



Canadian Institute for Theatre Technology
Institut canadien des technologies scénographiques

CITT BYLAWS

(Last version May 2012)

ADOPTED and MINISTERIAL APPROVED IN 1990

AMENDED, SANCTIONED and MINISTERIAL APPROVED IN 1993

AMENDED and SANCTIONED February 21 2000, MINISTERIAL APPROVED January 2007

AMENDED and SANCTIONED August 17 2001, MINISTERIAL APPROVED January 2007

AMENDED and SANCTIONED August 18 2002, MINISTERIAL APPROVED January 2007

AMENDED and SANCTIONED August 24 2003, MINISTERIAL APPROVED January 2007

AMENDED and SANCTIONED August 14 2004, MINISTERIAL APPROVED January 2007

AMENDED and SANCTIONED August 12 2006, MINISTERIAL APPROVED January 2007

AMENDED and SANCTIONED August 18 2007, MINISTERIAL APPROVED October 2007

AMENDED and SANCTIONED August 15 2009

AMENDED and SANCTIONED August 18, 2012

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PREFACE

MISSION AND PURPOSES

MISSION

CITT's Mission is to actively promote the professional development of its members and to work for the betterment of the Canadian live performance community.

PURPOSES

CITT is a non-profit Corporation organized and operated for charitable, educational, and scientific purposes. To ensure this purpose and the Mission of the Corporation are met, CITT shall:

- A. Promote safe and ethical work practices;
- B. Organise workshops, conferences and other development opportunities;
- C. Encourage the development of industry standards;
- D. Advocate at the local, regional, national and international level;
- E. Disseminate information and facilitate communication;
- F. Encourage research and publication of the results;
- G. Promote and recognize work of excellence; and
- H. Encourage the membership to take an active role in fulfilling CITT's mission.

**ARTICLE I
NAME AND SEAL**

Section 1. NAME

The name of this Corporation is the CANADIAN INSTITUTE FOR THEATRE TECHNOLOGY and the acronym commonly used will be CITT.

The French name of the Corporation will be: INSTITUT CANADIEN DES TECHNOLOGIES SCÉNOGRAPHIQUES and the acronym commonly used will be ICTS.

The bilingual acronym of CITT will be CITT/ICTS.

Section 2. SEAL

The Seal of the CITT shall be in the form of a circle and shall bear the name of the CITT, the year of Incorporation, and the words “corporate seal.”

**ARTICLE II
LIMITATIONS**

Section 1. LIMIT OF ACTIVITIES

This organization shall not engage in activities that are not in furtherance of its stated purposes.

Section 2. LIMIT OF EARNINGS AND INFLUENCE

No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.

ARTICLE III
MEMBERSHIP, DUES, MEMBERSHIP MEETINGS AND VOTING

Section 1. MEMBERSHIP CATEGORIES

The members of CITT shall consist of persons, corporations, partnerships, and unincorporated associations interested in furthering the stated purposes of CITT. CITT shall not discriminate or withhold membership for reasons of race, religion, creed, gender, or physical disability. The Board may from time to time and at its sole discretion establish membership categories which may include but are not limited to:

- A. **Student:** Open to individuals who are recognized full-time students at educational institutions.
- B. **Individual:** Open to persons interested in furthering the stated purposes of CITT.
- C. **Professional:** Open to individuals interested in supporting CITT at a higher level, in return for which the Board of Directors may from time to time specify certain benefits to be available only to professional members. In all other respects, professional members are entitled to the rights and privileges of individual members.
- D. **Retired Member:** Open to any individual that is no longer active in the industry and wishes to be a member of CITT.
- E. **Organizational:** Open to not-for-profit institutions such as universities, colleges, libraries and not-for-profit arts organizations.
- F. **Sustaining:** Open to for profit organizations or firms or any organization wishing to provide a higher level of support to CITT.
- G. **Contributing:** Open to any organization wishing to provide a higher level of support to CITT.

Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. All Organizational, Sustaining, and Contributing members shall have the right to designate one individual with the power to vote on behalf of the member. Notice of such individual shall be filed with the Corporation prior to the commencement of any meeting where voting may take place.

Section 2. DUES

The Board of Directors shall establish dues for each class of membership. The Board of Directors shall be empowered to change the dues structure from time to time as it may deem necessary.

- A. **Payment.** Dues are payable annually with membership lapsing in the anniversary month of the last dues payment.
- B. **Failure To Pay Dues.** Failure of a member to pay the established dues of their category of membership within fifteen (15) days after the due date shall result in suspension from rights of membership in CITT, and if such dues are not paid within thirty (30) days after the due date, membership in CITT shall cease and terminate.

Section 3. 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 1 of these bylaws;
- 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 4 below or is otherwise terminated in accordance with the articles or by-laws;
- e) the member's term of membership expires; or
- f) the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Section 4. DISCIPLINE OF MEMBERS

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, 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 president, 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 president, the president, 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.

Section 4. MEETINGS

- A. **Record Date.** The directors may fix a date, not more than sixty (60) days prior and not less than thirty (30) days prior to the Annual General Meeting, as a record date for the determination of those members entitled to notice of the meetings. Notwithstanding the establishment of a record date for determination of the entitlement to notice of an Annual General Meeting, all members in good standing at the time of an Annual General Meeting are entitled to attend and vote at the Annual General Meeting.
- B. **Annual.** The Annual General Meeting of the members of CITT shall be held at a place in Canada designated by the Board of Directors. The members may resolve that a particular meeting of members be held outside Canada. The Annual General Meeting shall be held at least once in each calendar year and no more than fifteen (15) months after the preceding Annual General Meeting.

Notice can be given to members entitled to vote in any of the following options:

- notice is sent by mail, courier or personal delivery, between 21 and 60 days before the meeting;
- notice is communicated by telephone or other electronic communication means, between 21 and 35 days before the meeting;
- notice is communicated via a publication:

- at least once a week for three weeks prior to the meeting if using a newspaper; or
- between 21 and 60 days if using a publication of the corporation that is distributed to members;

At the Annual General Meeting, members shall transact such business as may be referred to the meeting by the Board of Directors or as contained in the Notice of Meeting. Any item not presented to the Annual General Meeting in this fashion must be deferred to the next meeting of the membership (either Annual or Special). The Annual General Meeting shall also receive the Annual Report and the Annual Financial Statements of CITT. The Annual Financial Statements are available to the members upon request.

- C. **Special.** Special Meetings of the members of CITT may be called in the following ways:
1. By a majority of the Board of Directors;
 2. By the filing with the Secretary of a written request for such a meeting by no less than 5% of all voting members in good standing.

Upon the calling of any Special Meeting, the Secretary of CITT shall give notice of such special meeting to each member named in the register of members at the time the Secretary is notified that the special meeting has been called. Said notice may be given either personally, by mail, by e-mail, or by publication in the newsletter or on the website, stating the time, place, and purposes thereof, not less than thirty (30) days before the meeting. Notice of a Special Meeting shall state the nature of the business to be transacted at such meeting in sufficient detail to permit the members to form a reasoned judgment on that business.

- D. **Quorum.** At all meetings of the members of the CITT, five percent (5%) of all voting members in good standing shall be present, to constitute a quorum necessary to conduct business. In the event of failure to achieve a quorum, those present, if they so choose, may proceed informally but without power to adopt resolutions or by-laws.
- E. **Procedures.** To resolve points of procedures, Roberts Rules of Order shall be consulted.

Section 5. VOTING

At all meetings of the members of CITT, each voting member in good standing present (see membership categories) shall be entitled to one vote. All questions at meetings, whether General or Special, shall be determined by a simple majority of the votes cast unless the Act or these Bylaws otherwise provide. Voting is by show of hands or by electronic participation. A member entitled to vote at the meeting can demand a ballot.

**ARTICLE IV
OFFICERS AND BOARD OF DIRECTORS**

Section 1. GENERAL - BOARD OF DIRECTORS

The Board of Directors of CITT shall be comprised of 10 members in the following voting positions:

- A. An Executive Committee of five (5) officers elected by the membership:
 - 1. President
 - 2. Vice-president
 - 3. Secretary
 - 4. Treasurer
 - 5. The immediate Past-president or The President Elect, in offsetting years
- B. Five (5) Directors-at-Large elected to two-year terms by the membership in Annual Elections.
- C. The members of the Board of Directors shall be members in good standing of CITT for the year in which they are elected and for all the time they serve.

Section 2. QUORUM

Six (6) voting members of the Board to include

- A. Any three members of the executive of which at least one must be the President or the Vice President, or in the absence of the Vice President another member of the Executive designated by the President.

Section 3. OFFICERS

A. The Officers of CITT shall constitute the Executive Committee, and shall include:

- 1. President
- 2. Vice-President
- 3. Secretary
- 4. Treasurer
- 5. The Immediate Past-president or the President Elect, in offsetting years.

Except as hereinafter set out, officers may not hold more than one office at the National level concurrently.

- B. **Compensation.** No officer of CITT shall receive any salary or compensation for his or her services as an officer of CITT.
- C. **Powers of Executive.** The Executive Committee shall be charged with providing the President with advice and counsel between meetings of the Board of Directors. In addition, the Executive Committee shall supervise and review all employees and contractors of CITT. However, the authority to hire and terminate the services of all paid employees and contractors of CITT shall rest solely with the full Board of Directors.
- D. **Quorum of The Executive Committee.** Quorum for any action taken by the Executive shall be subject to a simple majority of the Executive as listed above.
- E. **Succession of Officers**
 - 1. In the event the Presidency becomes vacant due to death, incapacity, or resignation, or the removal of the President from office during his or her term pursuant to the provisions contained herein, the position of Acting President shall be filled from the officers of CITT in the order they are listed in this section.
 - 2. In the event any other office becomes vacant due to death, incapacity, or resignation, removal of any officer from office during his/her term pursuant to the provisions contained herein, or as a result of succession pursuant to item E.1 above, the position of Acting Officer

shall be filled from the directors of CITT. The remaining term of any Director so appointed may be filled by a member of the Corporation nominated by the board of directors, by majority vote, to complete the mandate until the next election.

F. Attendance at meetings

1. Any member of the Board who fails to attend 3 meetings in succession may, at the discretion of the Board, be required to resign.

G. General responsibilities of Directors

1. Directors act in a position of trust for the Corporation and are responsible for the effective governance of the Corporation.
2. Directors must display a commitment to the mission of the Corporation.

Section 4. PRESIDENT

The President's term of office shall consist of one (1) year as President Elect, two (2) years as President, and one (1) year as Past-President. This constitutes one term. The President shall preside at all meetings of the members, the Board of Directors, and the Officers.

The President shall have general oversight of the activities of CITT and be kept informed of the daily operations by the National Office.

The President shall keep the Board of Directors fully informed with respect to the activities of CITT and shall freely consult with the Board.

The President shall be the officer responsible for overseeing the office functions and its staff.

The President shall perform such other duties as by tradition pertain to the office of the President.

The President shall appoint all committees except as may be specifically designated otherwise herein.

The President shall be an ex-officio member of all committees of the organization.

Section 5. VICE-PRESIDENT

The Vice President shall serve for a term of two years and shall be tasked with leading specific initiatives within the board functions as delegated by the President.

The Vice President shall act as the Chair in the absence of the President at any Board or Executive Committee meetings.

In addition, he or she shall perform other duties as may be assigned to him or her by these Bylaws, the Board of Directors and the President.

Section 6. SECRETARY

The Secretary shall act as secretary for all meetings of the members, the Board of Directors, and the officers, and shall keep the minutes thereof.

The Secretary shall notify all members of CITT of Special and Annual Meetings and record the proceedings thereof.

The Secretary shall be responsible for the filing of all records of meetings.

The Secretary shall have general charge of the seal of the Corporation and shall cause it to be affixed to all documents on behalf of the Corporation, as required by law.

The Secretary shall perform other duties as may be assigned to him or her by these Bylaws, the Board of Directors and the President.

Section 7. TREASURER

The Treasurer shall be responsible for the care and custody of the funds and securities of CITT, subject to the direction of the Board of Directors.

The Treasurer shall ensure a proper set of records showing all receipts and expenditures is kept.

The Treasurer shall provide an annual audit of the books of CITT and it shall be presented to the Board of Directors at a meeting held prior to the Annual General Meeting of CITT.

The Treasurer shall be responsible for the disbursement of funds in accordance with the budget as approved by the Board of Directors.

The Treasurer shall review all contracts entered into by CITT.

The Treasurer shall perform other duties as may be assigned to him or her by these Bylaws, the Board of Directors and the President.

Section 8. THE PAST PRESIDENT OR PRESIDENT ELECT

The Past President or President Elect shall perform such duties as may be assigned to him or her by these Bylaws, the Board of Directors and the President.

Section 9. DIRECTOR AT LARGE

Directors at Large shall serve for a term of two years and be required to sit on at least one committee and actively participate in initiatives established by the board as appointed by the president.

Directors at Large shall perform other duties as may be assigned to them by these Bylaws, the Board of Directors and the President.

Section 10. MEETINGS

The Board of Directors shall meet at least two (2) times each year:

- A. At the site and time of the Annual General Meeting of the members, and
- B. At least one other time at a place designated by the President.
- C. The President may call other meetings of the Board at a time and at a location determined by the President and shall inform all members of the Board concerning such meetings at least thirty (30) days prior to the meeting. Meetings may be conducted by telephone or other electronic communication facilities as it permit all persons participating in the meeting to communicate with each other where all of the directors consent to the holding of the meeting in such fashion and provided further that the written minutes of such meetings are distributed to all members of the Board of Directors, and approved by the Board at its next regular meeting.
- D. To resolve points of procedure, Roberts Rules of Order shall be followed.
- E. Special meetings of the Board of Directors may be called by the written notice of five (5) voting members of the Board to all voting members of the Board. Such notice is to be mailed to members of the Board at least thirty (30) days prior to the date of the meeting by Certified Mail.
- F. In the event the President is absent at a validly constituted meeting of the members of the Corporation, or of the Board of Directors, the position of Presiding Officer shall be filled from the officers present in the order they are listed in Article IV, Section 3.
- G. Between meetings of the Board of Directors, the Officers of CITT, acting in concert, are empowered to transact business of CITT and act for and in the name of the Board of Directors.
- H. Meetings of the Executive Committee of CITT, as provided in Article IV, Section 3, may be called by the President at a time and at a location determined by the President, who shall inform all members of the Executive Committee concerning such meetings at least five (5) days prior to the meeting.

Section 11. POWERS

The Board of Directors shall have general powers to manage and control the affairs and property of CITT as it may deem proper. These powers shall include:

- A. Approval of the annual budget of CITT. The Board of Directors shall control all expenditures and distribution made in connection with carrying out the purpose of CITT as set forth in the Certificate of Incorporation and Article II of these Bylaws.
- B. Adoption of rules and regulations for the conduct of all meetings of CITT.
- C. Establishment of the dues structure of the various classes of membership.
- D. Establishment of the policies for any services rendered to and rendered by CITT, and review and act on all contracts.
- E. Advising the President and the other officers on all matters relating to the operation of CITT.
- F. Performing other duties as may be prescribed by the Bylaws.

Section 12. VOTING

The following provisions shall govern the voting procedures of the Board of Directors:

- A. Each voting member of the Board of Directors shall be entitled to one (1) vote.
- B. A simple majority of the votes cast shall decide the issue, except where these Bylaws or the Board of Directors shall otherwise direct.
- C. The President, or designated chair of any meeting of the Board of Directors shall only cast a vote to break a tie.
- D. Any voting member who is in a direct conflict of interest related to any motion or decision to be made shall excuse themselves from voting.

**ARTICLE V
ELECTION OF EXECUTIVE COMMITTEE
and DIRECTORSHIP QUALIFICATIONS**

Section 1. THE ELECTION OF OFFICERS AND DIRECTORS

The Election of Officers and Directors shall take place each year prior to the Annual General Meeting. At least fifty (50) percent of the Board shall be elected in any year.

Section 2. APPOINTMENT OF NOMINATION COMMITTEE

Nominations for all elected Officers and Directors of CITT shall be prepared by the Nomination Committee. The Nomination Committee shall consist of the following persons, unless otherwise directed by a resolution of the Board:

- A. The immediate Past-President or President Elect (Chair)
- B. A representative of each Regional Section.

The President and Secretary shall be ex-officio members of the committee.

Section 3. PREPARATION OF SLATE

- A. The Nomination Committee shall develop a slate, which contains up to two (2) candidates for any position on the Board.
- B. All nominees must give approval in writing in order to have their name placed in nomination, must indicate their willingness and ability to meet obligations of office, and must provide a brief biographical description
- C. The preliminary slate of nominations shall be presented to the Board of Directors for approval by a majority vote at a meeting not less than one hundred and eighty (180) days prior to the Annual General Meeting.
- D. Notification of a preliminary slate shall be published by the Secretary so that it reaches the membership at least one hundred and fifty (150) days prior to the Annual General Meeting. Such notice shall include information on the placement of additional nominees (as described in Section 4, below), and shall give notice of the date for the mailing of the ballot.

Section 4. ADDITIONAL NOMINATIONS

- A. Additional nominations (in addition to those named in 3.A, above), for each position may be made by written nomination accompanied by the signatures of at least 4 members, verified as those of members in good standing. Such additional nominations shall be accepted for a period of 30 days from the publication of the preliminary slate per Section 3(D) above, but in any case, must be submitted no later than one hundred and twenty (120) days prior to the Annual General Meeting

Section 5. BALLOT

- A. For any single vacancy, if there is not more than one nomination for that position, no ballot shall be required, and the person nominated shall be subject to approval of a vote representing at least two-thirds of the Board of Directors. An announcement of the result shall be made at the Annual General Meeting, and published by CITT.
- B. The Nomination Committee shall have the responsibility for authorisation and printing of the ballot, either in paper version or electronic version, and its distribution.
- C. The ballot shall be accompanied by a brief biographical description of each candidate
- D. Ballots shall be sent to members at least ninety (90) days before the Annual General Meeting, and shall be returned to the location designated on the ballot not less than sixty (60) days

prior to the meeting. This closing date, and names added by petition, shall be so indicated. Ballots received after the closing date shall be invalidated.

- A. A majority vote shall decide all elections.

Section 6. TELLERS

In the case of a paper version ballot, the Chair of the Nominating Committee shall name not fewer than two (2) Tellers from the membership who are not candidates for elections, who shall count the ballots and certify the election results. The Secretary shall report the election results to the Board of Directors and to the Annual General Meeting.

Section 7. QUALIFICATIONS

Nominees for all officers and directorships shall have been Individual, Student, Professional or Retired members of CITT or the individual designated as the voting representative of a Organisational, Sustaining or Contributing membership for at least one (1) year as of January 1st of the year of their nomination.

Section 8. TERMS AND LIMITATION OF TERMS

All terms of office for directors and officers shall commence at the Annual General Meeting where the election result is announced. Terms of office for all directors and officers shall be two years.

- A. No individual may serve in a specific position on the Executive Committee for a period longer than two (2) consecutive terms.
- B. No individual may serve as a Board Member for more than three (3) consecutive terms.
- C. An individual that has completed three consecutive terms as a Board Member may run again for election after a two-year hiatus.

Section 9. REMOVAL FROM OFFICE

A. Officers.

1. Any officer may be removed from office at a Regular or Special Meeting of the Board of Directors by the affirmative vote of two-thirds of eligible members in attendance at a meeting called for such a purpose, provided that the contemplated action was included in the official agenda circulated with the Notice of Meeting.

B. Directors.

1. Directors may be removed for any reason prior to the expiry of the term for which they were appointed by the affirmative vote of two-thirds of eligible members in attendance at a meeting called for such a purpose, provided that the contemplated action was included in the official agenda circulated with the Notice of Meeting.

2. **Vacancy.** In the event a Director is removed, resigns, or is otherwise incapacitated as a Director before the ordinary expiry of his or her term, the Board as it is then comprised shall be entitled and empowered to conduct the business of the Board until the vacancy has been filled. The Board by majority vote, may, by appointment, fill the vacancy with a member of the Corporation to hold office until the next annual meeting of members.

ARTICLE VI NATIONAL OFFICE

Section 1. NATIONAL OFFICE

The day-to-day operations of CITT shall be conducted from the Office of CITT. All official records of CITT shall be filed and maintained there. The office shall be in a location and place as designated by the Board of Directors.

A. Employees and Contractors. All employees and contractors engaged by the Board of Directors to administer the affairs of CITT shall be responsible for the day-to-day operations of the Corporation and shall take guidance from and shall report to the Board of Directors. Such reports shall include, but not be limited to, the relative health and the general state of affairs of the Corporation.

ARTICLE VII COMMITTEES

Section 1. AD HOC COMMITTEES

The Board of Directors shall have the authority to create ad hoc committees as needed.

Section 2. STANDING COMMITTEES

The Board may create and modify standing committees as needed. Members of Standing Committees of CITT shall be appointed annually by the President or by a majority vote of the Board of Directors. The Board by majority vote, may, by appointment, fill any vacancy on the standing committee with another member of the Corporation. Standing Committees shall include:

- Finance Committee
- Nominating Committee

ARTICLE VIII PUBLICATIONS

Section 1. PUBLICATIONS

CITT shall publish and distribute to each member a journal and such other publications as from time to time seem appropriate.

Section 2. OTHER PUBLICATIONS

CITT may from time to time publish other materials either occasionally or serially on paper or on the website. Such publications may be for free distribution to members, or for sale, according to policies established by the Board of Directors.

ARTICLE IX CONTRACTS, BUSINESS TRANSACTIONS

Section 1. CONTRACTS AND SERVICES

All cheques shall be signed by such Officers, employees or contractors as may from time to time be designated by the Board of Directors. All contracts and agreements and other negotiable instruments and endorsements thereof shall be signed by the Treasurer or the President or such Officer or Officers or other person or persons designated by the Board of Directors.

Section 2. BORROWING

The Board of Directors shall have full power and authority on behalf of CITT to borrow such funds as are necessary for the business and activities of CITT, provided that such indebtedness does not exceed the negotiable assets of CITT.

Section 3. CORPORATE EARNINGS

No member, Director, Officer, employee, member of a committee, person connected with CITT, or any other private individual shall receive at any time any of the new earnings of pecuniary profit from the operations of CITT, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for CITT in effecting any of its purposes as shall be fixed by the Board of Directors. However, nothing in this Article or any other provision of the By-Laws hereof shall prohibit the granting of loans, grants, scholarships, or other similar payments to any private individual whatsoever, provided the same is in accordance with the overall educational purposes of CITT and the recipient thereof may include persons connected with CITT or any of its members, officers, or directors.

Section 4. INVESTMENTS

CITT shall have the right to retain all or any part of any securities or real or personal property acquired by it in whatever manner, and to invest and re-invest any funds held by it according to the judgement of the Board of Directors without being restricted to the class of investments which a Trustee is, or may hereafter be, permitted by law to make or any similar restriction.

Section 5. FISCAL YEAR

The fiscal year of CITT shall commence on the first day of May in each year.

Section 6. TRANSACTION OF BUSINESS

The responsibility for the transaction of the business of CITT is vested in the Board of Directors. Between meetings of the Board of Directors, the Officers of CITT, acting in concert, are empowered to transact the business of CITT and act for the Board of Directors.

Section 7. GRANTS AND GIFTS

All internal/external grantsmanship shall be administered by the Treasurer or such employees and contractors as may be directed by the Board of Directors.

Section 8. AUDIT

The members shall at each Annual General Meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor.

Section 9. PROTECTION OF DIRECTORS AND OFFICERS

Interpretation

In this part, unless the context otherwise specifies or requires: “director(s)” and “officer(s)” means a former, current or future director(s) or officer(s) of the Corporation including the National Coordinator, President, Past President, President Elect, Treasurer, Secretary and such other officers appointed by the board of directors from time to time.

Indemnification

Except for an action by or on behalf of CITT to procure a judgment in its favour, CITT shall indemnify the directors and officers of CITT and their heirs, executors, administrators, successors, assigns and legal representatives (individually, an “Indemnified Person” and collectively, the “Indemnified Persons”) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any past, present or future civil, criminal, regulatory, investigative or administrative action, suit or proceeding to which he or she is made a party by reason of having been a director or officer of CITT, if

- (a) he or she acted honestly and in good faith with a view to the best interests of the CITT, and
- (b) in the case of a civil, criminal, regulatory, investigative or administrative action, suit or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

Insurance

CITT may purchase and maintain insurance in such amounts as the Board may from time to time determine for the benefit of any Indemnified Person against any liability incurred by him or her in his or her capacity as a director or officer of the Corporation except when the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Corporation.

Exclusion of Liability

A director is not liable for the consequences of his acts except for those resulting from gross negligence, dishonesty or fraud committed against CITT. CITT releases the director from any liability that he may have by reason of simple negligence, irregularities or an act performed in good faith.

ARTICLE X SECTIONS

Section 1. SECTIONS

- A. **Purposes.** The purpose of the formation of a Section of CITT is to stimulate the exchange of ideas and information among members in close geographic proximity and to support and further the stated purposes of CITT.
- B. **Membership.** The members of a Section must be members in good standing of CITT. The number of founding members of a Section shall be not less than ten (10) voting members of CITT. A Section may not continue with fewer than this number of members.
- C. **Boundaries.** The Section shall be geographically constituted so as to enable regular meetings and exchanges of ideas and communication within areas that are normally closely bound together, although individual members of regional sections need not necessarily live or work within the boundaries of those sections. Establishment and change of sectional boundaries shall be at the approval of the Board of Directors.
- D. **Powers.** Sections shall be empowered to hold meetings and carry on any and all activities prescribed to their Constitution. The Section shall not be permitted to present, print, distribute, or advocate any official statement representing CITT without approval and consent of the Board of Directors of CITT. The Section shall not bind or enter into contracts binding on CITT. The Section shall not prescribe, print, or disseminate information that is contrary to the Bylaws or Articles of Incorporation of CITT or engage in any activity from which CITT is enjoined by law.
- E. **Application.** The application for the formation of a Section shall list the names and addresses of all members to be active in the Section, and shall be signed by each Founding Member listed. The application shall contain the names of the elected or appointed Chair, Vice-Chair and Secretary-Treasurer, pro-tem. The application shall include a map of the proposed geographical area within which the Section will operate, and a copy of the proposed Bylaws under which it will operate. The Board of Directors shall receive all applications to establish Sections for review and approval.
- F. **Officers.** The Officers of a Section shall consist of at least a Chair, Vice-Chair, a Secretary and a Treasurer, or in lieu a Secretary-Treasurer, who shall be elected by the Section membership.
- G. **Annual Reports.** The Section shall submit to the Board of Directors, at the Annual Conference, a financial statement and an annual report indicating continued activity in the Section. This report may consist of copies of minutes of the Section's meetings during the preceding year, copies of newsletters or other means of general communication between members of the Section or projects, reports, papers, or published articles representing the work of the Section.
- H. **Finances.** The Section may request financial assistance from CITT during its formation or for its on-going activities under the terms and conditions as established by the Board from time to time.
- I. **Charter.** The Board of Directors shall issue a Charter to each Section upon approval of its application. The Charter may be revoked by the Board if the Section becomes inactive or fails to meet the requirements of these By-laws.
- J. **Representative.** Each Section can nominate a Section Representative to attend the national board meetings to report on the Section's activities and to ensure communication and participation with the National Office and Board.

ARTICLE XI AMENDMENTS

Section 1. PROPOSAL FOR AMENDMENT

The Board of Directors can make, amend or repeal by-laws except those requiring two-third vote of members. The by-law, amendment or repeal, is effective until the next meeting of members when members confirm, amend or reject it.

Directors cannot make, amend or repeal by-law provisions for which two-thirds vote of members is required. These are the mandatory by-law provisions and the by-law provisions addressing transferability of membership and absentee voting by members. Two-thirds vote of members is needed to make, amend or repeal by-law provisions dealing with conditions of membership, notice of meetings to members, transferability of membership, or absentee voting. Majority vote applies to other by-law provisions.

Section 2. NOTICE

The Secretary shall cause to be mailed or e-mailed a copy of each adopted amendment as soon as practicable to each member of CITT.

ARTICLE XII DISSOLUTION

In the event of dissolution of this Corporation, all assets remaining after payment of all obligations shall be distributed exclusively for charitable, educational, and scientific purposes to organisations organised and operated exclusively for such purposes, with priority given to the needs of those active Sections whose future viability and continued existence is demonstrated.

APPENDIX A

REGIONAL SECTIONS AS OF 2012-13

- BC: CITT BC Section
- Alberta: CITT USITT Alberta Section
- Ontario: CITT Ontario Section
- Quebec: CQICTS
- Atlantic Region

CITT COMMITTEES:

1. Board Development
2. CITT Annual Awards
3. Communications
4. Membership Service Relation
5. Sustainability
6. Conference Committee (Ad Hoc Committee)