

BYLAWS OF CONFLICT RESOLUTION SASKATCHEWAN
[Updated April 17, 2015]

A Bylaw relating generally to the transaction of the business and affairs of
Conflict Resolution Saskatchewan Inc.

BE IT AND IT IS HEREBY ENACTED as a Bylaw of **Conflict Resolution Saskatchewan Inc.**
(hereinafter referred to as the “Association”) as follows:

Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires
 - (a) “directors” means the directors of the Association for the time being;
 - (b) “registered address” of a member means his address as recorded in the register of members.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

Part 2 — Objectives

3. The objectives of the Association are as follows:
 - (a) To promote collaborative methods of resolving conflict
 - (b) To educate its members, the public, the government, other professionals, and community organizations about methods of conflict resolution, and assist with the development of conflict resolution processes
 - (c) Seek to provide professional development for mediators, forums for networking, and to respond to the needs of our membership.

Part 3 — Membership

4. The members of the Association are those persons, organizations, or corporations who subsequently have become members, in accordance with these bylaws and, have not ceased to be members.
5. A person shall become a member of the Association on the application to Conflict Resolution Saskatchewan Inc.
6. Every member shall uphold the constitution and comply with these bylaws.
7. The amount of the annual membership dues shall be determined, by the board of directors.
8. A person shall cease to be a member of the Association

- (a) by delivering his resignation in writing to the secretary of the Association or by mailing or delivering it to the address of the Association;
 - (b) on having been a member not in good standing for a period of 90 days.
9. A person's membership may be terminated for just cause by not less than a 75% vote of the board of directors. Before any such termination, the board of directors shall make all efforts to resolve the matter by a collaborative conflict resolution process.
10. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.
11. Membership in the Association does not imply competence to mediate disputes or engage in other collaborative methods. No member may use membership in a manner contrary to this principle.

Part 4 — Meetings of Members

12. General meetings of the Association shall be held at the time and place that the directors or 10% of the members may determine, provided, however, that such percentage shall not result in there being less than ten people present. Such a requirement will constitute a quorum.
13. (1) Notice of a general meeting shall specify the place, day and hour of the meeting and twenty-one day's notice of such meeting shall be given to every member of the Association. This may be done by mail or by e-mail.
- (2) In case of a special general meeting, notice of the meeting shall state the business to be transacted.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.
14. (1) An annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after holding the last preceding annual general meeting.
- (2) Directors who have, or could reasonably be perceived to have a conflict of interest with respect to the affairs of the Association, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, to the Board, when the possibility of a conflict is realized. A conflict of interest does not preclude a member from serving as a director provided that he withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

Part 5 — Proceedings at General Meetings

15. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
16. Subject to bylaw 18, the president of the Association, the vice president or in the absence of both, one of the other directors present, shall preside as chairperson of a general meeting.
17. If at a general meeting
 - (a) There is no president, vice president or other directors present within fifteen (15) minutes after the time appointed for holding the meeting; or
 - (b) The president and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
18. In case of an equality of votes the chairperson shall not have a casting vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
19. (1) A member in good standing present at a meeting of members is entitled to one vote, subject to Part 3 of this bylaw.
(2) Voting is by show of hands or by a verbal statement if on the phone.

Part 6 — Directors and Officers

20. (1) As a general principle, and whenever possible, the Board of Directors should be representative of the multidisciplinary activities of people and organizations working in the field of conflict resolution and of various regions within the province of Saskatchewan.
(2) A director is required to be a member of the Association either individually or as the designated representative of a member corporation or organization.
21. (1) The directors may exercise all the powers and do all the acts and things that the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to
 - (a) All laws affecting the Association;
 - (b) These bylaws; and
 - (c) Rules, not being inconsistent with the bylaws, which are made from time to time by the Association in general meeting.
(2) No rule, made by the Association in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
22. (1) The president, immediate past president, treasurer and one or more other persons shall be the directors of the Association.

- (2) The number of directors shall be not less than five (5) but not more than twelve (12), such number to be determined from time to time at a general meeting.
23. (1) The president shall retire from office at the first general annual meeting following their election and be eligible for re-election. The directors immediately following the annual general meeting shall elect a president and any member of the Association can be elected as president.
- (2) The immediate past president shall serve during the term of the newly elected president.
- (3) The remaining directors shall retire from office at the second general annual meeting following their election, and be eligible for re-election, or, if appointed, at the second annual meeting following the election of the directors whose term they were appointed to fill. Successors to the retiring directors shall be elected at the same annual general meeting.
- (4) Separate elections shall be held for president and remaining directors. The directors will determine which office each director will serve their term in. This will be done at the first board meeting subsequent to the annual meeting in which the general election was held.
- (5) An election may be by acclamation; otherwise it shall be by ballot.
- (6) If no successor is elected the person previously elected or appointed continues as president or director.
24. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the term of the director he or she is replacing.
25. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
26. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
27. No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.
- (1) There may be an administrator hired by the Board to assist the organization.
28. The administrator, employed by the Board may perform the duties of the secretary.

Part 7 — Proceedings of Directors

28. (1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The quorum shall be a majority of the directors then in office.

- (3) The president shall be chairperson of all meetings of the directors, but if at a meeting the president is not present, the vice president shall act as chairperson; but if neither is present the directors present may choose one of their number to be chairperson at the meeting.
 - (4) The administrator, on the request of the president or any two directors, shall, convene a meeting of the directors.
29. (1) The directors may delegate any, but not all, of their powers to committees consisting of directors, members, or others as they think fit.
(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
 30. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at a meeting the chairperson is not present, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
 31. The members of a committee may meet and adjourn as they think proper.
 32. Meetings of directors or committee of directors may be held through the use of a conference telephone or other telecommunication device. The provisions in this part apply, with all necessary changes, to such meetings.
 33. (1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.
(2) In the case of an equality of votes and only in such case, the chairperson shall have a casting vote.
 34. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
 35. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 8 — Duties of Officers

36. (1) The president shall preside at all meetings of the Association and of the directors.
(2) The president is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties and be responsible for the general and active management of the Association.
37. The past president shall assist the president during transition of power.
38. The vice president shall carry out the duties of the president during his absence.
39. The past president shall serve in an advisory capacity to the Board.

40. The administrator shall
 - (a) Conduct the correspondence of the Association;
 - (b) Issue notices of meetings of the Association and directors;
 - (c) Keep minutes of all meetings of the Association and directors;
 - (d) Have custody of all records and documents of the Association except those required to be kept by the treasurer;
 - (e) Maintain the register of members.
 - (f) On the request of the president or any two directors, shall convene a meeting of the directors.
41. The treasurer shall
 - (a) Keep the financial records;
 - (b) Render financial statements to the directors, members and others when required.
 - (c) Provide payment of bills as directed by the directors.
42. Signing officers shall be chosen by directors.
43. In the absence of the administrator from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 9 — Auditor

44. This part applies only where the Association has resolved to have an auditor.
45. At each annual general meeting the Association shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
46. An auditor may be removed by ordinary resolution.
47. An auditor shall be promptly informed in writing of appointment or removal.
48. No director and no employee of the Association shall be auditor.
49. The auditor may attend general meetings.

Part 10 — Notice to Members

50. A notice may be given to a member, either personally or by mail to him at his registered address or by e-mail.
51. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

52. (1) Notice of a general meeting shall be given to
- (a) Every member shown on the register of members on the day notice was given; and
 - (b) The auditor, if Part 9 applies.
- (2) No other person is entitled to receive a notice of general meeting.

Part 11 — Bylaws

53. On being admitted to membership, each member is entitled to and the Association shall, on request, give him, without charge, a copy of the bylaws of the Association.
54. These bylaws shall not be altered or added to except by a majority vote of 66% of the membership present at an annual general meeting.