

# **CANADIAN CHAPTER OF THE SOCIETY OF QUALITY ASSURANCE**

## **ARTICLE I - NAME**

The name of this organization shall be the Canadian Chapter of the Society of Quality Assurance (CCSQA) and hereinafter shall be designated as the Chapter. In French, Canada's second official language, the Chapter will be known as Filiale Canadienne de la "Society of Quality Assurance" (FCSQA).

## **ARTICLE II – OBJECTIVES**

The objectives of the Chapter shall be to:

1. Facilitate interactions among professionals in government, industry, and academia to advance current quality assurance standards;
2. Provide a Canadian forum for communication with other Society of Quality Assurance (SQA) Chapters and related professional societies; and
3. Develop and provide educational programs for the benefit of quality assurance professionals in Canada who participate in GLP/GCP/GMP regulated activities.

## **ARTICLE III – MEMBERSHIP**

**Section 1** Members of the Society of Quality Assurance shall become Members of the Chapter upon payment of the Chapter dues.

**Section 2** Any person having a professional interest in quality assurance may become a member of the Chapter on payment of the required dues.

**Section 3** Membership may be extended to full-time students attending area colleges or universities and having an interest in quality assurance.

## **ARTICLE IV – OFFICERS AND DIRECTORS**

**Section 1** The Chapter officers shall be: Immediate-Past President, President, Vice-President, Secretary and Treasurer. They shall be actively involved in GLP, GCP and/or GMP Quality Assurance profession and be affiliate or active members in good standing of the Society of Quality Assurance. The Vice-President shall be elected annually and the Secretary and Treasurer biennially by the Chapter members. They shall serve until their successors are installed. The office of Immediate-Past President shall not be filled during the

first year of Chapter activity. The Vice-President shall automatically accede to the Office of President.

**Section 2** There shall be four Directors elected from the Chapter membership. During the first year of Chapter activity, two Directors shall be elected to serve a term of only one year, or until the next election.

**Section 3** Officers and Directors shall assume their responsibilities on January 1 of a given year. Officers and Directors during the first year of Chapter activity shall assume responsibility upon ratification of the Chapter by the Society of Quality Assurance Board of Directors.

#### **ARTICLE V- ELECTION OF OFFICERS AND DIRECTORS**

**Section 1** Officers and Directors assuming office at the inception of the Chapter shall assume responsibility until the next election. For the first election, the Nominating Committee shall nominate candidates for the positions of Vice-President, Secretary and for two Directors. The Nominating Committee shall ensure that the nominees can assume their responsibilities as specified in Articles IV and V.

**Section 2** The Office of the President shall be for a term of one year, following which the President shall serve one year as Immediate Past-President.

**Section 3** The Office of Vice-President shall be for a term of one year, after which the Vice-President shall automatically accede to the Office of the President.

**Section 4** The Secretary and the Treasurer shall each be chosen by vote of the membership for terms of two years; except for the first year when the Secretary shall serve a term of only one year. The purpose of this is to stagger terms so that subsequent elections do not replace a Secretary and Treasurer in the same year

**Section 5** There shall be four Directors; all shall serve for terms of two years, except for the first year wherein two Directors shall be elected to serve one year only. The purpose of this is to stagger terms so that subsequent elections do not replace all Directors in the same year.

**Section 6** A Nominating Committee shall be formed by the Immediate Past President (IPP) before December 1 of each year. The IPP will serve as Chair of the Committee. This Committee shall nominate persons for each elective office to be filled. The Secretary shall be notified of the nominated persons prior to the election in order to prepare and distribute ballots to the Chapter membership.

**Section 7** Elections shall be held annually with voting accomplished by the use of ballots. In the event of a tie, the President shall call a meeting of the Chapter Board and the tie shall be resolved by a majority vote of the Board.

**Section 8** In the event of a vacancy in an elective office other than that of the President, the Chapter Board may make an appointment or may provide for a special election to fill the vacancy. In such cases, the individual shall hold the office until the unexpired term of the office is completed.

In the event of a vacancy in the Office of the President, the Vice-President shall accede to that office. A special election may be held to fill the office of Vice-President should this office become vacant. The Vice-President shall complete the term of the President that vacated office, and then may fulfill the term to which he/she was duly elected, depending on whether or not a special election was held to fill the vacancy of the Vice-President that acceded to the Presidency.

## **ARTICLE VI – ADMINISTRATION**

**Section 1** The Board of Directors, except as otherwise expressly provided herein, shall govern the Chapter.

**Section 2** The Board of Directors shall consist of the Officers and the Directors. The President of the Chapter shall serve as chairperson of the Board. Five of nine members of the Board shall constitute a quorum for the transaction of business.

**Section 3** The President shall preside at all meetings of the Chapter and of the Board and shall perform other duties as may be directed by the Board. In the President's absence, the succeeding order of officers shall preside; Vice-President, Past President, Secretary, Treasurer. The President shall keep in contact with developments in the field of research quality assurance and guide the Chapter in the formulation of constructive activities.

**Section 4** The Chapter shall comply with provisions for continued authorization by the Society of Quality Assurance.

**Section 5** The Treasurer shall be the custodian of all monies and dues of the Chapter and shall pay all authorized bills to the Chapter. The disbursement of all funds shall be made upon authorization by the Board of Directors. The Treasurer shall submit the accounts for audit by members designated by the Board of Directors upon request, and shall transmit to the successor in office all funds and property of the Chapter in his/her possession. An annual report shall be submitted to the Chapter in such form as may be determined by the Board of Directors. No funds shall be expended by or in the name of the Chapter to the extent that the expenditure, if made by the Society of Quality Assurance, would represent use of funds for a purpose or for purpose not within the Parent Society's exempt purposes under section 501(c)(6) of the United States Internal Revenue Code.

**Section 6** The Secretary shall keep an accurate record of all transactions of all meetings of the Chapter and of the Board of Directors; shall carry on the correspondence of the Chapter, and shall keep an accurate list of the members and their status, to be updated at a minimum of annually. The Secretary shall assist the program committee in correspondence and provide organizational support.

**Section 7** Any Chapter funds or other property remaining at the time of termination or abandonment or dissolution of the Chapter shall be turned over to the Society of Quality Assurance and shall become part of the Society's general funds; no part of such funds or property shall inure to the benefit of any member or officer of, or person(s) associated with, the Chapter.

### **ARTICLE VII - MEETINGS**

**Section 1** Meetings shall be held at least annually and as dictated by the educational programs of the Chapter. The time and place of each meeting shall be established and communicated to the membership at least four weeks before each meeting.

**Section 2** Special meetings may be called by the President at any time, with the approval of the Board of Directors or the presentation of a petition to the President, signed by 20% of the members of the Chapter in good standing.

**Section 3** A quorum shall consist of 20% of the Chapter members in good standing.

**Section 4** Board meetings shall be held at the discretion of the President any time during the year, providing notice of at least seven days is given to the Board members.

### **ARTICLE VIII - DUES**

**Section 1** The dues shall be established by a majority of the Chapter Board of Directors.

**Section 2** Dues collected shall be used only for Chapter purposes.

### **ARTICLE IX – COMMITTEES**

**Section 1** The Vice-President shall be designated as the chairperson of the Program Committee. The Committee members are selected from volunteers. The Program Committee shall develop educational programs and shall complete arrangements for speakers and for meeting places/forums (e.g. video conferences, internet forums, etc.). The Program Committee shall provide the Secretary with program information for notification of membership of the program.

**Section 2** The President, with Board approval, shall appoint all other Committees as necessary and shall automatically become an *ex-officio* member of such Committees. Members of each Committee shall serve at the pleasure of the incoming President.

**Section 3** A Nominating Committee shall be appointed by the Immediate Past President before December 1 of each year. Prior to the election, the Nominating Committee shall provide the names and biographies of the nominees to the Chapter Secretary, so that the Secretary can prepare the ballots for mailing to the members in good standing.

## ARTICLE X – AMENDMENTS

**Section 1** Amendments to these By-laws may be presented by any Chapter member in good standing at any regular meeting of the Chapter or at any special meeting called for that specific purpose. Amendments shall be presented in writing and shall be offered to the membership present at that meeting on motion for consideration and circulation to the membership. A simple majority of those present shall be necessary to pass the motion.

**Section 2** Proposed amendments to these By-laws shall be approved by the Board of Directors of the Society of Quality Assurance, before they are submitted to the membership for vote. This is done to ensure that future changes in these By-laws shall have the same force as the original, which was so approved.

Amendments accepted for future consideration and circulation shall be printed and circulated with a ballot to all members in good standing. A two-thirds affirmative vote of the ballots returned within 30 days shall be necessary for adoption of any amendment.