

CHARTERED PROFESSIONALS IN HUMAN RESOURCES

BYLAWS

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CHARTERED PROFESSIONALS IN HUMAN RESOURCES OF SASKATCHEWAN CORPORATION

REGULATORY BYLAWS [Approved- October 2, 2019]

1. TITLE

- 1.1** These Bylaws may be cited as the Chartered Professionals in Human Resources Saskatchewan Administrative Bylaws, 2019.

2. DEFINITIONS

- 2.1** In these Bylaws, the words and phrases defined in this Article shall have the meanings described herein, namely:
- a. "Act" means The Non-Profit Corporations Act, 1995 (Saskatchewan);
 - b. "Board of Directors" means those persons constituting the Directors of the Corporation from time to time as determined pursuant to Article 9.1 of the Administrative Bylaws and the Act;
 - c. "Corporation" means Chartered Professionals in Human Resources of Saskatchewan (CPHR Saskatchewan);
 - d. "Chief Executive Officer" and "CEO" mean the person appointed pursuant to Article 10.6.1 of the Administrative Bylaws;
 - e. "Registrar" means such person as the Board of Directors appoints who shall be responsible for the granting of the designation and maintaining the Corporation's Members Register and such other duties and functions as assigned by these Bylaws, the CEO, the Board and the Act;
 - f. "In writing" applies to both paper and electronic form;
 - g. "Rule" means a rule approved by the Board of Directors consistent with and permitted under specific provisions in the Act or Corporation's Bylaws;
 - h. "Mutual Recognition Agreement" means an agreement to facilitate a reciprocal granting of professional designations between the Corporation and another professional human resources body with eligibility requirements based on an extensive review of each other's accreditation policies and programs;
 - i. "Fellow" means a professional member who is awarded a Fellowship of the Corporation

2.2 Number

The words importing the singular include the plural and vice versa.

3. MEMBERSHIP

3.1 Generally

The members of the Corporation are those persons who are members of the Corporation on the date these Bylaws become effective and those persons who subsequently become members in accordance with these Bylaws, and who, in either

case, have not ceased to be members.

3.2 Application and Qualification

Membership shall consist of those persons whose occupational pursuit of the practice of Human Resources is within the Province of Saskatchewan and whose membership falls within one of the membership categories defined in Article 3.5. A person may apply in the prescribed form for membership in the Corporation and, once approved and payment of the required entrance and/or membership fee is received by the Corporation, becomes a member.

3.3 Duties of Members

Membership in the Corporation shall be deemed a privilege for qualified individuals and every member must comply with the Corporation's Bylaws and Code of Ethics and Standards of Professional Conduct as established by the Board of Directors.

3.4 Good Standing

All members are considered in good standing except:

- a. A member who has failed to pay their current annual membership fee, if any, or any other subscription or debt due and owing by them to the Corporation and they are not in good standing so long as the debt remains unpaid.
- b. A member who has not complied with the Corporation's Bylaws and Code of Ethics and Standards of Professional Conduct.
- c. A member may be required to provide evidence of:
 - i. A criminal background check;
 - ii. Good moral character; and,
 - iii. Knowledge of the Corporation's Bylaws and Rules.

3.5 Membership Categories

Membership of the Corporation shall be comprised of an unlimited number of the following:

- a. Professional Members
- b. Candidate Members
- c. Associate Members
- d. General Members
- e. Student Members

3.5.1 Professional Members

a. Qualifications

The following may qualify to be professional members of the Corporation:

- i. Professional members are individuals who currently hold their Chartered Professional in Human Resources (CPHR) Designation or Fellow Chartered Professional in Human Resources (FCPHR).

- ii. In order to become a Professional Member, the applicant must: submit an application; pay all applicable fees; meet the requirements of the CPHR or FCPHR designation as determined by the Board of Directors, and be eligible to work in Canada.

b. Certificate

- i. A certificate issued to a Professional Member shall be in the form approved by the Board of Directors and shall be signed by the Chair and Registrar or other Officer designated by the Board of Directors and shall bear the seal of the Corporation.
- ii. Each certificate shall remain the property of the Corporation and the Corporation may demand the immediate return of the certificate held by a member:
 - a. When the member resigns from the Corporation; or,
 - b. When the member is suspended from the Corporation; or,
 - c. When the member's membership is cancelled by the Corporation.

c. Continuing Professional Development

- i. In order to maintain the CPHR or FCPHR designation, Professional members must pay annual membership dues and be compliant with the Continuing Professional Development (CPD) requirements as set out by the Board of Directors.
- ii. A member shall submit a report in the form and within the time established by the Corporation declaring whether the requirements for continuing professional development have been fulfilled.
- iii. Upon receipt of a notice in writing from the Corporation, a member shall submit to the Corporation documentation which is acceptable to the Corporation and demonstrates completion of continuing professional development activities which fulfill the CPD requirements within the time specified in the notice.

d. Privileges

The following may be allowed as Professional members of the Corporation:

- i. A Professional Member is entitled to all the privileges of membership including the right to attend and vote at meetings of members. Each professional member shall be entitled to one vote at such meetings.
- ii. Professional Members are eligible for all Director and Committee positions, however only Professional Members may serve as Chair and Chair-Elect.
- iii. Only Professional Members who hold a CPHR or FCPHR can serve as Registrar.
- iv. Professional Members who are absent from active practice may continue their Professional membership.

3.5.2 Candidate Members

a. Qualifications

The following may qualify to be Candidate members of the Corporation:

- i. Candidate Members are those individuals who have passed the National Knowledge Exam (NKE) or have successfully completed the NKE Waiver and are actively engaged in obtaining the CPHR designation.
- ii. In order to become a Candidate Member, the applicant must: submit an application; pay all applicable fees; have passed the NKE or have successfully completed the NKE Waiver, and be eligible to work in Canada.

b. Privileges

The following may be allowed as Candidate members of the Corporation:

- i. A Candidate Member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than Chair or Chair-Elect.

3.5.3 Associate Members

a. Qualifications

The following may qualify to be Associate members of the Corporation:

- i. Associate Members are those individuals who are employed or seeking employment in a primary capacity (50% or more of the time) in a human resources functional area and/or may be actively engaged in obtaining the CPHR designation.
- ii. In order to become an Associate Member, the applicant must: submit an application; pay all applicable fees; confirm they are primarily employed and/or seeking employment in a human resources functional area, and be eligible to work in Canada.

b. Privileges

The following may be allowed as Associate members of the Corporation:

- i. An Associate Member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than Chair or Chair-Elect.
- ii. An Associate Member is entitled to write the National Knowledge Exam (NKE) or apply for an NKE waiver.

3.5.4 General Members

a. Qualifications

The following may qualify to be General members of the Corporation:

- i. General Members are those who are involved in human resources management in some capacity e.g. line manager or Academic, and who have an interest in the profession.
- ii. This category of membership would be for those who do not practice HR in a primary capacity (50% or more of the time).
- iii. In order to become a General Member, the applicant must: submit an application; pay all applicable fees, and be eligible to work in Canada.

b. Privileges

The following may be allowed as General members of the Corporation:

- i. A General Member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than Chair and Chair-Elect.

3.5.5 Student Members

a. Qualifications

The following may qualify to be Student members of the Corporation:

- i. Student Members are those registered in a full-time post-secondary program of studies leading to a certificate, diploma, degree, or masters with specialization in any functional area of Human Resources Management or who have convocated in the membership year.
- ii. In order to become a Student Member, a person must submit proof of student or convocation status, and pay all applicable fees.
- iii. Students convocating within the membership year are entitled to renew as a Student Member for a maximum of one (1) membership year. This option excludes those students wishing to pursue the NKE or applying for the NKE waiver; they will be required to renew as an Associate.

b. Privileges

The following may be allowed as Student members of the Corporation:

- i. A Student Member is entitled to all rights and privileges of membership, including the right to vote at meetings of members and the right to hold office other than Chair and Chair-Elect and are encouraged to participate in the affairs of the Corporation.

4. MUTUAL RECOGNITION AGREEMENT

- 4.1** The Corporation may enter into a Mutual Recognition Agreement to facilitate a reciprocal granting of professional designations between the Corporation and another professional human resources body based on an extensive review of each other's accreditation policies and programs.
- 4.2** Applicants who hold membership in another HR association may be eligible to have their Professional or Candidate status recognized in Saskatchewan through the Corporation. In order to be registered as a member, using the Mutual Recognition Agreement provisions, an applicant must:
- a. Be a current member in good standing in the other HR association;
 - b. Submit an application for membership to the Corporation and pay all applicable fees;
 - c. Have their current HR association complete and submit a Confirmation of Good Standing form to the Corporation on their behalf; and
 - d. Be in compliance with the Continuing Professional Development (CPD) requirements of their current HR association.
- 4.3** The Corporation may provide information about a member, suspended member or former member to another HR association in which the person is currently registered or applying for registration, upon request from that other HR association.

5. MEMBERSHIP SUSPENSION

5.1 Suspension

- a. The Board of Directors shall establish Rules for disciplinary and non-disciplinary suspension of membership rights where a member has not complied with:
 - ii. A requirement specified in a Rule or a notice within the time specified in a Rule or a notice; or,
 - iii. A restriction imposed by the Rules.
- b. A member may submit a response in writing regarding the recommendation to suspend their membership rights as established in the Rules.
- c. During the period of suspension of member rights, the suspended member shall continue to be responsible for all fees assessed by the Corporation and to be subject to the authority of the Corporation as fully and to the same extent as if membership rights had not been suspended.

6. TERMINATION OF MEMBERSHIP

- 6.1** When a suspended member continues to not comply with the Rule underlying the suspension for a period of one (1) year after the original date of non-compliance their membership shall be terminated.
- 6.2** A membership may be terminated for a breach of the Corporation's Code of Ethics and Standards of Professional Conduct under the Discipline Process which has been adopted by the Corporation.

- 6.3** A member or suspended member, with exception of a student member, who is not eligible to work in Canada shall have their membership terminated.
- 6.4** A member or suspended member may apply to the Registrar to resign their membership from the Corporation in the manner specified in the Rules.
- 6.5** Approval by the Registrar of a resignation shall not release the member or suspended member from indebtedness owing to the Corporation.
- 6.6** The Registrar shall not approve an application for resignation when the member or suspended member:
- a. Is the subject of an outstanding determination by a Regulatory Committee or the Board of Directors; or,
 - b. Is the subject of an investigation or a discipline proceeding of the Corporation; or,
 - c. Has not complied fully with a disciplinary order.
- 6.7** The Registrar may not approve an application for resignation unless prior approval has been given by an applicable regulatory committee when the member has not:
- a. Paid in full any fee assessed by the Corporation; or,
 - b. Participated in continuing professional development pursuant to the Rules.
- 6.8** The Board of Directors shall establish Rules for termination of a membership.

7. CERTIFICATION AUTHORITY

- 7.1** The Corporation shall support and protect the designation and use of the Chartered Professional in Human Resources (CPHR) designation in the Province of Saskatchewan.
- 7.2** The Corporation shall support and protect the designation and use of the Fellow Chartered Professional in Human Resources (FCPHR) designation in the Province of Saskatchewan.
- 7.3** The Corporation has sole authority for issuance and use of the Chartered Professional in Human Resources (CPHR) and Fellow Chartered Professional in Human Resources (FCPHR) designations in the Province of Saskatchewan.

8. SPECIAL MEETINGS

- 8.1** The Board of Directors may at any time and shall, at the request of twenty-five (25) voting members of the Corporation stating the business for which it is required, convene a special meeting for any specific purpose. Such written request shall be delivered to the Registrar, which includes signatures from all members requesting the meeting and states the nature of the business that is proposed to be considered at the meeting.
- 8.2** A special meeting of the members of the Corporation shall be held at such place and time in Saskatchewan as the Board of Directors may determine within sixty (60) days of the request.

CHARTERED PROFESSIONALS IN HUMAN RESOURCES OF SASKATCHEWAN CORPORATION

ADMINISTRATIVE BYLAWS [Approved- October 2, 2019]

1. TITLE

- 1.1** These Bylaws may be cited as the Chartered Professionals in Human Resources Saskatchewan Administrative Bylaws, 2019.

2. DEFINITIONS

- 2.1** In these Bylaws, the words and phrases defined in this Article shall have the meanings described herein, namely:
- a. "Act" means The Non-Profit Corporations Act, 1995 (Saskatchewan);
 - b. "Board Of Directors" means those persons constituting the Directors of the Corporation from time to time as determined pursuant to Article 9.1 of the Administrative Bylaws and the Act;
 - c. "Corporation" means Chartered Professionals in Human Resources of Saskatchewan (CPHR Saskatchewan);
 - d. "Chief Executive Officer" and "CEO" means the person appointed pursuant to Article 10.6.1 of the Administrative Bylaws;
 - e. "In writing" applies to both paper and electronic form;
 - f. "Rule" means a rule approved by the Board of Directors consistent with and permitted under specific provisions in the Act or Corporation's Bylaws;

2.2 Number

The words importing the singular include the plural and vice versa.

3. CORPORATION

- 3.1** The objectives of the Corporation are to:
- a. Promote and encourage leadership and expertise within the human resource profession through networking and developmental opportunities while supporting professional standards to influence organizational excellence;
 - b. Advance the human resource profession within the Province of Saskatchewan;
 - c. Enhance the capabilities of all human resource practitioners while supporting professional standards and certification; and,
 - d. Protect the public interest as it relates to the practice of Human Resource Management.

4. SEAL

- 4.1** The corporate seal of the Corporation shall be such as the Board of Directors may adopt.

5. EXECUTION OF DOCUMENTS AND CONTRACT

- 5.1** All cheques issued by the Corporation shall be signed by such officers or other persons appointed for this purpose by the Board of Directors.
- 5.2** All deeds, contracts, documents or legal papers shall be signed on behalf of the Corporation by any officers who are appointed for this purpose by the Board of Directors.
- 5.3** The CEO may enter into financial commitments and authorized financial contracts as approved by the Board of Directors.

6. BANKING AND FINANCIAL

- 6.1** The fiscal period of the Corporation shall terminate on April 30th of each year.
- 6.2** The books, accounts, and records of the Corporation shall be audited by a CPA, subject to the requirements of the Act, at least once each year by the Auditor who shall be appointed at the Annual General Meeting.
- 6.3** The monies of the Corporation shall be kept in such chartered banks, credit unions or trust companies as determined by the Board of Directors.
- 6.4** All cheques, promissory notes, bills of exchange, or other negotiable instruments made, drawn, accepted or endorsed in the name of the Corporation and signed in accordance with the resolutions passed by the Board of Directors for this purpose, shall be binding on the Corporation.
- 6.5** If necessary, monies may be borrowed and used for the purpose of meeting the operating expenses of the Corporation when approved by the Board of Directors and when other resources are insufficient or cannot be made readily available for such purposes.

7. RECORDS OF THE CORPORATION

7.1 General

The Board of Directors shall order to be kept books and records showing:

- a. The minutes of every Annual General Meeting;
- b. The minutes of every meeting of the Board of Directors;
- c. The minutes of every board committee meeting;
- d. Sufficient and proper records showing full details of all financial matters of the Corporation; and
- e. Membership registration

7.2 Document Retention

The Board of Directors may establish the retention requirements of any document to be held by the Corporation.

7.3 Inspection of Books and Records

The following books and records of the Corporation shall be open to inspection by any member of the Corporation providing a Director or the CEO of the Corporation is present at the same time, at any reasonable time and at such convenient place as may be arranged:

- a. Financial statements;
- b. Minutes of meetings of the Board of Directors, except for minutes of in camera meetings; and,
- c. Such other books and records as the Board of Directors or the CEO may decide.

8. ELECTED DIRECTORS

8.1 Power of Directors

The Board of Directors oversees the management of the affairs and business of the Corporation and are authorized to exercise all such powers and do all such acts and things as the Corporation 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 Corporation in an Annual General Meeting, but subject, nevertheless, to the provisions of all laws affecting the Corporation and the Corporation's Bylaws.

8.2 Number of Directors

The Corporation will have a minimum of six (6) and maximum of fourteen (14) Directors, including the Officers referred to in Article 8.4

- a) No more than 25% of Board Members at any time can be from the General Members category of membership.

8.3 Directors Must be Members

A Director must be a member in good standing of the Corporation as qualification for their office.

8.4 Officers

The Officers of the Corporation shall be the Chair, the immediate Past-Chair, Chair-Elect, Treasurer and up to two of the Directors to be named at the first Board meeting following the Annual General Meeting.

8.5 Term of Office of Officers; Vacancy in Office of Chair or Chair-Elect

- a. The Chair shall hold office for a term of up to two (2) years, calculated from the first Board of Directors meeting at which they assume office to the Annual General Meeting that corresponds to the end of their established term at which time the Chair shall retire from being Chair and they will assume the office of immediate Past Chair for a one (1) year term that expires at the following Annual General Meeting.
- b. The Chair-Elect shall be elected by the membership at the Annual General Meeting in accordance with Article 9.10. The Chair-Elect shall assume the office of Chair at the first meeting of the Board of Directors following the next

Annual General Meeting, upon the retirement of the current Chair, or upon the office of Chair otherwise becoming vacant for any reason. If the office of Chair-Elect becomes vacant for any reason or if the incumbent Chair-Elect declines to assume the office of Chair, the Directors may appoint a new Chair-Elect on an interim basis until the next Annual General Meeting.

- c. The Treasurer and Officers shall be elected by the Directors in accordance with Article 9.9.
- d. If a Director is elected to Chair or Chair-Elect in their final year of three consecutive terms then an extension will be granted to the terms in Article 8.5 a. This extension will only apply to the consecutive terms for Chair-Elect, Chair and Past-Chair to a maximum of 3 years.
- e. Notwithstanding Article 8.5 a. and d. the Board of Directors, by special resolution of no less than 75% of Directors may extend the term of the Chair or Past Chair for a period of no more than one year.

8.6 Term of Office of Directors and Eligibility for Re-Election

Subject to Articles 9.1 and 9.2, a Director shall hold office for a term of two (2) years, calculated from their election or appointment as a Director to the Annual General Meeting that corresponds to the end of their established term, at which time they shall retire from office. A retiring Director is eligible for re-election, provided that they have not served as a Director for a maximum of three consecutive terms. A member who has served as a Director for three (3) consecutive terms may stand for re-election or re-appointment as a Director after a period of two (2) years has elapsed since that member was last a Director.

9. PROCEDURES FOR ELECTION

9.1 Election of Directors

- a. Any election of the Directors shall be carried out in accordance with this Article.
- b. The Board of Directors on or before June 1st, in each year, shall appoint a nominating committee consisting of four (4) members of the Corporation, one (1) of whom shall be the Chair of the Corporation.
- c. The nominating committee shall select from the nominated members eligible to hold office of the Corporation at least such number of candidates as will be required to fill those vacancies on the Board of Directors that will occur at the next Annual General Meeting.
- d. The nominating committee shall submit its' report in writing to the Board of Directors no less than forty-five (45) days prior to the Annual General Meeting; and no less than thirty (30) days prior to the AGM a copy shall be transmitted to all members by mail, email or such other form of transmission as the nominating committee shall determine.
- e. Nominations shall close at least sixty (60) days prior to the Annual General Meeting. A nomination received after the closing date shall be of no effect.
- f. Upon the close of nominations and in the event that there is a contest, the

Board of Directors shall cause a ballot to be prepared containing the names of all candidates nominated in accordance with the foregoing provisions, together with a short resume for each of the said candidates. Such ballots shall be mailed at least twenty-one (21) days prior to the Annual General Meeting to all members in good standing as of that date. All ballots must be returned three (3) days preceding the Annual General Meeting. Ballots received after that date shall be of no effect.

- g. The Board of Directors, at or before the Annual General Meeting shall appoint two (2) scrutineers from amongst members to assist the Chair if the Nominating Committee in collecting, examining, counting and tabulating ballots and preparing a report for presentation to the Annual General Meeting.
- h. In the event of a tie for election of one or more nominees, the Board of Directors shall forthwith call a meeting of the Board of Directors in order to decide the issue by secret ballot, and a majority of these voting at such meeting shall constitute the deciding vote.
- i. Directors shall assume office at the first meeting after the Annual General Meeting at which they were elected or, if elected prior to an Annual General Meeting, immediately following their election.
- j. All matters relating to the conduct and administration of elections, including the appointment of scrutineers and the counting of ballots, shall be governed by procedures determined by the Board of Directors.
- k. Any Director ending a term will automatically cease to be a Director at the conclusion of the Annual General Meeting.
- l. Notwithstanding Article 9.1 a. of this Bylaw, the Office of Director may be filled by acclamation.

9.2 Nominations

A member who is eligible to hold office may be nominated for election as a Director if the following are satisfied:

- a. A written nomination has been signed by five (5) voting members in good standing;
- b. The Nominee has consented to the nomination in writing; and,
- c. The Corporation has received the nomination and consent at least sixty (60) days before the date of the Annual General Meeting at which the election will be held or elected Directors and/or Officers will be declared.

Nominations for election as Director may not be made at the Annual General Meeting at which the election will be held or elected Directors will be declared.

9.3 Filling Vacancies on the Board

The Directors may, if they see fit, fill any vacancy occurring in the Board of Directors from among qualified members. Any member so appointed to fill a vacancy holds office for the unexpired term of their predecessor.

Only Professional Members of the Corporation can hold positions of Chair and Chair-

Elect.

9.4 Removal and Replacement of Directors

The members may by special resolution remove a Director or Officer before the expiration of their term of office and may by ordinary resolution appoint another person in their place. Such replacement Director or Officer shall hold that office until the next Annual General Meeting.

9.5 Ceasing to be a Director

A person immediately ceases to be a Director of the Corporation:

- a. On the expiration of their term of office;
- b. On their death;
- c. On delivery of their resignation in writing to the Board Chair; and
- d. On their removal as a Director under Article 9.4.

9.6 No Invalidity of Actions

No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office, provided that there are sufficient Directors to form a quorum as stipulated under Article 11.9.

9.7 Remuneration of Directors

No Director is entitled to be remunerated for being or acting as a Director but a Director is entitled to be reimbursed for all expenses that the Director necessarily and reasonably incurs while engaged in the affairs of the Corporation.

9.8 Disclosure of Conflicts of Interest of Directors

Every Director of the Corporation who is, directly or indirectly, interested in a proposed contract or transaction with the Corporation must disclose fully and promptly the fact, nature and extent of the interest or conflict.

9.9 Election and Termination of Officers

At the first meeting of the Directors held after the Annual General Meeting, the Directors shall elect from among their number a Treasurer, and up to two Officers, to hold office until the next Annual General Meeting. The Directors may, at any time, remove a Treasurer or Officer from their position and elect or appoint their successor for the balance of the term.

9.10 Election of Chair-Elect

One year prior to the expiration of the term of the Chair, the Board of Directors shall put forward for election a Chair-Elect (within the slate of candidates), whose election as Chair shall be ratified by the members at the next Annual General Meeting.

10. OFFICERS AND EMPLOYEES

10.1 Chair

The Chair shall perform all the duties imposed on the Chair by the Corporation's Bylaws and generally supervise the affairs of the Corporation and the Board of Directors. The Chair is entitled to chair all meetings of the Corporation and all meetings of the Directors and to conduct the said meetings in good order and to enforce the provisions of the Constitution and the Corporation's Bylaws. The Chair shall supervise the Officers in the execution of their duties, the affairs of the Corporation and the activities of its committees. The Chair acts as the chief spokesperson for the organization.

Only Professional Members of the Corporation may serve as Chair.

10.2 Chair-Elect

The Chair-Elect carries out the duties of the Chair if the Chair is absent or at the request of the Chair and carries out such other duties as the Chair or the Directors may assign.

Only Professional Members of the Corporation may serve as Chair-Elect.

10.3 Past-Chair

The Past-Chair provides support and assistance to the Chair and carries out such other duties as the Chair or the Directors may assign.

10.4 Treasurer

The Treasurer provides support and assistance to the Board of Directors, and specific advice on the monitoring, collection and custody of financial records of the Corporation, and carries out such other duties as the Directors may assign.

10.5 Remuneration of Officers

No Officer is entitled to be remunerated for being or acting as an Officer, but an Officer is entitled to be reimbursed for all expenses that the Officer necessarily and reasonably incurs while engaged in the affairs of the Corporation.

10.6 Employees

10.6.1 The Board of Directors may employ such employees, including the CEO, as they consider necessary in order to administer the affairs of the Corporation and may establish the terms of employment of such employees.

10.6.2 The CEO shall perform the duties imposed on the CEO by the Corporation's Bylaws and shall:

- a. Wherever possible, attend all meetings of the Corporation and the Board of Directors;
- b. Keep proper minutes of the meetings, send out all notices on behalf of the Corporation, the Board of Directors and any committees of the Corporation or the Board of Directors;
- c. Conduct all correspondence;

- d. Keep the Corporation's seal and records;
- e. Under the direction of the Board of Directors, collect and receive, pay out or invest all monies due and payable to and by the Corporation;
- f. Keep proper books of account in which are entered all monies received and paid out by the Corporation;
- g. Prepare and submit to the annual meeting of the Corporation the audited financial statements of the Corporation;
- h. Provide any other financial and operational reports that may be requested by the Board of Directors;
- i. Establish and supervise operational working committees as deemed necessary to assist with the delivery of operational objectives;
- j. Perform all duties incidental to the office of CEO and any others that may be assigned to the office by the Board of Directors and;
- k. At the expense of the Corporation, be bonded for the faithful performance of their duties with a surety company in an amount satisfactory to the Board of Directors.

11. MEETINGS

11.1 Annual General Meeting

- a. An Annual General Meeting shall be held at the call of the Board of Directors in accordance with the Act. The business of such meeting shall be the election of the Board of Directors, the appointment of auditors for the ensuing year, the presentation of the financial statements and report of the Auditor, and other business that may properly be brought before the meeting.
- b. Notice for the Annual General Meeting must be provided not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting.

11.2 Errors and Omissions

No errors or omissions in giving notice of an Annual General Meeting or any adjourned Annual General Meeting by the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may waive notice of any such meeting and the Corporation may ratify, approve and confirm any and all proceedings taken or had thereat.

11.3 Quorum

Twenty-five (25) voting members at the commencement of a duly constituted meeting of the members shall be necessary to constitute a quorum for the transaction of business.

11.4 Notices

Notices to members, the Board of Directors or Officers shall be given in writing. Notices shall be deemed to be duly given if mailed to the last address on the records of the Corporation for each member or if forwarded by fax/email to the last fax number/email address of record in respect of each member. Notices forwarded by

mail and notices forwarded by fax/email shall be deemed to have been given 24 hours after the forwarding of such notices.

11.5 Chair of Meetings of the Board of Directors

At any meeting of the Board of Directors where the Chair or Vice Chair are not participating, those participating in the meeting, provided they constitute a quorum under the Corporation's Bylaws, may by resolution, appoint any other member of the Board of Directors to act as Chair of the meeting.

11.6 Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals

The Board of Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they see fit. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes, the Chair does not have a second or casting vote. Meetings of Board of Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Board of Directors may by resolution from time to time determine.

11.7 Meetings by Conference Telephone

A Director may participate in a meeting of the Board of Directors or of any Committee of the Board of Directors by means of conference telephone or other communication facilities by means of which all Directors participating in the meeting can hear each other. A Director participating in a meeting in accordance with this Bylaw will be deemed to be present at the meeting and to have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting.

11.8 Calling Meetings and Notice

The Chair may upon request of any three (3) Directors, call a meeting of the Board of Directors at any time. Reasonable notice of such meeting specifying the place, date and time of such meeting must be given to each Director by telephone, or by written notice sent by mail, fax or e-mail to each Director at their address as it appears on the books of the Corporation, or delivered to their usual business or residential address. It is not necessary to give notice of a meeting of the Board of Directors to any Director if the meeting is to be held immediately following an Annual General Meeting at which the Director was elected or is the meeting of Directors at which the Director was appointed. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

11.9 Quorum for Meetings of Directors

The Directors may fix the quorum necessary for the transaction of the business of the Directors and if the Directors do not fix the quorum, quorum will be the greater of three (3) or a majority of Directors then in office.

11.10 Actions During a Vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to the Corporation's Bylaws as the necessary quorum of Directors, the continuing Directors

may act for the purpose of summoning a special meeting of the Corporation, but for no other purpose.

11.11 Validity of Acts of Directors

All acts done by any meeting of the Board of Directors or of a Committee of Directors, or by any person acting as a Director, are, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the members of such Committee or person acting as a Director, or that they or any of them were disqualified, valid as if every such person had been duly elected or appointed and was qualified to be a Director.

11.12 Resolutions in Writing

A resolution consented to in writing that all the Directors have signed is as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and held. Such resolution may be in two (2) or more counterparts, which together will be deemed to constitute one (1) resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution.

12. COMMITTEES

12.1 The Board of Directors may by resolution appoint one (1) or more committees consisting of such Directors, or combination of Directors and members in good standing, as they see fit and may delegate to any such committee between meetings of the Board of Directors such powers or the Directors (except the power to fill vacancies on the Board of Directors, the power to change the membership of or fill vacancies in any committee of the Board of Directors, the power to appoint or remove Officers appointed by the Directors) subject to such conditions as may be prescribed in such resolutions.

12.2 Where the Board of Directors establishes committees:

- a. The Committees shall perform their duties under the direction of the Board of Directors; and,
- b. A majority of Committee Members constitutes a quorum.

12.3 The Board of Directors shall approve Terms of Reference governing the duties and powers delegated to each Committee.

12.4 The Executive will recommend and the Board of Directors will appoint from its membership a Director to represent the Corporation at the Chartered Professionals in Human Resources Canada (CPHR Canada) Board of Directors for a minimum one (1) year term. The Director must be a Professional Member. Ratification of this board representative will occur formally at the CPHR Canada board.

13. FEES

- 13.1** The annual fees for all membership categories shall be set by resolution of the Board of Directors.
- 13.2** The initial registration fee to be a member shall be set by resolution of the Board of Directors and shall be payable at the time the application for membership has been approved.
- 13.3** Any registrant who is in default of payment of fees, assessments or other amounts shall have a late fee assessed at the date of the notice.
- 13.4** The annual fees for professional, candidates, associate, general and student members, suspended professionals and candidates shall be set by resolution of the Board and shall become due to the Corporation on or before June 30th annually.
- 13.5** The re-instatement and registration fees for suspended members shall be set by resolution of the Board of Directors and shall become due to the Corporation on the date of notice.

14. INDEMNITIES TO DIRECTORS AND OTHERS

14.1 Indemnification

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, which such Director, Officer or other person makes, does or permits to be done in or about the execution of the duties of the office held by such Director, Officer or other person or in respect of such liability; and
- b. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such Director, Officer or other person.

14.2 Insurance

The Board of Directors may cause the Corporation to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Corporation or any other entity, their heirs and personal representatives, against any liability incurred by them as such Director, Officer, employee or agent.

15. DISSOLUTION

- 15.1** The Board of Directors shall be governed by the Articles of Incorporation in the event of the dissolution or winding down of the Corporation.

16. BYLAWS

16.1 A copy of the Corporation's Bylaws will be accessible to all members on the Corporation's website.

17. AMENDMENT

17.1 The Board of Directors may, by resolution, make, amend or repeal any of the Corporation's Bylaws that regulate the activities and affairs of the Corporation.

17.2 The Board of Directors shall submit a Bylaw, or an amendment or repeal of a Bylaw to the members at the next meeting of members, and the members may confirm, reject or amend the Bylaw, amendment or repeal.