

PRAIRIE SECTION : BY-LAWS FEBRUARY 2022

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MISSION & PURPOSES

MISSION

The mission of the CITT/ICTS Prairie Section (hereinafter referred to as the “Section”) is to actively promote the professional development of its members and to work for the betterment of the live performance communities of Manitoba and Saskatchewan.

PURPOSES

The Section is a non-profit unincorporated organization operated for charitable, educational and technical purposes. To ensure that the Purpose and the Mission are fulfilled, the Section shall:

- A. Promote safe and ethical work practices
- B. Organize workshops, conferences and other development opportunities
- C. Encourage the development of industry standards
- D. Working on a local and regional level, support the live performance industry and those that work in the industry
- E. Disseminate information and facilitate communication
- F. Promote and recognize work of excellence
- G. Encourage the membership to take an active role in fulfilling the Mission of the Section.

DEFINITIONS

In these By-Laws:

- A. “Annual General Meeting” (AGM) means the annual meeting of the Section members.
- B. “Board” means the board of directors of the Section.
- C. “By-Laws” means these By-Laws and any other By-Law of the Section as approved by the membership.
- D. “Director(s)” means an individual occupying a position on the Board of Directors of the Section.
- E. “Member” means a member in good standing of the CITT/ICTS National.
- F. “National” and “the National” means the Canadian Institute for Theatre Technology/Institut canadien des technologies scénographiques; CITT/ICTS National.
- G. “Officer” means an individual who is a director and has been elected or appointed to one of the following offices: Chair, Vice-Chair, Secretary-Treasurer, Chair-Elect/Past Chair.
- H. “Region” means one of i) Manitoba, ii) Regina and surrounding or, iii) Saskatoon and surrounding.
- I. “Section” means the CITT/ICTS Prairie Section.

ARTICLE I - NAME

NAME

The name of the Section is the CITT/ICTS Prairie Section.

ARTICLE II - LIMITATIONS

LIMIT OF ACTIVITIES

The Section shall not engage in activities that are not in furtherance of its stated purpose.

LIMIT OF EARNINGS AND INFLUENCE

No part of the revenue, assets or property of the Section shall inure to the benefit of any Member or individual.

ARTICLE III – MEMBERSHIP, FEES, TERMINATION & DISCIPLINE

MEMBERSHIP CATEGORIES

The Members of the Section shall be Members of the National and that are interested in furthering the Purposes of the Section.

The Section shall not discriminate or withhold membership for reasons of race, religion, creed, gender, sexual orientation, age or disability.

Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Section.

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 designation shall be filed with the Secretary of the Section prior to the commencement of any meeting where voting may take place.

TERMINATION OF MEMBERSHIP

A membership in the Section is terminated when the person or organization ceases to be a member of the National.

ARTICLE IV – MEETINGS & VOTING

MEETINGS

ANNUAL GENERAL MEETING

The Annual General Meeting (AGM) of the Members of the Section shall be held at a time and place in either Manitoba or Saskatchewan to be designated by the Board.

Should it be impractical or impossible to hold the AGM “in person” the Board, by simple majority, may elect to hold a virtual AGM by electronic means. The electronic communication facilities must permit all Members participating in the meeting to communicate with each other and shall support on-line voting that is efficient and limited to Members only.

The written minutes of all AGM’s must be promptly distributed to all the Members and those minutes shall be approved by the Members at the next meeting of the Members.

The AGM shall be held at least once in each calendar year and no more than fifteen (15) months after the preceding AGM.

The Board may fix a date, not more than sixty (60) days prior and not less than thirty (30) days prior to the AGM. The Members shall be notified of the time and place of the AGM no less than twenty eight (28) days before the meeting.

An agenda shall be distributed to the Members fourteen (14) days prior to the AGM.

Only Members are entitled to vote on Section business.

Immediately following the AGM of members, a general meeting of Directors shall be held in order to elect the Officers for the Section. See Article VI for more information.

SPECIAL MEETING OF THE MEMBERS

Special meetings of the Members of the Section may be called in the following ways:

- A. By a simple majority of the Board.
- B. By the filing, with the Secretary, of a written request for such a meeting by no less than 5 members in good standing.

Upon the calling of any Special Meeting, the Secretary of the Section shall give notice to all section members in a timely fashion.

Notice of a Special Meeting shall state the nature of the business to be transacted at such meeting.

NOTICE OF TIME & PLACE OF A MEETING

Notice of the time and place of any meeting of the Members shall be given to all Members via e-mail; stating the time, place and purposes thereof between seven (7) and twenty-one (21) days before the meeting. Such notice shall include the Agenda for the proposed meeting.

QUORUM

At all meetings of the Members of the Section quorum shall consist of no fewer than 25% of Members. Only Members in attendance to the meeting shall have a vote.

In the event of a failure to achieve quorum, those present, if they so choose, may proceed informally but without the power to adopt resolutions or make any changes to the by-laws.

PROCEDURES

To resolve procedural issues, Robert's Rules of Order, (most current edition), shall be consulted.

VOTING

At all meetings of Members of the Section each Member present shall be entitled to one vote. All motions or decisions at meetings, whether General or Special, shall be determined by a simple majority of the votes cast unless these By-Laws provide otherwise.

ARTICLE V – BOARD OF DIRECTORS & OFFICERS

GENERAL

A. The Board of the Section shall be comprised of seven (7) members elected or appointed at the AGM. Once elected, the Board will vote in and appoint officers at an Executive Meeting which must be held promptly after the AGM, to positions as follows:

- I. The officers of the Section, as elected or appointed by the Board, shall include:
 - a. Chair
 - b. Vice- Chair, preferred to be from a region not the same as the Chair
 - c. Secretary/Treasurer, preferred to be from the remaining region.
 - d. Chair-Elect (in offsetting years from the Past Chair)
- II. The directors at large shall be:
 - a. Regina Representative
 - b. Saskatoon Representative
 - c. Manitoba Representative
 - d. Past Chair (in offsetting years from the Chair-Elect)

B. Each director shall be a member of the National in good standing for the year in which they are elected and for all the time they serve.

C. No Director or officer of the Section shall receive any salary or compensation for their services as a member of the Board.

D. Directors shall act in a position of trust for the Section and are responsible for the effective governance of the Section.

E. Directors shall display a commitment to the mission and purposes of the Section.

TERMS & LIMITATION OF TERMS

A. A pro tem board of volunteers that initiate the section shall have a term that ends upon the election of Directors at the first AGM, except for the pro tem Chair, which shall serve as Past Chair for the following year.

B. After the first AGM, the terms of office for Directors shall commence at the AGM when they are elected or appointed. The term of office for all Directors shall be two (2) years.

C. With the exception of the Chair (see “Chairial Term” below), no individual may serve as an Officer on the Board for more than two (2) consecutive terms.

D. No individual may serve on the Board for more than three (3) consecutive terms.

E. An individual who has completed three consecutive terms as a member of the Board may serve again after a two (2) year hiatus.

CHAIRIAL TERM

- A. At the end of the Past-Chair's term, the Board shall elect the Chair for the next term. Until the next AGM, where they will be acclaimed as Chair, that person shall serve as Chair-Elect.
- B. The Chair of the Section shall serve for one Chairial term: (1) year as Chair Elect, two (2) years as Chair and one (1) year as Past-Chair. The past chair may then finish the term as a Member at Large.

QUORUM

- A. Quorum at all Board meetings shall consist of four (4) voting members of the Board; one of which must be either the Chair or the Vice-Chair or, in the absence of both, another Officer appointed by the Chair.
- B. No act or proceeding of the Board is valid unless it is adopted at a meeting of the Board at which a quorum is present.
- C. A resolution duly approved by the Board at any duly constituted meeting of the Board at which a quorum was present binds all members of the Board.

OFFICERS

- A. Except as hereinafter set out, board members may not hold more than one office concurrently.
- B. In the event the Chair becomes vacant due to death, incapacity, resignation or removal from office during their term, the position of interim Chair shall be filled by one of the Officers of the Section in the following order: Chair Elect, Vice-Chair, Past Chair, Secretary/Treasurer.
- C. In the event any other office becomes vacant for any reason, that office shall be filled on an interim basis by one of the Board members, to be decided by vote of the Board.
- D. If any board position becomes vacant, it may be filled by a by-election, an appointment of a section member by the board or left vacant, at the Chair's discretion.

CHAIR

- A. The Chair shall:
 - I. Chair all members' meetings and all Board meetings
 - II. Have general oversight of the affairs of the Section
 - III. Keep the Board fully informed with respect to the affairs of the Section
 - IV. Freely and regularly consult with the Board
 - V. Verify by signature the authenticity of approved minutes of any formal meeting of the Board
 - VI. Be ex officio member on all committees

VICE CHAIR

- A. The Vice Chair shall:
 - I. Act as the Chair in the absence of the Chair at any Board or Committee meetings
 - II. Perform other duties as may be assigned to them by these By-Laws, the Board of Directors and the Chair

SECRETARY/TREASURER

A. As Secretary, shall:

- I. Act as recording secretary for all meetings of the Members and the Board and shall keep the minutes thereof
- II. Notify all Members of the Section of Special and Annual meetings, in timely fashion as provided for in these By-Laws
- III. Ensure that all records of meetings of the membership and Directors are
 - a. Filed at the National Office in electronic form
 - b. Distributed in a timely fashion to the Board and Members
- IV. If incorporated, have general charge of the seal of the Section and shall cause it to be affixed to all documents on behalf of the Section, as required by law
- V. Perform other duties as may be assigned to them by these By-Laws, the Board of Directors and the Chair

B. As Treasurer, shall:

- I. Be responsible for the care and custody of the funds and securities of the Section, subject to the direction of the Board
- II. Chair a standing Finance Committee consisting of at least one Director at Large and one Member of the Section. Such membership is to be approved by the Section Chair. The treasurer shall endeavour to have all three regions represented on the Finance Committee
- III. Assisted by the Finance Committee, ensure that:
 - a. The Section maintains complete, accurate and comprehensible financial records
 - b. There is an annual review of the Section's finances as directed by the Board. Such review shall be presented to the Board for review and approval at the meeting of the Board that precedes the AGM. The Treasurer shall present the approved review to the membership at the AGM
 - c. The Section's expenditures complies with the annual budget, as approved by the Board of Directors
- IV. Review all contracts entered into by the Section
- V. Perform other duties as may be assigned to them by these By-Laws, the Board of Directors or the Chair

PAST CHAIR/ CHAIR ELECT

- A. The Past Chair or Chair Elect shall perform such duties as may be assigned to them by these By-Laws, the Board, and the Chair.
- B. The Chair Elect shall apprentice under the Chair to learn the operations and logistics of the Section.

DIRECTORS AT LARGE

- A. Directors at large are directors who are not officers and shall be expected to sit on at least one committee, and to actively participate in initiatives established by the Board.
- B. Directors at Large shall perform other duties as may be assigned to them by the By-Laws, the Board, or the Chair.
- C. Directors at large shall advise and consult with the Chair and the other officers on all matters relating to the operation of the Section.

MEETINGS OF THE BOARD

- A. The Board shall meet at least five (5) times each year as follows:
 - a. Due Diligence meeting prior to the AGM.
 - b. Meeting of the incoming Board following the AGM.
 - c. At least three other times at a place designated by the Chair, or virtually.
- B. The Chair may call other meetings of the Board at a time and location (including virtual meetings) determined by the Chair. The Secretary/Treasurer shall inform all members of the Board of such a meeting no less than seven (7) days prior to the meeting (except in the case of emergency matters). The written minutes of such meetings are to be distributed to all members of the Board and approved by the Board at the next meeting.
- C. In the event the Chair is absent at a validly constituted meeting of the Members of the Section, or of the Board, the position of Chair of the meeting shall be filled from the Officers present in the order that they are listed in section A of the article "Officers".
- D. To resolve points of procedure, Robert's Rules of Order (most current edition), shall be followed.

SPECIAL MEETINGS OF THE BOARD

- A. Special meetings of the Board may be called by not less than the majority of directors.
- B. Electronic notice of the Special Meeting shall be communicated to the Board by the Secretary/Treasurer.

DUTIES & POWERS OF THE BOARD

The Board shall manage and supervise the affairs and activities of the Section as specified in these By-Laws and the Governance Policies of the Section.

These duties shall include;

- A. Approval and oversight of the annual budget of the Section. The Board shall ensure that the annual budget and the execution of the work defined by that budget serve the mission, mandate and goals of the Section.
- B. Establishment of policies and procedures governing any services provided by or to the Section.
- C. Performing other duties as may be prescribed by the By-Laws.

BOARD VOTING PROCEDURES

The following provisions shall govern the voting procedures of the Board.

- A. Each Director shall be entitled to one (1) vote (Including the Past Chair/Chair Elect).
- B. All Board resolutions shall be passed by simple majority of votes cast.

C. The Chair or designated chair of any meeting of the Board shall have a 'casting vote' in the event of a tie.

D. Any director who has a conflict of interest related to any motion or decision to be made shall recuse themselves from the discussion of and voting on that issue. Such director may be counted for the purposes of establishing quorum for the meeting.

REMOVAL FROM OFFICE

REMOVAL OF OFFICERS

A. Any officer may be removed from office for any reason (i.e. gross negligence of duties, abusive behavior, criminal behavior) at a Regular or Special Meeting of the Board by the affirmative vote of not less than two-thirds of the Directors in attendance at a meeting called for such a purpose, provided that the contemplated action was included in the agenda circulated with the Notice of Meeting.

B. The officer so removed shall remain on the Board as a Director at Large.

REMOVAL OF A DIRECTOR

A. Directors may be removed for any reason (i.e. gross negligence of duties, abusive behavior, criminal behavior) prior to the expiry of the term for which they were elected by the affirmative vote of two-thirds of Members in attendance at a Special Meeting of the membership called for such a purpose, provided that the contemplated action was included in the official agenda circulated with the Notice of Meeting.

B. Where a Director fails to attend, without prior approval, three consecutive meetings of the Board that Director may be deemed to have resigned and the Chair may, at their discretion, initiate procedures to replace that Director.

VACANCIES ON THE BOARD

A. In the event a Director is removed, resigns, or is otherwise incapacitated as a Director before the ordinary expiry of their 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.

B. The Board by majority vote, may, by appointment, fill the vacancy with a member of the Section until the earlier of the end of the term of such Director or the next AGM.

ARTICLE VI – ELECTION OF THE BOARD OF DIRECTORS

ELECTION OF DIRECTORS & OFFICERS

The election of Directors shall take place each year at the AGM.

The election of Officers shall take place each year at the Annual Meeting of Directors, immediately after the AGM.

APPOINTMENT OF THE NOMINATIONS COMMITTEE

A. Nominations of Directors and Officers of the Section shall be prepared by the Nominations Committee.

B. The Nominations Committee is a standing Committee of the Board and shall at a minimum consist of a member of each of the three regions, unless otherwise directed by the Board.

NOMINATIONS & PREPARATION OF THE SLATE

- A. The number of vacancies and the criteria to fill those vacancies will be identified by the Board every two years. Two (2) members from each region must be elected to the board every two years.
- B. A call for nominations, indicating the vacant positions and the related criteria, will be made to the membership in a timely fashion and interested parties encouraged to submit applications. Such applications will be submitted to the Chair of the Nominations Committee and will be reviewed by that Committee.
- C. Any Member may be nominated to the Board.
- D. A Member may be nominated by themselves or another Member.
- E. The Nominations Committee shall develop a list of candidates for election.
- F. All nominees must give their approval in writing accepting the nomination and indicating their willingness and ability to meet the obligations of directorship.
- G. All nominees must provide a brief biography or résumé and a headshot photograph that will be shared with the membership and published online.
- H. The list of candidates prepared by the Nominations Committee shall be presented to the Board of Directors for ratification by a simple majority vote at a meeting not less than sixty (60) days prior to the AGM.
- I. Notification of a slate shall be published by the Secretary so that it reaches the membership at least thirty (30) days prior to the AGM.

QUALIFICATIONS OF CANDIDATES

- A. Nominees for all Board positions, Officers and Directors at Large, shall:
 - a. Be an Individual, Student, Professional or Retired member of the National, or
 - b. An individual who has been designated as the voting representative of an Organizational, Sustaining or Contributing member of the National
 - c. Be at least eighteen (18) years old
 - d. Not have the status of a bankrupt.

BALLOT & VOTING

- A. For each region with vacancies of two positions, if there are not more than two nominations for those positions, no ballot shall be required, and the persons nominated shall be acclaimed. An announcement of the result shall be made at the AGM, and published online by the Section
- B. If there are more than two nominations for a region with two vacancies, the Nomination Committee shall have the responsibility for the authorisation of the Ballot, and for its distribution to the membership.
- C. The Ballot shall be accompanied by a brief biography and photograph of each nominee.
- D. Voting shall be by mail or email. PDF fillable ballots shall be e-mailed out to each member at least twenty-one (21) days before the AGM. Members may either print these ballots and mail them in, or complete the fillable fields and return them by email. By either return method, the ballot must be received by the Secretary not less than three (3) days prior to the AGM. Ballots received after the stipulated date shall not be counted.

- E. Each voter:
 - a. May cast up to two (2) votes.
 - b. May vote for nominees from any region(s).
 - c. May not vote for the same nominee twice on the same ballot.
- F. A simple majority vote shall decide all elections.

BALLOT COUNTING

The Chair of the Nominating Committee and the Secretary shall tabulate the ballots and shall certify the election results.

If those positions are held by the same person, then the Chair of the Section and the Secretary shall tabulate the ballots and shall certify the election results.

The Secretary shall report the election results to the Board of Directors and at the AGM.

ARTICLE VII – COMMITTEES

AD HOC COMMITTEES

- A. The Board of Directors may create any ad hoc committee as it deems necessary.
- B. The Board shall appoint a committee chair.
- C. The committee chair shall seek committee members.
- D. Any such committee may formulate its own rules of procedure.
- E. The committee shall prepare, and present to the Board of Directors, for approval, a statement including the Committee Mandate and Action Plan.

STANDING COMMITTEES

- A. The Standing Committees of the Section shall include but not be limited to:
 - a. Finance Committee (refer to Article V, Section: Secretary/Treasurer: B.II)
 - b. Nominations Committee (refer to Article VI, Section: Appointment of the Nominations Committee, B. a.- c.)
- B. The Board may create and modify standing committees, as needed.
- C. The Board shall appoint a chair for any such committee, except when otherwise stated in these by-laws.
- D. The Committee Chair shall seek committee members, to be approved by the Section Chair annually.
- E. The Committee Chair may fill any vacancy on the standing committee with another member of the Section.
- F. Each standing Committee shall prepare, and present to the Board of Directors, for approval, a statement including the Committee Mandate and Action Plan. This document shall be reviewed and approved by the Board of Directors on an annual basis.

ARTICLE VIII– CONTRACTS & BUSINESS TRANSACTIONS

SIGNING AUTHORITY

The Chair and Treasurer shall be the signing authorities of the Section.

BUSINESS TRANSACTIONS

No Member, Director, Officer, or member of a committee shall be paid for their services in that capacity. Through reasonable purchasing process, any member can be compensated for goods or professional services provided to the Section.

FISCAL YEAR

The financial year end of the Section shall be determined by the Board of Directors.

FINANCIAL REVIEW REPORT

The financial committee shall prepare a financial review report each year, to be presented at the AGM and published on the section website.

ARTICLE IX – PROTECTION OF DIRECTORS

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 Section including the Chair, Vice-Chair, Past Chair, Chair Elect, Secretary-Treasurer, Regional Representatives, and any additional board members as may be necessary.

INDEMNIFICATION

As per the National by-laws (Section IX, Protection of Directors and Officers; subsection: 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.”

INSURANCE

The National will purchase and maintain insurance in such amounts as the National Board may from time to time determine for the benefit of any Indemnified Person against any liability incurred by them in their capacity as a Director or Officer of the Section except when the liability relates to their failure to act in good faith with a view to the best interests of the Section.

EXCLUSION OF LIABILITY

A Director is not liable for the consequences of their acts except for those resulting from gross negligence, dishonesty or fraud committed against the Section. The Section releases the Directors from any liability that they may have by reason of simple negligence, irregularities or an act performed in good faith.

ARTICLE X – RELATIONSHIP WITH THE NATIONAL

- A. The Section is permitted the use of: “Canadian Institute for Theatre Technology”, “CITT”, “Institut canadien des technologies scénographiques”, “ICTS”, CITT/ICTS”, or any variation thereof.
- B. The National may, but is not obligated to, provide assistance to the Section in compliance with this Article by way of:
 - a. Funding;
 - b. Advice and expertise;
 - c. Exchange of ideas; or
 - d. Any other assistance within the discretion of the Board consistent with the purposes and mission of the National.

ARTICLE XI – AMENDMENTS

These By-Laws may be changed and updated over time as the needs of the Section change. The process shall be as follows;

- A. The Board initiates a change to the By-Laws. The effective date of this change is the date that it is approved by the Board.
- B. The By-Law change is placed on the agenda for the next meeting of Members.
- C. At the next meeting of the Members the amendment to the By-Laws is either confirmed, confirmed as amended or rejected by a vote of the membership.
- D. If the Members reject the By-Law adopted by the Board, the By-Law change ceases to have effect on the date it is rejected by the Members and any actions taken as a result of the rejected amendment will be null and void. In such cases, future By-Law changes that have substantially the same effect as the one rejected will not become effective on approval of the Board. Such changes can only come into effect when approved by the Members.
- E. If the Board fails to submit a By-Law change to the Members at the next Members meeting, the By-Law change ceases to have effect on the date of the Members meeting at which it should have been submitted to the Members. In such cases, future by-law changes that have substantially the same effect as the one rejected or not submitted will not become effective on approval of the Board. Such changes can only come into effect when approved by the Members.
- F. Following ratification, the Secretary shall promptly e-mail a copy of each adopted By-Law amendment to each Member of the Section and the National office.
- G. The by-law amendments shall be promptly updated on the Section website.

ARTICLE XII – DISSOLUTION

In the event of dissolution of this Section, all assets remaining after payment of all obligations shall be distributed to the National.

This document is submitted for approval of the Membership by the Governance Document Committee of Michael Duggan (Committee Chair), Rick Boychuk (Past Chair) and Zahra Larche on January 29th, 2022.