicted of a criminal offence;
 - iii. violating any provisions of the Articles, By-law, the Professional Code of Conduct, or written policies of CSAE, as determined by the Board in its sole discretion;
 - iv. carrying out any conduct which may be detrimental to CSAE as determined by the Board of Directors in its sole discretion; or
 - v. for any other reason that the Board of Directors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of CSAE.
- c) if the director becomes ineligible to serve as a Board member in accordance with section 126 of the Act;
- d) by Ordinary resolution of the Members in accordance with section 130 of the Act;
or
- e) on the death of the director.

Section 5 - Officers

5.01 - Appointment of Officers

The Board of Directors may designate the offices of CSAE, appoint officers, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of CSAE. A director may be appointed to any office of CSAE. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

5.02 - Number of Officers

The officers of CSAE shall be the Chair of the Board of Directors, the Vice-Chair, the Secretary-Treasurer, the President & CEO, and any other officer appointed by the Board from time to time. The Board of Directors shall elect ~~elect~~ officers to the Chair, Vice-Chair and the Secretary-Treasurer at a Board meeting immediately following the annual Meeting of members.

5.03 - Duties of Officers

The duties of officers shall be those specified by the Board of Directors and amended by the Board as required, including as follows:

- a) The Chair of the Board of Directors will call and chair the meetings of the Board of Directors and Members;
- b) The President & CEO shall be responsible for the management, staffing and operation of CSAE in accordance with Board of Directors policies; and
- c) In the event of the Chair's absence, disability, or refusal to act, the Vice-Chair or Secretary-Treasurer will assume the duties of the Chair. The Vice-Chair or Secretary-Treasurer will also perform those duties, as may be required by law, or as assigned by the Board of Directors.

5.04 - Term of Office

The officers shall remain in office for one year or until their successors shall be elected or appointed, with the exception of the President & CEO whose term, by resolution of the Board of Directors, shall be subject to terms and conditions of employment. The Board may extend the term of office for the Chair, Vice-Chair, and Secretary-Treasurer as required.

5.05 - Vacancies

Should the office of the Chair become vacant, it shall be filled by the Vice-Chair or Secretary-Treasurer. In the event, the Vice-Chair or Secretary-Treasurer position is vacant; it shall be filled by the Board of Directors from amongst its members for the duration of the term.

5.06 - Removal of Officers

In the absence of any written agreement to the contrary, an officer may, by resolution of the Board of Directors, be removed before the expiration of their term. Unless so removed, an officer shall hold office until the earlier of the officer's resignation, the officer ceasing to be a director (if a necessary qualification for appointment); the appointment or election of the officer's successor; or the officer's death.

Section 6 - Committees

The Board of Directors may establish such committees as deemed necessary. Any committee consisting of one or more non-directors may only act in an advisory capacity. The Board may delegate any of its powers to a committee of directors, other than the following:

- a) submitting to the members any question or matter requiring the approval of members;
- b) filling a vacancy among the directors or in the office of public accountant or appointing additional directors;
- c) issuing debt obligations except as authorized by the Board;
- d) approving any financial statements of the Corporation;
- e) adopting, amending, or repealing the By-law; or
- f) establishing contributions to be made, or dues to be paid, by Members.

Section 7 - Certified Association Executive Designation

The Board of Directors or its designate may certify Members in the practice of association management in accordance with policies established by the Board. The Board shall authorize individuals so certified to use the designation "Certified Association Executive/Cadre d'association émérite" (CAE/caé) so long as the person remains a Member or Affiliate of CSAE in good standing and adheres to the CAE policy.

Section 8 - Annual and Special General Meetings of Members

8.01 - Annual Meeting

The annual meeting of CSAE shall be held each year at such time and place as may be designated by the Board of Directors. Meetings of the Members may be held at any place within Canada determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Canada. The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.

The Chair of the Board of Directors will chair any Meeting of members. In the event of the Chair's absence, disability, or refusal to act, the Vice-Chair will assume the duties of the Chair. In the Vice-Chair's absence, disability, or refusal to act, the Board shall appoint the Secretary-Treasurer as the chair of the Meeting.

8.02 - Special General Meetings

Special Meetings of members may be held upon the call of the Board of Directors at such times and places as it may designate.

The Chair shall call a special general meeting upon the written request of at least five percent (5%) of the voting Members within sixty days after the filing of such a request with the President & CEO. The request will state the business to be transacted at the meeting and shall be sent to each director and to the CSAE office. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

The business to be transacted at the special Meeting of members shall be stated in the notice thereof, and no other business may be considered at those meetings.

8.03 - Notice

Notice of the time and place of a meeting of Members, as well as information on any Proposal, shall be given to each Member entitled to vote at the meeting, to each director, and to the public accountant of the Corporation, by mail, courier, personal delivery, telephonic or electronic means at least twenty-one (21) days and no more than thirty-five (35) days before the day on which the meeting is to be held.

8.04 - Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of members shall be those entitled to vote at the meeting, Business Members, the directors and the public accountant of CSAE and such other persons who are entitled or required under any provision of the Act, Articles or By-law to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary resolution of the Members.

8.05 - Quorum

At any Meeting of members, five percent (5%) of voting Members present in person, by telephonic and/or electronic means, or by proxy, as verified by the Secretary-Treasurer, shall constitute a quorum. If a quorum is present at the opening of a meeting of members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

The chair of a Meeting may, with the consent of the meeting attendees, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned Meeting takes place within thirty-one (31) days of the original Meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original Meeting in accordance with the notice calling the same.

8.06 - Participation by Electronic Means at Members' Meeting

Participation at meetings of Members may be in person or telephonically or electronically that permits all participants to communicate adequately during the meeting. A Member so participating in a meeting is deemed to be present at the meeting. A Meeting of members may be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the Meeting.

8.07 - Absentee Voting

In addition to voting in person, every Member entitled to vote at a meeting of Members may vote prior to a Meeting by any of the following means:

- (a) by appointing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
 - i. Members eligible to vote shall be provided the proxy form and information with the notice of the Meeting.
 - ii. A proxy must be signed and registered by the voting Member and shall be valid only for the meeting for which it was specifically given or for any adjournment thereof.
 - iii. Proxies or notice of proxies held must be filed with the Secretary-Treasurer at least seven days before the meeting takes place.
 - iv. A proxyholder, other than an officer, may only represent up to five (5) Members;

- (c) if permitted by the Corporation, by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special resolution of the Members is required to make any amendment to the By-law to change this method of voting by Members not in attendance at a Meeting of members.

8.08 - Voting

Voting Members of CSAE shall have the right to vote at meetings in person or telephonically/electronically.

At any Meeting of members every question shall, unless otherwise provided by the Articles or By-law or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second vote and the motion shall be deemed to have failed.

Section 9 – Networks

9.1 – Formation, Function and Discontinuance

Upon written application to CSAE by at least 25 voting Members, the Board of Directors may establish CSAE Networks to carry out programs consistent with the mission, strategic directions, and policies of CSAE. The Board of Directors may combine, subdivide or discontinue Networks at its discretion.

9.2 – Discontinuance of a Network

In the event a Network is discontinued, all rights, title, interest, property, and assets belong to CSAE.

Section 10 - Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.



Section 11 - Omissions and Errors

The accidental omission to give any notice to any Member, director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where CSAE has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

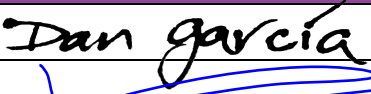

Section 12 - By-laws and Effective Date

Subject to matters requiring a Special resolution, this By-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 5 of the Corporation, as enacted by the Board by resolution on the 20 day of June, 2023.

Signatures	Title	Date
	Chair, Board of Directors	
	Secretary-Treasurer, Board of Directors	

Confirmed by the Members by Special resolution on the 18th day of October, 2023.

Signatures	Title	Date
	Chair, Board of Directors	
	Secretary-Treasurer, Board of Directors	