

# **Bylaws of the Saskatchewan Building Officials Association Inc.**

*In Force January 1, 1991; Amended April 1998, January 2014, and March 2017*

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## **TITLE**

- 1(1) These bylaws may be cited as the Bylaws of Saskatchewan Building Officials Association Inc.

## **INTERPRETATION**

- 2(1) In these bylaws "Association" means the Saskatchewan Building Officials Association Inc.
- 2(2) In these bylaws, any word or expression used, but not defined has, unless the context otherwise requires, the same meaning as in *The Non-profit Corporations Act*.

## **OBJECTIVES**

- 3(1) The objectives of this Association are as follows:
  - (a) To cooperate in the maintenance of building statutes and regulations in the Province.
  - (b) To promote understanding and uniform interpretation of the National Building Code of Canada and of building statutes and regulations in the Province.
  - (c) To discuss and enlarge the principles and proper practices of administration and enforcement relating to building statutes and regulations in the Province.

- (d) To promote close liaison between Building Officials, Building Industry, Government, and Public in the Province.
- (e) To advance the skills and seek certification of those engaged in the administration and enforcement of building statutes and regulations in the Province.

## **MEMBERSHIP**

- 4(1) The membership of the Association shall consist of:
  - (a) Active members - Active membership shall be available to any person who is engaged in the administration and enforcement of building statutes and regulations on behalf of a government, government agency, or government corporation.
  - (b) Associate Members - Associate membership shall be available to any person, firm, corporation involved with building construction, building statutes and regulations or the performance standards of building materials.
  - (c) Honorary Members - Honorary membership may be conferred upon any member based on years of membership and/or outstanding service to the Association, upon the recommendation of the directors and the approval of a majority vote of the membership present at a meeting of members of the Association.
- 4(2) Privileges of membership shall be as follows:
  - (a) Active members are entitled to all privileges of membership including the right to hold office and to vote at meetings of members.
  - (b) Associate members are entitled to all privileges of membership except the right to hold office.
  - (c) Honorary members are entitled to all privileges of membership except the right to hold office and to vote at meetings of members.
- 4(3) Annual membership dues, payable to the Association as of the first of January, shall be prescribed by the directors.
- 4(4) Any person who is eligible for admission to active or associate membership may, upon payment of the prescribed fee, be admitted to membership in the class to which that person is eligible.
- 4(5) Upon termination of membership for cause or otherwise, a member is not entitled to any refund or membership fees paid.

## **MEETINGS OF MEMBERS**

- 5(1) An annual meeting of members shall be held April at a time and place to be fixed by the directors in accordance with the expressed wish of the members.
- 5(2) Notice of time and place of a meeting of members shall be sent to all members, not less than fifteen (15) days nor more than fifty (50) days prior to the meeting.
- 5(3) The president may call a special meeting of members at any time but shall do so upon the written request of at least 5 percent (5%) of the active members.
- 5(4) (a) All business transacted at an annual meeting, except consideration of the financial statements, election of directors and all business transacted at any other meeting of members, is deemed to be special business.

- (b) No special business may be transacted at a meeting of members unless the notice of meeting states the nature of the business in sufficient detail to permit members to form a reasoned judgement thereon.
- (c) Any member may submit to the Association notice of any matter that it proposes to raise and discuss at the meeting and notice of the proposal shall be given with the notice of the next meeting of members.
- 5(5) (a) At every meeting of members each active and associate member is entitled to one vote on each question.
- (b) Voting at a meeting of members shall be by show of hands except where a ballot is demanded by a members either before or after a vote by show of hands.
- 5(6) Twenty members personally present at the opening of a meeting shall constitute a quorum.
- 5(7) A majority shall be deemed to be a simple majority for all purposes unless otherwise stated herein.
- 5(8) The conduct of meetings shall be governed by the latest revised edition of Roberts Rules of Order.

## **DIRECTORS**

- 6(1) The directors of the Association shall consist of:
  - (a) a president,
  - (b) a vice president,
  - (c) a secretary,
  - (d) a treasurer,
  - (e) the immediate past president,
  - (f) all standing committee chairpersons, and
  - (g) a member-at-large representing either the City of Saskatoon or the City of Regina.
- 6(2) The directors of the Association, except for the immediate past president, shall be elected at a regular meeting of members, and shall be elected for a term of two years.
- 6(3) A director must be an active member to qualify for or hold office as a director. Active membership shall be considered to extend for the remainder of the term of a director who retires or otherwise ceases "active membership" employment during his or her elected term.
- 6(4) The Association may, by simple majority vote of members at a meeting of members called for the purpose, remove any director or directors from office.
- 6(5) The directors, or members at a meeting of members, may fill any vacancy among the directors by appointing a director to hold office for the unexpired term of the director whom the new director is replacing.
- 6(6) The directors may adopt forms of membership cards and certificates and corporate records, may authorize the issue of membership cards and certificates, may make banking arrangements and transact any other business.
- 6(7) The directors shall manage the activities and affairs of the Association and shall be responsible to the membership for the management of the affairs of the Association and for the promotion of the Association's objectives.
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- 6(8) Every director of the Association shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 6(9) No director shall be personally liable for any action taken or omitted to be taken on behalf of the Association in good faith with reasonable care in exercising their powers and in carrying out their duties.

## **MEETINGS OF DIRECTORS**

- 7(1) Every director shall be given by letter, telephone or otherwise at least ten days notice of every meeting of directors.
- 7(2) A meeting of directors may be held by telephone as long as all directors consent and all can hear each other and communicate.
- 7(3) A director may waive notice of a meeting by his attendance at a meeting or, if not in attendance, by so stating by letter, telephone or otherwise.
- 7(4) Five directors constitutes quorum at a meeting of directors.

## **EXECUTIVE OFFICERS AND THEIR DUTIES**

- 8(1) The executive of the Association shall consist of:
  - (a) a president,
  - (b) a vice president,
  - (c) a secretary,
  - (d) a treasurer, and
  - (e) the immediate past president.
- 8(2) The president shall:
  - (a) be vigilant and active in promoting the objectives of the Association, and
  - (b) act as the chairman of meetings of directors and of executive officers and of members of the Association.
- 8(3) The vice president shall assist the president in the performance of his duties and shall have and exercise all of the powers and duties of the president in the event of his absence or inability to act.
- 8(4) In the absence of both the president and vice president, the directors shall appoint the immediate past president, or in his absence, a past president among those present, to act as chairman.
- 8(5) The immediate past president shall serve as a member of the executive and may assume such other duties as may be requested by the executive.
- 8(6) The secretary-treasurer shall:
  - (a) maintain records of articles and bylaws and any amendments to them, of all minutes of meetings, of all copies of notices of directors and changes of directors, of the register of members, and of all accounting records,
  - (b) keep, or cause to be kept, minutes of all meetings of members, of executive and of directors of the Association,
  - (c) keep seal, if any, of the Association in safe keeping,
  - (d) have custody of the funds and shall receive and disburse the funds, and shall keep detailed accounts of all income and expenditures,

- (e) keep all funds in a chartered bank, trust company or credit union, as designated by the directors, and
- (f) arrange to have a statement of the accounts of the Association prepared each year.

## **COMMITTEES**

- 9(1) There shall be the following standing committees to be called:
  - (a) membership committee,
  - (b) education committee,
  - (c) conference committee,
  - (d) newsletter committee, and
  - (e) certification committee.
- 9(2) The duties of the standing committees shall be assigned to them by the directors.
- 9(3) The membership committee chairman shall keep, or cause to be kept, a register showing name, address, class of membership, date on which they became or ceased to become a member, for each member.
- 9(4) The directors may provide for special committees and may assign duties to them.
- 9(5) The number of members on a committee shall be determined by the chairman of the committee and the members of a committee shall be appointed by the chairman of the committee from among the members or directors but all appointments shall be subject to confirmation by directors.

## **MEETINGS OF COMMITTEES**

- 10(1) Committee members may meet, adjourn and otherwise regulate their meeting as they may determine.
- 10(2) The chairman of the committee shall cause minutes of the meeting to be kept and a copy of the minutes shall be filed with the secretary-treasurer.

## **FINANCIAL MATTERS**

- 11(1) The fiscal year of the Association shall end on the 31st day of December of each year.
- 11(2) Each year, on or before the commencement of the new fiscal year, a budget setting forth details of the estimated revenues and expenditures of the Association for the ensuing fiscal year shall be prepared and submitted to the directors.
- 11(3)
  - (a) The directors shall place before the members at every annual meeting:
    - (i) financial statements for the year ended not more than four (4) months before the annual meeting,
    - (ii) a statement of the accounts of the Association, and
    - (iii) any further information respecting the financial affairs of the Association.
  - (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.
  - (d) The Association shall send to each member financial statements or may, in lieu thereof, publish a notice stating the documents are available at the office of the

Association and that any member may, upon request, obtain a copy free of charge by prepaid mail to his address.

- (e) The Association shall, not less than fifteen (15) days before each annual meeting, send a copy of its financial statements to each member and to the Director, Corporations Branch.
- 11(4) (a) All funds of the Association shall be deposited in one or more accounts in the name of the Association at a chartered bank, trust company or credit union, designated by the directors.
- (b) All cheques, promissory notes, bills of exchange or other negotiable instruments shall be executed in the name of the Association and signed in accordance with resolutions passed by the directors for that purpose.
- 11(5) No remuneration shall be paid to the directors or committee members other than compensation while on Association business, at rates approved by the members at a meeting of members.

## **DISCIPLINE**

- 12(1) The directors, upon the written request of three active members or upon their initiative, may by a simple majority vote expel any member for cause, consisting of action or behavior detrimental to the Association or to its purpose or to the reputation or standing of its membership. The directors shall consider an application from a person expelled from the Association and may reinstate such person by a simple majority vote.

## **AMENDMENTS TO BYLAWS**

- 13(1) The directors may, by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the Association.
- 13(2) The directors shall submit any bylaw any bylaw, or any amendment or repeal thereof at the next meeting of members and the members may, by ordinary resolution, confirm, reject, or amend the bylaw, amendment or repeal.
- 13(3) Any bylaw, or an amendment or repeal thereof is affective from the day of the resolution of directors until confirmed, confirmed as amended, or rejected by the members.
- 13(4) If any bylaw, or any amendment or repeal thereof is rejected by the members or is not submitted to the next meeting of members, the bylaw, amendment or repeal thereof ceases to be effective and no subsequent bylaw, amendment or repeal have substantially the same purpose or effect shall be effective until confirmed or confirmed as amended by the members.
- 13(5) Except in the case of the first bylaw made by the directors, every bylaw, amendment or repeal thereof shall state an effective date which shall not be more than thirty (30) days from the day on which the bylaw, amendment or repeal is made.
- 13(6) Every bylaw and every amendment or repeal thereof shall be distributed to the membership before its effective date.

## **LIQUIDATION AND DISSOLUTION**

14(1) The remaining property of the Association shall, in the course of liquidation and dissolution, be distributed to the registered charitable organization or organizations as selected by the membership at the time of dissolution.

## **REPEAL**

15(1) All previous bylaws and constitutions and any amendments thereto are hereby repealed.

## **EFFECTIVE DATE**

16(1) This bylaw shall come into force on January 1, 1991.

### **Table of Amendments**

<b>Section</b>	<b>Description</b>	<b>Date</b>
6(3)	Directors active membership status after retirement	April 1998
6(1) and 8(1)	Secretary-Treasurer position replaced by two positions, Secretary and Treasurer	January 2014
6(1)	Member-at-large Director position added	March 2017