

# D.R.I.E. Central By-Laws

## Forward

To incorporate, define and describe the purpose, objective and requirements of the Disaster Recovery Information Exchange Central, we do hereby establish and ordain these by-laws.

## 1. Name of Organization

### 1.1. Name

- a. The name of this incorporated, non-profit organization shall be the Disaster Recovery Information Exchange Central Inc. (hereinafter referred to as "DRIE Central") with its head office located in Winnipeg, Manitoba, Canada.

## 2. Purpose and Objectives

### 2.1. Purpose

- a. The purpose of DRIE Central is to provide a medium, at the local level, where members can exchange ideas, experiences, information and keep abreast of developments relating to business disaster preparedness, response, recovery and mitigation (hereinafter referred to as "contingency planning").
- b. DRIE Central will endeavor to provide a service to professionals located in central Canada and north central United States; an area not represented by adjacent Disaster Recovery Information Exchanges to the west east or south.
- c. The name, funds or influence of DRIE Central may be used only in support of the purpose mentioned above.

### 2.2. Objectives

- a. The objectives of DRIE Central shall be;
  - To promote the concept of contingency planning to business.
  - To promote a high level of informed practice amongst contingency planners in the DRIE Central region.
  - To encourage membership in and support of the activities undertaken by DRIE Central.
  - To encourage cooperation, raise understanding and establish interest among business, government organizations and individuals, of the importance of contingency planning through meetings, seminars and any other means deemed as appropriate.To provide a resource for contingency planning related information for and through its membership.

## 3. Membership

### 3.1. Membership

- a. Membership is open to those who are interested in furthering DRIE Central's objectives and who pay annual membership dues.
- b. Membership in the organization shall be divided into two classes; "Professional" and "Student":
  - Professional membership provides full rights and privileges within DRIE Central.
  - Student membership provides all rights and privileges except the right to vote, nor the ability to hold office in DRIE Central.
- c. All applicants for membership shall complete and sign the form of application approved by the Executive Committee and submit the application with requisite dues to the Executive Committee through the Secretary.
- d. Membership dues and fees shall be in compliance with those dues and fees established by DRIE Central's Executive Committee. Any change in assessment for dues shall be recommended to the Executive Committee in writing or at a member's meeting.
- e. Membership fees are non-refundable nor are they pro-rated in instances of late payment, mid-term entry or as a result of resignation or expulsion prior to the expiry of the individual's membership.

### 3.2. Termination of Membership

- a. A member may resign from DRIE Central by writing to the Executive Committee through the Secretary, stating their wishes. The resignation shall be effective upon delivery of the resignation or a copy thereof, to the Executive Committee.
- b. A member in arrears for fees of six months or more will be identified as having resigned their membership and all privileges and powers within DRIE Central until reinstated. Such resignation does not relieve the resigning member of the obligation to pay any dues, or charges, accrued or unpaid.
- c. Any member, upon two-thirds vote of all members of the society in good standing may be expelled from membership for any cause which the society may deem reasonable.

### 3.3. Rights and Privileges

- a. Professional members shall;
  - Have the right to vote and elect representatives to the Executive Committee.
  - Hold any appointed and elective office.
  - Propose the creation of by-laws
  - Vote to confirm or reject by-laws made by the Executive Committee
  - Serve on committees.
  - Participate in activities.
  - Receive periodic information from DRIE Central.
- b. Membership is based upon individual application and payment of dues.

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- c. The membership belongs to the individual and is transferable with the individual or to another individual by means of notification, in writing, to the Executive Committee through the Secretary.

### 4. Meeting Of the Members

#### 4.1. *Notice of Meetings*

- a. Meetings of DRIE Central may be called at any time by the Secretary upon instructions of the President or Executive Committee.
- b. Notice of any meeting of DRIE Central shall be provided in writing to the last known address of each member, no less than twenty-one (21) days prior to the scheduled date.
- c. Notice may be included as part of a newsletter, or other DRIE Central publication.
- d. Notice may be forwarded by e-mail, fax or conventional mail.

#### 4.2. *Annual Meeting*

- a. DRIE Central shall be required to hold a minimum of one (1) Annual General Meeting held at a place and date that is determined by the Executive Committee. The meeting shall address the election of a President, vice-president, Secretary, Treasurer and all Directors of the Standing Committees, presentation of auditors report and any other business presented to the Executive Committee by members through the Secretary.
- b. At the close of the Annual General Meeting, the elected officers and directors shall assume the roles of their successors and the outgoing President shall become the Past-President.

#### 4.3. *Special Meetings*

- a. Special meetings of DRIE Central may be called by the Executive Committee at any time.
- b. The business to be transacted at special meetings shall be stated in the notice, and no other business may be considered at that time.

#### 4.4. *Voting*

- a. At all business meetings of DRIE Central, each qualified member in attendance shall have one (1) vote. A vote by proxy will not be allowed.
- b. Voting may be undertaken by a show of hands or ballot with the method determined by the nominating committee, in consultation with the members.
- c. In the event of a tie, a second ballot shall be undertaken. If a tie occurs a second time, the President shall break the tie by deciding the winning candidate.

#### 4.5. *Quorum*

- a. At any meeting of DRIE Central members, a quorum shall consist of no less than twenty percent (20%) of all members in good standing and qualified to vote.

### 5. Executive Committee

#### 5.1. *Meetings of the Executive Committee*

- a. Meetings of the Executive Committee may be held upon the request of the President or vice-president and must occur at least two (2) times per year.
- b. A majority of the Executive Committee members shall constitute a quorum.
- c. The order of business for meetings shall be determined by the President or Vice-President.

#### 5.2. *Duties of the Executive Committee*

- a. The Executive Committee, elected by majority, shall be the governing body of DRIE Central and shall;
  - Have full control and management of the affairs of DRIE Central.
  - Select all standing and special committees, designate duties and may authorize financial compensation for justifiable expenses.
  - Determine its own rules of procedure., but its acts shall be reported to the membership.
  - Have full responsibility for maintaining the fiscal integrity of DRIE Central by keeping it financially solvent.
  - As an incorporated, non-profit organization, not be held or allow any members to be held personally liable for the financial solvency or insolvency of DRIE Central.
  - Not be held or allow any members to be held financially responsible, provided the member can demonstrate they exercised due care.

#### 5.3. *Members of the Executive Committee*

- a. The Executive Committee of DRIE Central shall consist of the President, Vice-president, Secretary, Treasurer, Past-President and the Directors of all Standing Committees.
- b. At no time shall there be fewer than five (5) officers and directors in the Executive Committee and no greater than twelve (12).
- c. The applicants for incorporation shall become the First Directors of DRIE Central
- d. Successors to the First Directors shall be elected at the first Annual General Meeting of members after incorporation. At that time the First Directors terms will automatically end

#### 5.4. *Election and Term of Office*

- a. The Executive Committee officials shall be elected by the attending members of the Annual General Meeting and shall serve a one-year term.
- b. The President and Vice-President may serve no more than two successive terms.
- c. The Executive Committee officials may appoint a member in good standing to an open or vacant Executive Committee position. The appointment shall be on an interim basis until the next Annual General Meeting (AGM), at which time the appointment can be voted on by the membership.

#### 5.5. *Removal of an Executive Committee Member*

- a. In the event that a member of the Executive

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Committee experiences an absence extending over sixty (60) days, the Executive Committee shall appoint another member for the duration of their term of office.

- b. A request to remove an elected member of the Executive Committee must be forwarded, in writing to the Executive Committee, through the Secretary, or President, if the issue involves the Secretary. The Executive Committee must then schedule a special meeting for the purpose of voting on removal.

## 6. Officers

### 6.1 .Officers

- a. The officers of DRIE Central shall be;
  - President
  - Vice-President
  - Secretary
  - Treasurer
  - Past-President
- b. All officers are also Directors in the Executive Committee

### 6.2. President

- a. The President shall;
  - Be the Chief Executive Officer and have general supervision over all affairs of DRIE Central.
  - Be an ex-office member of all committees except the Nominating Committee.
  - Preside at all meetings of the Executive Committee, the officers and members.
  - Select the Directors of special committees.
  - Sign all agreements and formal instruments.
  - Have a vote in the Executive Committee and, in case of a tie, a second vote to create a majority
  - be the formal contact with DRIE Canada
- b. In the absence of the President, the vice-president shall preside over any meetings.

### 6.3. Vice-President

- a. The Vice-President shall;
  - Serve as coordinator of the Annual General Meeting of DRIE Central.
  - Arrange meetings and seminars with the assistance of the Special Programs Committee.
  - Assume such duties as may be delegated by the President.
  - Have a vote in the Executive Committee.
- b. In the absence of the President and the Vice President, the Secretary shall preside over any meetings.

### 6.4. Secretary

- a. The Secretary shall;

- Represent DRIE Central and perform such official duties for it as may be requested by the President or Executive Council.
  - Keep the minutes of all meetings.
  - Notify members of all meetings.
  - Maintain a file of correspondence.
  - Maintain a record of the names and addresses of the members of DRIE Central.
  - Submit a report of the Secretary's office at the Annual General Meeting.
  - Complete and file an Annual Return of Information with the Manitoba Companies Office.
  - Shall collect and receive the annual dues or assessments levied by the society, such monies to be promptly turned over to the Treasurer for deposit.
  - Have a vote in the Executive Committee.
- b. In the absence of the President, Vice-President and Secretary, the Treasurer shall preside over any meetings

### 6.5. Treasurer

- a. The Treasurer shall;
  - Be responsible for collecting and receiving monies and securities.
  - Keep the books of DRIE Central.
  - Deposit and disburse funds at the direction of the Executive Committee.
  - Provide an annual audited financial statement to the Executive Committee.
  - Provide periodic summary statements at the request of the President.
  - Have a vote in the Executive Committee.

### 6.6. Past-President

- b. The position of Past-President shall;
  - Be filled by the retiring President for a period of one year.
  - Have a vote in the Executive Committee.
  - Serve as the Director of the Nominating Committee.

## 7. Committees

### 7.1. Standing Committees

- a. The standing committees of DRIE Central shall be;
  - Executive Committee
  - Nominating Committee
  - Membership Committee
  - Special Programs Committee
  - Education and Research Committee
- b. The Directors of standing committees shall be elected at large and appointed to by the President, except for the Director of the Nominating Committee, who shall be the immediate Past-President.
- c. Members of each committee shall be appointed by the presiding Director of the committee in question.
- d. Additional standing committees may be appointed by the Executive Committee as needed.

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- e. All members of a standing committee; ex-officio, appointed or elected, shall have a vote within the committee.

### 7.2. *Nominating Committee*

- a. The Nominating Committee shall;
  - Be comprised of the immediate Past-President and no fewer than two (2) professional members, appointed by Executive Committee.
  - Have no more than one (1) member from any company, business or institution at any time.
  - Not have any member who is a candidate for office or a member of the Executive Committee, except for the Past-President.

### 7.3. *Membership Committee*

- a. The membership committee shall;
  - Actively seek to contact and encourage participation by prospective interested members.
  - Assure the maintenance of an accurate list of potential members to be used for announcements and publications.
  - Prepare and implement an annual membership campaign, as approved by the Executive Committee.
  - Prepare an annual report to be presented at the Annual General Meeting.
  - Have a Director that has a vote in the Executive Committee.

### 7.4. *Special Programs Committee*

- a. The Special Programs Committee shall;
  - Recommend meeting sites and assist the Vice-President in making all necessary arrangements, as requested by the Executive Committee.
  - Prepare an annual program plan and obtain speakers as required. Speakers shall be selected based on their potential interest to members of DRIE Central.
  - Prepare an annual report to be presented at the Annual General Meeting.
  - Have a Director that has a vote in the Executive Committee.

### 7.5. *Education and Research Committee*

- a. The Education and Research Committee shall;
  - Provide assistance and act as liaison to any existing academic programs and help in developing new ones.
  - Be responsible for the development of a database of member interests, problems and concerns as they reflect the activities and interests of DRIE Central.
  - Prepare an annual report, to be presented at the Annual General Meeting.
  - Have a Director that has a vote in the Executive Committee.
  - Manage the production of a DRIE Central newsletter

### 7.6. *Additional Standing Committees*

- a. Assignment of additional standing committees shall be at the discretion of the Executive Committee.
- b. The terms and duties of the additional standing committees shall be described and defined by the Executive Committee.

### 7.7. *Special Committees*

- a. Special committees may be appointed as required by the Executive Committee.
- b. The Director of a Special Committee shall be appointed by the Executive Committee.
- c. Members of each special committee shall be appointed by the presiding Director of the special committee in question.
- c. All members of a Special Committee; ex-officio, appointed or elected, shall have a vote within the committee.

## 8. Nomination and Election of DRIE Central Officers

### 8.1. *Nomination*

- a. A call for members to forward nominees for elected positions within DRIE Central shall be issued to members not less than sixty (60) days prior to the Annual General Meeting.
- b. The Nominating Committee shall prepare a list of nominees not less than thirty (30) days prior to the Annual General Meeting.
- c. The Nominating Committee shall prepare a ballot which includes all nominees.
- d. Each qualified voting member in good standing and in attendance at the Annual General Meeting shall be provided with a ballot.

### 8.2. *Election*

- a. All ballots issued shall be counted and certified by the Nominating Committee.
- b. The results shall be reported to the members by the Past-President.

## 9. Ratification and Amendment of by-laws

### 9.1. *Ratification*

- a. These by-laws shall become effective immediately following an affirmative vote by no less than two-thirds of those attending the final presentation of the draft by-laws.

### 9.2. *Amendment*

- a. Amendments must be proposed to and approved by the Executive Committee before submission of the amendment to all members qualified to vote. These by-laws may be amended by a ballot provided to all members qualified to vote and two-thirds of the responding vote must be affirmative. A vote by

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twenty-five percent (25%) of the qualified members is required.

### 9.3. *Numbering of Sections*

- a. The Executive Committee is authorized to number the sections of these by-laws to correspond with any changes that may be approved.

## 10. Dissolution of DRIE Central

### 10.1. *Dissolution*

- a. A professional member may request to dissolve DRIE Central by forwarding, in writing, to the Executive Committee, through the Secretary.
- b. The Executive Committee must schedule a special meeting for the purpose of voting on dissolution within sixty (60) days of receipt of a request to dissolve DRIE Central.
- c. Members must vote to dissolve DRIE Central at a special meeting called by the Executive Committee, solely for the purpose of discussing and voting on the aforementioned.
- d. Notification to members of such meeting shall be given no less than twenty-one (21) days prior to the date of the meeting.
- e. No less than two-thirds of the vote must be affirmative. A vote by twenty-five percent (50%) of the qualified members is required.
- f. In the event of dissolution of DRIE Central, all assets real and personal shall be applied against any debts. Any remaining assets shall be distributed equally to all members in good standing at the time of dissolution or they may be forwarded to an association of similar interests or activities. The Executive Committee shall determine the best alternative at the time of dissolution.

## 11. Audits and Finance

### 11.1. *Auditing*

- a. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of DRIE Central elected for the purpose at the Annual General Meeting.
- b. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting.
- c. The books and records of DRIE Central may be inspected by any member at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officers having charge of same.
- d. Each member of the Executive Committee shall at all times have access to such books and records.

### 11.2. *Fiscal Year*

- a. The fiscal year end of the association shall be August 31.

### 11.3. *Borrowing Powers*

- a. For the purpose of carrying out its objectives, DRIE Central may borrow or raise or secure the payment of money in such manner as it thinks fit.
- b. The President and vice-president may borrow funds on the credit of DRIE Central.
- c. Prior to borrowing funds, agreement to incur a debt and the total amount to be borrowed must be acquired through the Executive Committee

### 11.4 *Banking*

- a. The President, Vice-President and the Treasurer are authorized to sign one of the two (2) signatures required on behalf of DRIE Central, any and all documents as they relate to the management of the finances of DRIE Central. Limits to signing authority are at the discretion of the Executive Committee.

## 12 Code of Ethics

### 12.1 *Discrimination*

- a. DRIE Central members shall not discriminate because of race, sex, creed, age, disability or national origin as it relates to their DRIE Central relationships.

### 12.2. *Confidentiality*

- a. All information shared about people and organizations should be treated as confidential and will not be identifiably communicated with non-members unless prior written consent is given.
- b. The mailing list is considered confidential and will not be distributed to anyone outside the DRIE Membership. The Executive will use the mailing list for the purpose of issuing mailings.

### 12.3. *Conflict of Interest*

- a. Activities that may generate the perception of conflict of interest between members, their employers and any other groups shall be avoided.

### 12.4. *Commercialism*

- a. Product and service information will not be displayed or distributed without prior approval from the Executive Committee. If distributed as part of a seminar, the product or service provider will cover the costs associated with their presentation or display.

### 12.5. *Recording DRIE Central Events*

- a. Any audio or video recording of seminars will not be permitted without the prior written consent of the Executive Committee and guest speakers.

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### 12.6. *Resolution of Ethical Conflicts*

- a. In the event of *an* ethical conflict between two or more members, the President shall serve as primary mediator.
- b. If the President is unable to resolve the issue at hand to the satisfaction of all concerned, or if the issue directly involves the President, it shall be brought before the Executive Committee. The judgment rendered by the Executive Committee shall override all previous decisions and shall be accepted by all as final.

Signed at Winnipeg, Manitoba on the DAY of MONTH, 1997 by DRIE Central's First Directors as evidence that this document correctly sets out the provisions of the by-law signed MONTH, '0', 1997.

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