

BYLAWS OF
SASKATCHEWAN EPIDEMIOLOGY ASSOCIATION INC.

TABLE OF CONTENTS

ARTICLE I: [Name of Organization and Purposes](#)

ARTICLE II: [Purposes](#)

ARTICLE III: [Offices](#)

ARTICLE IV: [Duties and Powers of the Corporation](#)

ARTICLE V: [Members](#)

ARTICLE VI: [Board of Directors](#)

ARTICLE VII: [Officers of the Corporation](#)

ARTICLE VIII: [Procedure for Annual Meeting and General Annual Meetings](#)

ARTICLE IX: [Financial Disclosure](#)

ARTICLE X: [Fiscal Year](#)

ARTICLE XI: [Amendments to Bylaws](#)

ARTICLE I - NAME OF ORGANIZATION AND PURPOSES

- (a) The Name of the Corporation is Saskatchewan Epidemiology Association Inc. Epidemiology is defined as the study of the distribution and determinates of health related states or events in specified populations, and the application of the study to control health problems.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are as follows:

- (a) To promote development of epidemiological expertise.
- (b) To facilitate professional development.
- (c) To enhance collaborative research.
- (d) To address issues that affect the training and practice of epidemiology and health research in Saskatchewan.
- (e) To advocate for evidence based public policies and programs that are directed towards improving the health of the population of Saskatchewan.
- (f) To address issues and developments in the planning, delivery and evaluation of preventative, community, and other health services.

ARTICLE III - OFFICES

- (a) The registered office of the Corporation is required by law to be maintained in the Province of Saskatchewan. The Corporation may change its registered office from time to time in the manner required by law.

ARTICLE IV - DUTIES AND POWERS OF THE CORPORATION

In addition to the duties of the Corporation set forth in *The Non-Profit Corporations Act*, the Corporation, through the Board of Directors, shall:

- (a) Control, manage, and maintain any property of the Corporation.

- (b) Collect and receive all membership fees from time to time and maintain funds of the Corporation in a distinct and separate account with a Chartered Bank, Trust Company, or Credit Union.
- (c) Maintain proper books and records of all financial transactions.
- (d) Plan, promote and undertake such events, conferences, and publicity as may promote the purposes of the non-profit Corporation.
- (e) Do all things required of it by *The Non-Profit Corporations Act*, these Bylaws, and any other rules and regulations in force from time to time.

ARTICLE V - MEMBERS

- (a) Members of the association shall be epidemiologists, biostatisticians, and individuals whose occupation and/or interest include the preparation, participation and use of epidemiological products, teaching of the science of epidemiology and its applications, evidence based program planning, program evaluation, health status assessment, health needs assessment, and health surveillance. Members shall pay a membership fee established by the Board of Directors from time to time and shall have full voting privileges.
- (b) Membership fees payable to the Corporation are:
 - (i) Determined by the Board of Directors.
 - (ii) Membership is for one year, and all member fees are due at the final day for registration for the yearly symposium.
- (c) Any person eligible for admission to membership may, upon payment of the prescribed fee, be admitted as a Member by resolution of the Board of Directors.
- (d) Membership in the Association is available for current students. Student Members shall have voting rights and shall pay a reduced membership fee as established by the Board of Directors from time to time.
- (e) The Board of Directors can propose individual or corporate honorary Members as patrons of the Corporation, for endorsement by the general membership. Patrons, as honorary Members, shall have no voting rights and shall not pay a membership fee.
- (f) Membership in the Association is available for non-attending members. Non-attending members shall not have voting rights and shall pay a reduced

membership fee as established by the Board of Directors from time to time.

- (g) Membership fees in the Association for invited speakers shall be waived.

ARTICLE VI - BOARD OF DIRECTORS

- (a) The Board of Directors of the Corporation shall consist of not fewer than five Members nor more than twelve Members, of which one Director may be a student member.
- (b) All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, the Board of Directors.
- (c) Directors shall be elected at the Annual General Meeting for a term expiring at the conclusion of the annual meeting convened in the second year following the year in which he or she was elected to the Board of Directors.
- (d) A person may be elected as a Director for a series of successive terms. A Director shall remain in office until such time as they are disqualified from holding office pursuant to *The Non-Profit Corporations Act*, or until the Director resigns, his or her term expires, or until the Director is removed from office. The Corporation may, by special resolution at an annual meeting, remove or replace a Director before the expiration of his or her term of office, and appoint another individual in his or her place to hold that office for the remainder of the term. A minimum of 50% percent of the members must vote on the resolution, including proxy votes, and the vote must pass by a special resolution of two-thirds majority.
- (e) Where there is a vacancy on the Board of Directors, the remaining Directors may continue to exercise all of the powers of the Board of Directors, or the Board of Directors may appoint an individual to fill a vacancy until the next Annual General Meeting. Members will be notified accordingly.
- (f) The Board of Directors shall not permit compensation of Directors for their services.
- (g) The Board of Directors may appoint and establish such committees as it may deem appropriate to assist in carrying out the purposes of the Corporation. The Board of Directors may delegate to one or more committees powers and duties as the Board of Directors think fit, and may at any time revoke such delegation. Committees shall report to the Board of Directors and to an annual or general meeting in such manner as requested by the Board of Directors.
- (h) All meetings of the Board of Directors shall be held in the Province of Saskatchewan at such place as the Board of Directors may determine. The Board of Directors shall hold

an annual meeting to approve a budget for the year, and transact any other business, with such a meeting to be held at a time as the Board of Directors may determine.

- (i) A Director shall be given, by letter, telephone or otherwise, a minimum five days' notice of every meeting of Directors.
- (j) Attendance of a Director at a meeting of Directors is deemed to be a waiver of notice of a meeting, unless the Director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- (k) The quorum at Director's meetings shall be a majority of the Board of Directors.

ARTICLE VII - OFFICERS OF THE CORPORATION

- (a) At the first meeting of the Board of Directors after appointment, or after election, the Board of Directors shall designate a chairperson, vice-chairperson, treasurer and secretary. No more than one of the four principal offices may be officially held by the same person at the same time, although one person may temporarily fill more than one office.
- (b) The Board may designate individuals to fill one or more of the offices established herein.
- (c) The term of office for an officer of the Corporation shall be one year.
- (d) An officer shall remain in office until the occurrence of any of the following:
 - (i) Until such time as they are disqualified from holding office pursuant to *The Non-Profit Corporations Act*,
 - (ii) Until the officer resigns, his or her term expires; or
 - (iii) Until the officer is removed from office.

The Corporation may, by special resolution at an annual meeting, remove or replace an officer before the expiration of his or her term of office, and appoint another individual in his or her place to hold that office for the remainder of the term. A minimum of 50% of the members must vote on the resolution, including proxy votes, and the vote must pass by a special resolution of two-thirds majority.

- (e) Chairperson - The Chairperson shall take over as Chairperson following appointment, at which time the outgoing Chairperson shall be replaced by the incoming Chairperson. The Chairperson, supported by the Board of Directors and in consultation with regular members, shall develop the agenda for the meetings, facilitate organization and timeliness of the meetings, collect and distribute resolutions and action plans and ensure follow-up of the action from the meetings.
- (f) Vice-Chairperson - The Vice-Chairperson shall be responsible for assisting the Chairperson with his or her duties as described above.
- (g) Treasurer - The Treasurer shall establish and maintain financial records and a bank account for the Corporation. The Treasurer shall report to the Directors as required and at the annual meeting.
- (h) Secretary - The Secretary shall be responsible for recording the Minutes at all meetings and circulating a copy of these Minutes within four weeks of the meeting. The Secretary shall keep a current registration list of members.
- (i) No Compensation - The officers of the Corporation described in the foregoing sections shall not be compensated for their services.

ARTICLE VIII - PROCEDURE FOR ANNUAL MEETING AND GENERAL MEETINGS

- (a) At least one annual meeting shall be held per year at a time and place fixed by the Board of Directors. Additional general meetings may be called by the Board of Directors.
- (b) Notice of the time and place of an annual meeting or general meeting of members shall be sent, not less than 15 days or more than 50 days before the meeting, to each member entitled to attend the meeting. The written notice of the meeting shall identify the nature of all business to be brought forth at the meeting, and the level of approval required for each item of business.
- (c) The purpose of the annual general meeting is to conduct the business of the association and to provide opportunity for face to face discussion among members of the association and with any other individuals or groups. The discussion is to review epidemiological issues as well as population and public health issues and to make recommendations for actions.
- (d) A quorum for an annual meeting or a general meeting consists of not less than the number of persons or proxies representing 25% of all members. If within 30 minutes from the time appointed for commencement of an annual meeting or a general meeting, a quorum is not present, the meeting stands adjourned to the

corresponding day in the next week at the same place and time. If, at this next meeting, a quorum is not present within 30 minutes from the time appointed for the commencement of the meeting, the persons entitled to vote who are present or represented by proxy constitute a quorum for the purposes of that meeting.

- (e) The record of the general meetings shall be the attendance, motions, and resolutions, and any actions planned, as recorded in the minutes.
- (f) Decisions shall be made through consensus unless a member brings forward a motion for a vote to be taken, seconded by one other member. A resolution is to be voted on by a show of hands and a declaration by the Chairperson that a resolution has, on the show of hands, been carried is conclusive proof of the fact.
- (g) All business transacted at the annual meeting of members, other than consideration of financial statements and election of directors, is deemed to be special business.
- (h) No special business may be transacted at a meeting of members unless the notice of the meeting stated the nature of the business in sufficient detail, to permit members to form a reasoned judgment thereon, in the opinion of the Chairperson. The Chairperson may table a resolution to which this Bylaw may apply, and the resolution will stand tabled to the next annual meeting, or such earlier meeting as the resolution may be referred to by the Directors.

ARTICLE IX - FINANCIAL DISCLOSURE

- (a) The directors shall place before the members at every annual meeting:
 - a. Financial statements for the year ended;
 - b. Report of the Treasurer, if any;
 - c. Any further information respecting the financial affairs of the Corporation.
- (b) The Directors shall approve the financial statements and shall evidence their approval by the signature of one or more Directors.
- (c) No financial statement shall be released or circulated unless it has been approved by the Directors and is accompanied by the report of the Treasurer.

ARTICLE X - FISCAL YEAR

- (a) The fiscal year of the Corporation shall end on the 30th day of June in each year.

ARTICLE XI - AMENDMENTS TO BYLAWS

- (a) The Board of Directors may, by resolution, make, amend, or repeal any bylaws that regulate the activities and affairs of the Corporation.
- (b) The Board of Directors shall submit a bylaw, or an amendment or a repeal of a bylaw to the next meeting of members and the members may, by ordinary resolution, confirm, reject or amend the bylaw, amendment or repeal.
- (c) A bylaw, or amendment or a repeal of a bylaw is effective from the date of the resolution of the Board of Directors until confirmed, confirmed as amended, or rejected by the regular members.
- (d) If a bylaw, or any amendment or repeal of a bylaw is rejected by the regular members or is not submitted to the next meeting of the members, a bylaw ceases to be effective and no subsequent bylaw, amendment or repeal having substantially the same purpose or effect shall be effective until confirmed as amended by their regular members.