

CANADIAN DECORATORS' ASSOCIATION

(hereinafter referred to as "CDECA")

BYLAWS

ARTICLE I - CORPORATE SEAL

Section 1: The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the non-profit organization called CDECA Canadian Decorators' Association.

ARTICLE II - PURPOSE

Section 1: The Canadian Decorators' Association is a professional, not-for-profit national organization representing both Student and Accredited decorators and designers and Affiliate businesses across Canada.

Section 2: The goal/purpose of CDECA is to foster the growth of the decorating industry in Canada; provide advocacy respecting policy matters; promote a positive image of the industry through proactive activities and events; and offer value to Members through upgrading of skills and knowledge.

Section 3: CDECA is committed to enhancing the quality of the decorating industry by providing opportunities to its Members including professional development courses, programming, networking, and additional resources and services through its many forms of offerings.

Section 4: The Head Office of the Corporation shall be situated in the place and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law change the place and the province in which the registered office of the Corporation shall be situated.

ARTICLE III - BYLAWS

Section 1: The Bylaws of the corporation, not embodied in the letters patent, may be replaced or amended by by-law. A new by-law, relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted at a meeting of the Board of Directors, by a majority of the Board and sanctioned by an affirmative vote of at least two thirds (66%) of those eligible to vote either by attendance or by proxy at a meeting duly called for the purpose of considering the said by-law. Any repeal or amendment of such Bylaws shall not be enforced or acted upon until approval of the Minister of Industry has been obtained.

ARTICLE IV - MEMBERSHIP

- Section 1: Condition Of Membership: Membership in CDECA shall be limited to persons interested in furthering the goals and objectives of CDECA and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of CDECA.
- Section 2: Class of Membership shall be: Accredited member (voting status); Student Member (non-voting); Affiliate Member (non-voting); Educator Member (non-voting) and Retired Member (non-voting). Eligibility for Classes of membership shall be as defined by the Board of Directors and posted on the Association Website.
- Section 3: Accredited Membership shall include any qualified person who is engaged in the professional Practice of Interior Decorating or Design in Canada. Accredited Members either are qualified graduates of recognized institutions, or are persons who, in the opinion of the Board, are qualified by virtue of their years of experience in the field and who have met the portfolio requirements for membership.
- Section 4: Student Membership is open to any Student who is enrolled in a program of study in an accredited/recognized institution that qualifies the Student for a career in Interior Decorating or Design.
- Section 5: Affiliate Membership is open to businesses that supply goods and/or services to the Interior Decorating and Design Industry.
- Section 6: Retired Membership is open to any Accredited Member who has decided not to continue an active career as an interior decorator/designer but who wishes to maintain a professional interest in the field.
- Section 7: Educator Membership is open to any individual who is teaching in a qualifying decorating or design program recognized by CDECA but is not actively engaged in the profession other than as an educator.
- Section 8: All membership classes have an obligation to CDECA to pay an annual membership fee in an amount to be fixed annually by the Board of Directors.
- Section 9: An individual, firm, corporation or other organization shall cease to be a member of the Association:
- a) By delivering a letter of resignation to the Secretary of CDECA or by mailing it either electronically or by surface mail or delivering it to the address of the Association; or
 - b) On the death of the member or, in the case of a firm, corporation or other organization on its dissolution; or
 - c) On being expelled; or
 - d) On having been a member not in good standing for three (3) consecutive months.

Upon ceasing to be a member the former member shall forfeit all rights derived from or benefits of membership in the Association and shall forfeit all past, present and future claims against the Association which the member may have had as a result of membership in CDECA.

It is the responsibility of the member to ensure that she is in good standing and that membership fees are paid when due.

Members who are not in compliance with the criteria set out in the Membership Benefits and Eligibility Criteria policy including, but not limited to, failure to pay fees and improper use of CDECA promotional material, trade marks and logo, shall be deemed to be members not in good standing.

Section 10: Any member may be required to resign by a vote of three-quarters (75%) of the members at an annual meeting. A member may be expelled or suspended by a resolution passed by a majority of not less than three quarters (75%) of the Directors present at a Directors' Meeting provided that the person who is the subject of the proposed resolution for expulsion or suspension shall be given fourteen (14) days notice of the Directors' Meeting and shall be given an opportunity to be heard at the Directors' Meeting before the resolution for expulsion or suspension is put to a vote.

Section 11: A member expelled or suspended by the Board of Directors may appeal the decision to the next Annual General Meeting of the Association. The decision of the members at any such Annual General Meeting, in the form of a Special Resolution, shall be final with respect to the expulsion or suspension of the member. Any member expelled or suspended by the resolution of the Directors shall be deemed not to be a member of the Organization until the Special Resolution of the members is passed at the next Annual General Meeting.

Section 12: Every member shall uphold the constitution of the Association and comply with these Bylaws.

Section 13: No member or member of the Board of the Association shall in her individual capacity be liable for any debts or liabilities of the Association.

ARTICLE V - MEETINGS OF MEMBERS

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by a majority vote of the Board of Directors who shall also set the time and location subject to its being held within ninety (90) days of the fiscal year end.

Section 2: The members may consider and transact any business whether special or general at any meeting of the members of the Association. The Board of Directors shall or the Chairperson or Vice-Chairperson, shall have the power to call, at any time, a general meeting of the members of the Association.

Section 3: At all Annual General Meetings of the Association, the order of business shall include:

- a) Financial Statements and Auditor's Report;
- b) Election or appointment of Directors and appointment of Auditors; and
- c) Director's reports;

PROVIDED that with the unanimous consent of all members present the said order of business may be suspended.

Section 4: No business shall be transacted at any meeting of members of the Association unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is two-thirds (2/3) of those eligible to vote either in attendance or by proxy. The Chairperson of the meeting may adjourn the meeting from time to time and from place to place, with the consent of the majority of members present at any meeting where a quorum is in attendance or by proxy. The Chairperson shall adjourn the meeting if so directed by the said majority.

Section 5: Fourteen (14) days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member if she has the right to vote by proxy.

Section 6: All business of the Association shall be presented at any meeting in the form of a motion, duly seconded, and following discussion of the subject matter of the motion, a vote shall be taken by show of hands unless any five (5) members entitled to vote thereon request a secret ballot.

Section 7: If a secret ballot is requested, it shall be taken in such manner as the Chairperson of the meeting may direct.

Section 8: The Secretary shall cause minutes of every meeting of members to be taken, and such minutes shall be signed by the Chairperson of the meeting and by the Secretary after verification at the next succeeding meeting.

Section 9: Any member with voting rights who is in good standing has the right to exercise one vote, in person or by mail or by its proxy-holder. A proxy shall be in a form approved by the Directors and may be transmitted electronically. A majority of the votes cast by the voting members shall determine the question except where the vote or consent of greater number of members is required by the Act or these bylaws.

Section 10: For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be her last electronic address recorded on the books of the Association. No error or unintentional omission in giving notice for a meeting of members shall invalidate such meeting or invalidate or make void any proceedings taken or had at such

meeting and any member may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Section 11: Special Meetings. Special meetings may be called by the Chairperson, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of the eligible voting members may call a special meeting. Where a meeting is called as a result of a petition by the members, the meeting shall be called and held within forty-five (45) days of receipt of the petition, unless the petitioners consent to a later date.

ARTICLE VI - BOARD OF DIRECTORS

Section 1: The property and business of the association shall be managed by a board of directors, comprised of a minimum of seven (7) directors. The maximum number of directors shall be determined from time to time by a majority of the directors at a meeting of the Board of Directors. The maximum number of directors so determined shall be sanctioned by an affirmative vote of the members at a meeting duly called for that purpose. Directors must be individuals 18 years of age with power under law to contract. A majority of the members of the Board of Directors must be Accredited Members of the Association.

Section 2: The Board is responsible for overall policy and direction of the Association. The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from her position as such; provided that a director may, upon receiving pre-approval by the Finance Committee, be paid for reasonable expenses incurred by her in the performance of her duties as an officer or director.

Section 3: (a) Subject to paragraph (b), Directors shall be elected for a term of two (2) years by the members at an annual meeting of members and shall be eligible for re-election for two consecutive two-year terms (totalling 6 years).

(b) On the expiry of his or her term as Chairperson, and provided that he or she is not elected to a further term of office in accordance with paragraph (a), the Chairperson shall be designated "Past Chairperson" and in that capacity may serve as a Director for a further one (1) year.

Section 4: The office of director shall be automatically vacated:

- a) if at a special or general meeting of members, a resolution is passed by the members present at the meeting that the director be removed from office;
- b) if a director has resigned office by delivering a written resignation to the Secretary of the Association;
- c) if a director is found by a court to be of unsound mind or engaging in illegal activities;

- d) if a director becomes bankrupt or suspends payment to creditors;
- e) upon the death of the Director;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may by majority vote, by appointment, fill the vacancy with a member of the Association until the next Annual General Meeting at which time the members shall elect a director to fill the balance of the term.

Section 5: A retiring director shall remain in office until the dissolution or adjournment of the meeting at which her retirement is accepted and a successor is elected.

ARTICLE VII - POWERS OF DIRECTORS

Section 1: The Directors of CDECA may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Charter authorized to do.

Section 2: The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to a director or directors the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

Section 3: The Board of Directors is hereby authorized, from time to time:

- a) To borrow money upon the credit of the Association, from any bank, corporation, firm or person, upon such terms and conditions at such time, in such sums, to such an extent and in such a manner as the Board of Directors in its discretion may deem expedient;
- b) To limit or increase the amount to be borrowed;
- c) To issue or cause to be issued bonds, debentures or other securities of the Association and to pledge or sell the same for such sums, upon such terms and conditions and at such prices as may be deemed expedient by the Board of Directors;

Section 4: The Board of Directors shall take such steps as they may deem necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

Section 5: The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

Section 6: Honorariums for any and all officer or committee members of the Association shall be fixed by the Board of Directors by resolution. Such resolutions shall have

force and effect only until the next annual general meeting of the members when such resolutions shall be confirmed by the members. Failing confirmation the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Section 7: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place, or means. Meetings conducted via teleconference or computer-mediated-conferences are permissible.

ARTICLE VIII - DIRECTORS' MEETINGS

Section 1: Meetings of the Board of Directors may be held at anytime and place to be determined by the Directors provided that forty eight (48) hours written notice of such meeting shall be given, other than by regular mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least four meetings per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Notwithstanding the provisions of Article IV, each director, whether an Accredited Member or otherwise, is authorized to exercise one (1) vote. A majority of votes cast will constitute approval.

Section 2: A majority of directors in office, from time to time, but no less than four (4) directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the Bylaws of the Association.

ARTICLE IX - INDEMNITIES TO DIRECTORS AND OTHERS

Section 1: Every director, officer or other person acting on behalf of, pursuant to the administration of and with the approval of the Association, their heirs, administrators, executors, estate trustees and other legal personal representatives may from time to time be indemnified and saved harmless from and against,

- a) all costs, charges and expenses which such Director, or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of this office or in respect of any such liability.
- b) all other costs, charges and expenses, which she sustains or incurs in respect of the association provided that no director, officer or person acting on behalf of the association in respect of any liability, costs, charges or expenses that the person sustains or incurs that are occasioned by her own willful neglect, or as a result of a breach of the duty to act honestly and in good faith.

ARTICLE X - OFFICERS

- Section 1: The officers of the Association shall be a Chairperson, Vice-Chairperson, Secretary and a Director of Finance and any such other officer as the Board of Directors may by law determine. Officers must be members of the Board of Directors. Meetings of the Board of Directors can be called by the Chairperson, or Vice-Chairperson, or Secretary, or two Directors, if either the Chairperson or Vice-Chairperson or Secretary refuses to act.
- Section 2: The Chairperson, Vice-Chairperson, Secretary and the Director of Finance shall be elected annually at a meeting of members. Officers, other than the Chairperson, Vice-Chairperson, Secretary and Director of Finance of the Association, shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual general meeting of members.
- Section 3: The officers of the Association shall hold office for at least one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead. No officer may be elected for more than three (3) consecutive terms. Officers shall be subject to removal by resolution of the Board of Directors.

ARTICLE XI - DUTIES OF OFFICERS

- Section 1: The Chairperson shall be the chief executive officer of the association. She shall preside at all meetings of the association and of the board of directors. She shall have the general and active management of the affairs of the association. She shall see that all orders and resolutions of the Board of Directors are carried into effect.
- Section 2: The Vice-Chairperson shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and shall perform such other duties as shall from time to time be imposed upon her by the Board of Directors.
- Section 3: The Director of Finance shall have the custody of the funds and securities of the Association and shall keep the financial records, including books of account, necessary to comply with the Income Tax Act of Canada. The Director of Finance shall disburse the funds of the corporation as may be directed by authority of the Board of Directors taking proper vouchers for such disbursements, and shall render to the Chairperson and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. The Director of Finance is responsible for the establishment of a system of internal control and for the administration of internal controls related to fiscal matters.
The Director of Finance shall also perform such other duties as may from time to time be directed by the Board of Directors.

The Director of Finance shall also strike a Finance Committee to perform regular oversight of the recording of transactions, authorization of expenditures, and certification of membership dues, and otherwise assist the Finance Director in the performance of her duties.

- Section 4: The Secretary of the Association shall:
- a) Issue or cause the issuance of notices of meetings of the Association and Directors
 - b) Conduct the correspondence of the Association;
 - c) Attend all meetings and record or cause to be recorded all votes and minutes of all proceedings in the books to be kept for that purpose
 - d) Maintain or cause to be maintained the register of Members and all other records and documents of the Association except those required to be kept by the Treasurer;
 - e) Shall be custodian of the seal of the association, which the Secretary shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- Section 5: The duties of all other officers of the Association shall be such as the terms of their engagement call for or the Board of Directors require of them.

ARTICLE XII - COMMITTEES

- Section 1: The Board of Directors may appoint and determine the duties of committees whose members will hold their office at the will of the Board of Directors.
- Section 2: The Board of Directors shall establish annually a Nominating Committee made up of a minimum of three members of the Association to include at least one member of the Board of Directors. This Committee is required to meet at least thirty (30) days prior to any annual general meeting to ensure that there are sufficient numbers of qualified candidates to fill any vacancies on the Board of Directors.
- Section 3: The Nominating Committee shall receive resumes from prospective directors and may interview prospective members in order to recommend nominees.
- Section 4: The Board of Directors shall establish annually an Audit Committee, to review the Auditor's annual report prior to submission to the Board of Directors for approval.

ARTICLE XIII - CHAPTERS

- Section 1: A Chapter is a group of CDECA members who live and work in a particular area and who, as a matter of geographic convenience, organize themselves to promote the goals of CDECA cooperatively. Chapters can engage only in activities that conform to CDECA's goals, policies, ethical standards and procedures.
- Section 2: Chapters may only be established upon approval of the Board of Directors based on written application by a minimum of ten accredited Members. Such application shall state the name and proposed boundaries of the new Chapter and the temporary officers. A set of proposed Chapter Bylaws shall accompany the application.
- Section 3: The Bylaws of the Chapters shall generally be in the form attached as Schedule "A", subject to any amendments thereto which are approved by the Board of Directors of CDECA.

- Section 4: CDECA may from time to time alter the boundaries of Chapters or declare any chapter inactive and suspend its operation or dissolve any chapter and may provide for the transfer of the members of the Chapter to another Chapter.
- Section 5: CDECA may establish from time to time standard rules and procedures governing the operating of chapters and the conduct of their affairs.
- Section 6: If a chapter shall be dissolved or shall cease to exist for any other reason or shall be declared inactive by CDECA, all assets of that Chapter, unless otherwise directed by CDECA, shall revert to CDECA and shall be delivered over by the governing body of the Chapter to the Treasurer of CDECA forthwith on demand.
- Section 7: The Chapter shall be liquidated or wound-up if at any general meeting of the Association a resolution for the liquidation of the Chapter is passed by a majority of not less than two thirds (66%) of such of the members as shall be present and vote thereon, provided that one month's notice shall be given for such a proposal.

ARTICLE XIV - EXECUTION OF DOCUMENTS

- Section 1: Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- Section 2: The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing.
- Section 3: The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation.
- Section 4: The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

ARTICLE XV - MINUTES OF BOARD OF DIRECTORS

- Section 1: The Minutes of the Board of Directors meetings shall only be made available to any general member of the Association on request, subject to masking of any names for privacy purposes as determined by the Board of Directors, but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

ARTICLE XVI - FINANCIAL YEAR

- Section 1: Unless otherwise ordered by the board of directors, the fiscal year end of the Association shall be January 31.

ARTICLE XVII - AUDITORS

- Section 1: The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association. The Auditor shall be retained until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the Auditor.
- Section 2: The report of the Auditor on the accounts and Annual Financial Statements is to be made to members at the next annual meeting.
- Section 3: The remuneration of the Auditor shall be fixed by the Board of Directors.
- Section 4: An Auditor may be removed by ordinary resolution by the members at a members' meeting. An Auditor shall be promptly informed in writing of appointment or removal.
- Section 5: No Director or employee of the Association shall be Auditor. The Auditor may attend general meetings.

ARTICLE XVIII - BOOKS AND RECORDS

- Section 1: The Directors shall see that all necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept.

ARTICLE XIX - RULES AND REGULATIONS

- Section 1: The Board of Directors may prescribe such rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Association as they deem expedient. Such rules and regulations shall be advised to the members via the association website or in writing and shall have force and effect only until the next annual meeting of the Members of the Association when they shall be confirmed. Failing confirmation at an annual meeting of members, such rules and regulations shall at and from that time cease to have any force and effect.

ARTICLE XX - INTERPRETATION

- Section 1: In these Bylaws and in all other Bylaws of the association hereafter passed unless the context otherwise requires, words importing the singular number or the feminine gender shall include the plural number or the masculine gender, as the case may be, and vice versa, and references to persons shall include firms and association.

April 14, 2008

SCHEDULE A

Pro Forma Chapter Mandate & Bylaws

Pro Forma Chapter Mandate & Bylaws

Mandate

- Ensure the maintenance of communication between CDECA and its Chapter members;
- Provide a forum for local discussion of professional matters;
- Enhance the professional development of the members;
- Promote public awareness of the Decorating profession in the local community;
- Promote a spirit of camaraderie amongst the members of the Chapter.

Bylaws

Section 1. NAME AND CHARTER

The Chapter shall be known as the XYZ Chapter of CDECA. The Chapter operates under the authority of By-law No. XIII of the Canadian Decorators' Association. The operation of the Chapter is governed by the Chapter Rules and Procedures as laid down by the Association and these by-laws.

Section 2. TERRITORY

The territory covered by the Chapter consists of the geographical limits defined by ...

Section 3. AIMS AND OBJECTIVES

The aims and objectives of this Chapter are to bring together in close association the Professional Decorators within the territory of this Chapter to:

- (a) ensure the maintenance of communication between CDECA and its members;
- (b) provide a forum for local discussion of professional matters;
- (c) enhance the professional development of the members;
- (d) promote public awareness of the Decorating profession in the local community;
- (e) promote a spirit of camaraderie amongst the members of the Chapter.

Notwithstanding the above, this Chapter is not an official voice in matters concerning policy of CDECA when dealing with agencies external to the said Association.

Section 4. MEMBERSHIP

All Chapter members must be members of CDECA. All members of CDECA whose residence or business address is within the boundaries of this Chapter, are members of the Chapter. All classes of membership, as defined by the Association, shall have the privileges and restrictions as

defined by the Association.

Only Accredited members may vote at Chapter Meetings.

Section 5. EXECUTIVE COMMITTEE

The Chapter shall be managed by an Executive Committee consisting of members in good standing as follows:

(a) Officers

The **President** shall normally preside at all meetings of the Chapter or of the Executive Committee. The President shall, with the advice of the Executive Committee, exercise general supervision over the affairs of the Chapter. The President shall be an ex-officio member of all committees and shall perform such other duties as are ordinarily incumbent upon a President.

The **Vice-President** shall work in close cooperation with the President and perform the duties of the President when that officer is absent. The Vice-President shall also, with assistance from Executive Committee members, plan, organize, direct, coordinate and ensure the implementation of all activities associated with the Annual General Meeting.

The **Past-President** shall work in close cooperation with the Executive Committee and will provide continuity from the previous to the present Executive Committee, serve as head of the Nominating Committee and perform such duties as may be directed by the Chapter President. *(Optional Position which may not exist in all Chapters, in which case the Vice-President serves as head of the Nominating Committee)*

The **Secretary** shall keep and have charge of the records and conduct the general correspondence of the Chapter. The Secretary shall perform such other duties as assigned by the Executive Committee and shall perform all duties pertaining to the office.

The **Treasurer** shall be responsible for the collection of all monies owing to or by the Chapter. The Treasurer shall ensure that all monies belonging to the Chapter are deposited in an acceptable financial institution approved by the Executive Committee. The Treasurer shall keep a record of all receipts and expenditures and shall report the financial position of the Chapter when requested by the Executive Committee or by any member at a meeting. The Treasurer shall present financial statements and all records to the appointed Auditors upon their request. For this purpose the Chapter's fiscal year shall be the same as that of the Association.

NOTE: It is permissible for the roles of Treasurer and Secretary to be combined in the position of Secretary-Treasurer.

(b) Executive Members

There shall be a minimum of five (5) and a maximum of nine (9) Executive Members elected annually. They shall attend all executive Committee meetings and assist the Officers in carrying out the aims and objectives of the Chapter.

When the Executive Committee declares that a vacancy exists in the Committee as a result of death, resignation, incapacity, or for any other reason, the Executive Committee may appoint a member of the Chapter to fill the vacancy for the remainder of the term of the former member of the Executive Committee. Such appointment shall be communicated to members within two weeks of the appointment.

A majority (51 %) of the members of the Executive shall constitute a quorum. A majority of the members of the Chapter Executive must be Accredited Members. All members of the Chapter Executive are entitled to vote on matters.

The members of the Executive Committee shall be elected for a term of two (2) years by the members at an annual meeting of members and shall be eligible for re-election for two consecutive two-year terms (totalling 6 years).

The office of Executive Committee member shall be automatically vacated:

- a) if at a special or general meeting of members, a resolution is passed by the members present at the meeting that the member be removed from office;
- b) if the member has resigned office by delivering a written resignation to the Secretary of the Association;
- c) if the member is found by a court to be of unsound mind or engaging in illegal activities;
- d) if the member becomes bankrupt or suspends payment to creditors;
- e) upon the death of the member;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Executive Committee may by majority vote, by appointment, fill the vacancy with a member of the Association until the next Annual General Meeting at which time the members shall elect a member to fill the balance of the term.

Section 6. COMMITTEES

(a) Standing and/or Special Committees shall be established by the Executive Committee as may be deemed necessary and these committees shall operate in accordance with the terms of reference established by the Executive Committee.

(b) Executive Directors of Standing and/or Special Committees shall be appointed by the President from members of the Executive Committee.

(c) The terms of reference of Executive Directors shall be approved by the Executive Committee.

(d) All committees shall be responsible to the Executive Committee through their Executive Directors.

Section 7. ELECTIONS

Unless otherwise decided by the Executive, elections shall take place at the Annual General Meeting.

In mature chapters, Officers and Executive Members may be elected in the following manner. (a) The Past-President or current Vice-President shall act as Head of the Nominating Committee and shall then form a Nominating Committee of at least three (3) members, the composition of which must be approved by the Executive Committee.

(a) It shall be the duty of the Nominating Committee to nominate a full slate of Officers and Executive Members. This Committee is required to meet at least thirty (30) days prior to any annual general meeting to ensure that there are sufficient numbers of qualified candidates to fill any vacancies on the Board of Directors.

(b) Any member of the Chapter may nominate another member for a position on the Executive Committee, during the period beginning with receipt of notice of the full slate of candidates from the Nominating Committee and ending either fifteen days after publication date, or fifteen days before the AGM, whichever is sooner.

(c) Such a membership-based nomination shall be accomplished by submitting a written or e-mailed nomination to the Chapter Secretary, accompanied by a written or e-mailed acceptance of the nomination, which signifies willingness of the nominee to stand for election.

(d) The final slate of candidates will consist of those nominated by the Nominating Committee and the Membership at large.

(e) If the final slate of candidates differs from the slate proposed by the nominating committee and advised to the members, then no less than 7 days prior to the AGM, the final slate shall be

- (i) sent to each member (by paper or electronically) and/or
- (ii) published via the Chapter website

(f) The final slate of candidates shall be announced at the Annual General Meeting.

(g) An election shall be held for each position of Officer with more than one nominee, otherwise the nominees on the final slate shall be declared elected by acclamation.

(h) An election of Executive Members shall be held if there are more nominees than positions, otherwise the members listed on the final slate shall be declared elected by acclamation.

(i) A member of the Chapter, designated by the Vice-President shall conduct the election at the

Annual General Meeting.

(j) The results of the election shall be announced and the incoming Executive shall take office at the Annual General Meeting.

NOTE: If the Chapter is not large enough to organize a Nominating Committee, then the Board of Directors will prepare the initial proposed slate and the Nominating process should be carried out by a Chapter Member who is not standing for election, acting as Presiding Officer for the Elections.

Section 8. VOTING

(a) Voting shall be by a show of hands or a standing vote, unless the presiding officer directs that the voting shall be by secret ballot. The presiding officer must so direct if instructed by the members present at the meeting. A plurality vote shall decide these issues. Any member with voting rights who is in good standing has the right to exercise one vote, in person or by mail or by its proxy-holder. A proxy shall be in a form approved by the Directors and may be transmitted electronically.

(b) A plurality vote shall elect a member to the position for which she is nominated.

(b) The presiding officer shall refrain from voting except to break a tie.

Section 9. CHAPTER MEETINGS

(a) A minimum of five (5) Executive meetings and one (1) General Meeting shall be held each year.

(b) Extra-ordinary General and/or Executive meetings may be called by the President of the Executive Committee of the Chapter, as deemed necessary, or by demand of at least two of the Executive Committee.

(c) Each Executive Committee member shall be advised at least three days in advance of the date of an Executive meeting.

(d) At least 10 days prior to any General meeting a notice of the meeting shall be:
(i) sent to each member (by paper or electronically) and/or
(ii) published via the Chapter website

At all Annual General Meetings of the Chapter, the order of business shall include:

- a) Financial Statements and Treasurer's Report;
- b) Election or appointment of Directors; and
- c) Director's reports;

PROVIDED that with the unanimous consent of all members present the said order of business may be suspended.

No business shall be transacted at any meeting of members of the Association unless a quorum of members is present at the time when the meeting proceeds to business. A quorum is two-thirds (2/3) of those eligible to vote either in attendance or by proxy.

Section 10. FINANCES

- (a) Each Chapter operates under a financial budget approved by the Board of Directors of CDECA. The basic funding for the Chapter operations will be determined by the Board of Directors on an annual basis.
- (b) All expenditures on behalf of the Chapter must be approved by the Executive Committee.
- (c) All claims for expenses must follow the processing requirements laid out by the Treasurer of CDECA.
- (d) An annual budget is to be submitted to the Association Treasurer in accordance with a schedule advised by the Association Treasurer for Approval by the Association Board of Directors.
- (e) An accounting of income and expenses is to be submitted to the Association Treasurer following each Chapter event where seminar fees have been collected or costs incurred.

Section 11. AMENDMENTS TO THE BY-LAWS

These Bylaws may be amended by a sixty-six percent (66%) majority vote of a quorum of the Executive Committee subject to approval by majority of Chapter members attending the next Annual General Meeting. The amendment, when passed, shall be forwarded to the Secretary of CDECA.

Should situations not addressed in these Bylaws arise, the Bylaws of CDECA are in force. Should CDECA Bylaws be changed such that they conflict with these Chapter Bylaws, CDECA Bylaws take precedence. Chapter Bylaws must then be amended as soon as possible to bring them into agreement with CDECA Association Bylaws.

Section 12. ADDRESS FOR SERVICE

The initial address for service would be the address of the Secretary or the President, or at such other address as the Board of Directors from time to time determines by resolution.

Any change of address for service shall forthwith be communicated to CDECA and to all the Chapter members.

Section 13. EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two (2) officers of the Chapter, subject to prior approval of the Board of Directors of the Association, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

April 14, 2008