

**Canadian Information Processing Society
of Nova Scotia
L'Association Canadienne de l'Informatique
de la Nouvelle Ecosse**

GENERAL BYLAWS

Pursuant to the Laws of the Province of Nova Scotia in the Dominion of Canada, we do hereby set forth, enact and adopt the following Bylaws as the Bylaws of the Association:

1 General

1.1 Definitions

Within these Bylaws, the following words shall have the following meanings respectively:

1.1.1 Association

“Association” means the Canadian Information Processing Society of Nova Scotia/L’Association Canadienne de l’Informatique de la Nouvelle Ecosse established under this By-Law, a corporation without share capital incorporated pursuant to the provisions of the Canada Corporations Act.

1.1.2 National Society

“National Society” means the Canadian Information Processing Society, the federally incorporated national professional organization with which the Association holds common objects and standards.

1.1.3 Bylaws

“Bylaws” means the Bylaws of the Association as contained in this document and any subsequent amendments to it.

1.1.4 Board

“Board” means the Board of Directors of the Association established under these Bylaws.

1.1.5 Practice in the Field of Information Technology

“Practice in the Field of Information Technology” means the investigation, analysis, design, development or management of information systems based on computer or related technologies through the objective application of specialized knowledge and professional judgement.

1.1.6 Public

“Public” means any individual or body corporate, not a member of the Association, who has an interest in the Practice in the Field of Information Technology in the Province of Nova Scotia.

1.1.7 I.S.P./EATI/IPA Designation

“I.S.P. Designation” means the Information Systems Professional of Canada designation, also known as the “I.S.P.”, as established and managed nationally and internationally by the National Society. The EATI Designation means the Expert agréé en technologies de l’information du Canada designation, also known as the EATI , as established and administered nationally and internationally by the National Society. The terms I.S.P. and EATI are interchangeable. The EATI designation was formerly known as the IPA Designation. IPA Designation means the Informaticien Professionnel Agréé du Canada designation, also known as the IPA , as established and administered nationally and internationally by the National Society.

1.1.8 Officer

“Officer” means an Officer of the Association; including the President, Vice President, Past President, Secretary and Treasurer, or such other officers as the Board may approve from time to time.

1.1.9 Certified Member

“Certified Member” means a member of the Association in the Regular or Fellow membership class with the Certified Privilege. As defined in sections 2.4 and 2.5.2

1.2 Name

The Association shall be known as the Canadian Information Processing Society of Nova Scotia / L’association Canadienne de l’informatique de la Nouvelle Ecosse.

1.3 Objects

The objects of the Association shall be:

1.3.1 Promotion of Professionalism in Information Technology

To enhance the professional standing of its members by actively promoting CIPS Designations such as the I.S.P. Designation through a program of education and support within the Province and by emphasizing the benefits of the designation to members and employers alike. These programs will be provided in cooperation with the National Society and its local sections.

1.3.2 Administration of the Professional Designations

To provide a Provincial body to administer the certification, standards, educational requirements and discipline of the CIPS Designations (e.g. I.S.P. Designation), within Nova Scotia.

1.3.3 Protection of the Public

To promote ethical practices in the Practice in the Field of Information Technology in order to protect and serve the public interest.

1.4 Code of Ethics and Standards

The Association shall endeavour to maintain the following in common with the National Society unless unique Nova Scotia conditions or requirements exist which exceed the standards of the National Society:

1.4.1 Code of Ethics

The Association shall adopt, maintain and support a code of professional ethics and conduct which shall be binding on all members of the Association.

1.4.2 Common Body of Knowledge

The Association shall adopt, maintain and promote a common body of knowledge with respect to information systems and to Practice in the Field of Information Technology..

1.4.3 Certification / Re-Certification Standards

The Association shall adopt, maintain and administer standards for the certification and re-certification of its members under the CIPS designations (such as the I.S.P.)

1.5 *Changes to the Code of Ethics and Standards*

Changes to the Code of Ethics, the Common Body of Knowledge and Certification/ Re-Certification Standards must be approved by a majority of the Board of Directors and ratified at the next ensuing annual meeting of the members of the Association.

2 Membership

2.1 Eligibility

Anyone engaged in Practice in the Field of Information Technology in the Province of Nova Scotia or interested in the objects of the Association, and who meets the standards described in section 1.4.1 may become a member of the Association subject to its Bylaws, the Code of Ethics and such other requirements as may be established.

2.2 Members in Good Standing

Those members who:

- a) have signed and agree to be bound by the Code of Ethics,
 - b) have maintained their membership by payment of Association dues,
 - c) have complied with the Bylaws of the Association,
 - d) are not under suspension or have not had their registration cancelled by an order of the Discipline Committee,
- shall be considered as members in good standing.

2.3 Charter Members

Those members of the National Society in good standing who were registered as Certified Members of the National Society, resident in Nova Scotia at the date of incorporation of the Association shall be considered as Charter Certified Members of the Association.

2.4 Types of Membership

The Association shall recognize four (4) Classes of membership.

2.4.1 Fellow Members

The Fellow Membership is awarded to professionals in the Information Technology (IT) sector who have made an outstanding contribution to the advancement of the profession or industry in Canada or elsewhere.

The Fellow is the highest class of membership offered by CIPS and can only be obtained with approval from the CIPS Canadian Council of IT Professionals (CCITP). Only Fellow Members can nominate an individual for a Fellow Membership.

If a Nominee is not already a Regular or Certified member of CIPS they must agree to join CIPS as a Regular member.

Fellow Members use the designation, FCIPS, after their name.

Fellow Members may also have the following Privileges (as described in section 2.5.2) :

- a) Honorary
- b) Retired
- c) Certified.

2.4.2 Regular Members

Regular Membership shall be open to those actively interested in the administration, practice, teaching or study of computing and information processing.

Regular Members may also have the following Privileges (as described in section 2.5.2) :

- a) Honorary
- b) Retired
- c) Certified
- d) Candidate

2.4.3 Student Members

Student Membership shall be open to any student registered full-time in a recognized educational institution. No Student Member shall have the right to vote or hold elective office.

2.4.4 Associate Members

Associate Members are members in good standing of an Affiliated Society with which CIPS has a Formal Agreement. No Associate Member shall have the right to vote, hold elective office or to receive the benefits of Regular Members..

2.5 *Rights and Privileges of Membership*

2.5.1 Rights of Membership

Unless otherwise stated elsewhere in these Bylaws, all members who maintain their status as members in good standing shall have the right to:

- a) attend meetings of the Association,
- b) make representations at a meeting of the membership,
- c) subject to the provisions of Section 3.1, petition the Board for a special meeting of the membership,

- d) inspect the membership list and records of the Association as provided for in Section 4.2 and Section 4.3,
- e) make representation to the Board on issues regarding professionalism and Practice in the Field of Information Technology,
- f) serve on non-certification related committees appointed by the Board.

In addition, unless otherwise stated elsewhere in these Bylaws, members of the Regular, and Fellow membership classes of the Association shall have the right to:

- g) vote on non-certification related matters to be decided by the membership,
- h) be counted in establishing Quorum at an Annual General Meeting or Special General Meeting (for non-certification related matters),
- i) chair a Board-appointed non-certification related committee,
- j) serve on the Canadian Council of IT Professionals (CCITP),
- k) subject to the provisions of Section 5.1, be elected or appointed as a member of the Board (excluding the positions of President, Vice President, and Past President),

In addition, unless otherwise stated elsewhere in these Bylaws, Certified members (as defined in Section 1.1.9) of the Association shall have the exclusive right to:

- l) subject to the provisions of Section 2.6.4, use the CIPS Designation appropriate for their Certification within the Province of Nova Scotia,
- m) vote on all certification-related matters to be decided by the membership,
- n) subject to the provisions of Sections 5.1 and 5.2, be elected or appointed as a member of the Board and executive, (including the positions of President, Vice President, and Past President),
- o) serve on certification-related committees appointed by the Board,
- p) chair a Board-appointed certification-related committee

2.5.2 Privileges of Membership

The association may grant the following 4 privileges to a member where allowed by the Membership Class

a) Honorary

This privilege shall be open to any Fellow or Regular Member who has made an outstanding contribution to information processing in Canada.

b) Retired

This privilege shall be open only to Fellow and Regular Members who have retired and have been Members of the Society for at least ten years. Retired Members may retain this privilege only so long as they are not remunerated for any information-processing-related work.

Retired Members, if Certified, need not meet the requirements for Re-certification. However, Certified Members who come out of retirement automatically lose their Certified privilege; to be Certified they must re-apply for Certification under the requirements in effect at the time of re-application.

c) Certified

This privilege shall be open to each Member who meets the requirements for Certification. Certification and Re-certification requirements are established from time to time by the CCITP in consultation with the Provincial Societies.

d) Candidate

This privilege shall be open to Members in good standing who are pursuing Certification but have not yet completed the experience requirements. To be eligible, Members need to have met the certification education eligibility criteria. Candidate Members must show confirmation of intent to pursue Certification on an annual basis.

2.6 Administration of Membership

2.6.1 Application for Membership

Any person eligible to be a member of the Association may make application to become a member at any time. All applications must be submitted in writing to the Membership Committee and must be supported by at least two (2) members of the Association in good standing unless the applicant is eligible as a Charter Member of the Association and application is made at the time of incorporation of the Association.

2.6.2 Address of Record

For the purposes of these Bylaws and any Association related communications, the address of record of any member shall be the member's address as last notified, by the member, in writing to the Association. It shall be the responsibility of the member to notify the Association of any change of address or other related information on a timely basis. Any notice mailed to the member at the address of record will be deemed received by the member four (4) business days after the date and time it was posted.

2.6.3 Dues

The Board shall be responsible for determining the amount of any dues, fees or charges required to be paid by the members and for setting the timing, period and duration for which they apply. The Board shall cause all members to be notified, at their address of record, of any such amounts at least two (2) full calendar months in advance of the due dates. Any such amount not paid in full on the due date shall be considered delinquent.

The Board shall notify the member of the delinquent amount and any additional penalties or fees. If payment in full is not received within two (2) months of such delinquency notice, the member may be subject to suspension and cancellation of membership as provided for in these Bylaws.

2.6.4 Transfer

The Association may establish reciprocal agreements with such other organizations that administer the CIPS Designations (such as the I.S.P. Designation) outside the Province of Nova Scotia whereby Certified Members may transfer memberships between jurisdictions on a temporary or permanent basis.

Such transfer shall not relieve the member from payment of dues or other monies owed to the Association at the time of the transfer, or give any right to refund or rebate of dues or other monies paid to the Association or to any portion or share of the assets of the Association.

2.6.5 Resignation

A member may resign from the Association at any time providing such resignation is made in writing.

Such resignation shall not relieve the member from payment of dues or other monies owed to the Association at the time of the resignation, or give any right to refund or rebate of dues or other monies paid to the Association or to any portion or share of the assets of the Association.

2.6.6 Suspension and Cancellation

The rights and privileges of membership of any member may be suspended or cancelled at any time subject to an order of the Discipline Committee and such appeals as are provided for under section 5.8.1 of this Bylaws.

Such order of suspension or cancellation of membership shall not relieve the individual from payment of dues or other monies owed to the Association at the time of the order, or give any right to refund or rebate of dues or other monies paid to the Association or to any portion or share of the assets of the Association.

3 Meetings of Members

3.1 *Types of Meetings*

There shall be special and annual meetings of members.

The annual general meeting shall be held within three months after the end of each financial year of the Association. This meeting will receive reports from the Officers and Committees of the Association for the year immediately past, elect Directors and Officers as required, approve the audited financial statements, and consider such other business of concern to the membership as the Board determines.

A special meeting of members may be convened by the Board at any time during the year. Members may require the Board to hold a special meeting through a petition in writing signed by twenty-five (25) members in good standing presented to the President or the Secretary. The President must call a Board meeting within 30 days and convene the special meeting of members within 90 days of the presentation of the petition.

Without limiting the generality of the foregoing, resolutions and special resolutions which would normally be considered at a special meeting may be voted upon by members by mail or electronic transmission, and, provided notice, as described in Section 3.2, has been given, the date by which votes are to be received shall be deemed to be the date of the special meeting as if one had been held.

3.2 Notice

The time and place of every annual or special meeting shall be given to each member thirty (30) days before the date fixed for the holding of such meeting by ordinary mail to the address of record last filed with the Association.

3.3 Quorum

A quorum for the transaction of business at any annual or special meeting of members of the Association shall be fifteen (15) Regular or Certified Members in good standing including at least one half of the members of the Board. If a quorum is not present, the meeting shall be automatically adjourned and the board must convene another meeting within forty five (45) days.

3.4 Voting

All resolutions or motions at an annual or special meeting of members of the Association regarding dissolution, amendments to the Bylaws, or changes to the Code of Ethics shall be approved by a two-thirds majority of the votes cast by Regular or Fellow Members.

All resolutions or motions at an annual or special meeting of members of the Association regarding dissolution, amendments to the Common Body of Knowledge and Certification/Re-certification Standards shall be approved by a two-thirds majority of the votes cast by Certified Members.

All other resolutions or motions at an annual or special meeting of members of the Association shall be passed or rejected by a simple majority of the votes cast by Regular or Fellow Members.

At the discretion of the Board, votes may be cast in person at the meeting, or received by the Secretary by mail or electronic transmission twenty-four (24) hours in advance of the meeting unless otherwise required by the Bylaws of the Association.

4 Administration of the Organization

4.1 *Books and Records*

The Board shall ensure that all necessary books and records of the Association required by law or the Bylaws of the Association are regularly and properly maintained.

The Board shall determine to what extent and at what times and places and under what conditions the books and records of the Association shall be open for inspection by the public, as may be conferred by law or authorized by the Board.

4.2 *Inspection by Members*

The books and records of the Association may be inspected by any member of the Association at the annual meeting or at any time upon giving reasonable notice and arranging a suitable time with the Secretary and Treasurer. All members of the Board shall have access to the books and records of the Association at any reasonable time.

4.3 *Membership List*

A simple list of member names and membership class shall be maintained and made available for inspection by any member of the Association upon giving reasonable notice and arranging a suitable time with the Secretary.

Any member shall have the right to request that any and all information of a personal or confidential nature provided to the Association, other than their name, address and membership type, not be published in the membership list of the Association. Such additional information required for the administration of the Association shall be maintained and held in the strictest confidence.

4.4 Head Office

The head office of the Society shall be situated at a place in the Province of Nova Scotia as determined by the Board.

4.5 Financial Year

The financial year of the Association shall be the period from 1 April to 31 March.

4.6 Budgets

The Executive Committee shall prepare the operating budget to be reviewed and approved by the Board prior to the start of the fiscal year. The budget may be amended by the Executive Committee at any time during the fiscal year with the prior approval of the Board.

4.7 Use of Funds

The Executive Committee may use the funds of the Association in accordance with the approved budget, and in furtherance of the Objects of the Association.

4.8 Auditing

The books, accounts and records of the Association as maintained by the Secretary and Treasurer shall be audited at least once a year by an Audit Committee. The Audit Committee shall be appointed by the Board and shall consist of not less than three (3) Members in good standing. Members of the Executive Committee cannot be members of the Audit Committee.

4.9 Borrowing

The Board from time to time, may enter into contracts or obligations on behalf of the Association for the purpose of obtaining credit or borrowing funds. All such contracts and obligations shall be signed by two (2) members of the Board, authorized by the Board for that purpose, and are subject to the following conditions;

4.9.1 Short Term

For the purpose of carrying out regular Association business, the Board and Executive Committee are empowered to obtain services on account with suppliers for such amounts as may be reasonably incurred in providing services to the Association membership. Such

accounts are to be paid in full within thirty (30) days of the event or purchase with which they are associated.

4.9.2 Long Term

The Board and Executive Committee are not empowered to borrow funds, the payment obligations of which extend greater than one (1) year, on behalf of the Association except as specifically permitted by resolutions passed by the Association membership at the annual meeting or a special meeting called for that purpose.

4.10 Cheques

All cheques, bills of exchange, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by two (2) members of the Board duly authorized for that purpose by the Board.

Any one (1) of such designated Board members may alone endorse notes and drafts for collection on account of the Association through its bankers and endorse notes and cheques for deposit with the Association. Any one (1) of such designated officers may arrange, settle, balance, and certify all books and accounts between the Association and its bankers and may receive all paid cheques and vouchers and sign all bank forms for settlement of balances and verification slips.

4.11 Corporate Seal

The Association shall have a Seal which shall be affixed to documents only in the presence of two (2) members of the Board duly authorized by the Board to attest to its use. The Seal of the Association shall at all times remain in the custody of the Secretary.

In the absence of the Seal, a document requiring certification by the Association shall be deemed certified if signed by two (2) members of the Board duly authorized for that purpose by the Board as if their signatures were under the Seal of the Association.

4.12 Indemnification of Directors and Officers

Each Director or Officer of the Association, their heirs and assigns shall be indemnified and held harmless by the Association from all claims, costs or expenses arising from any action brought against them as a result of the execution, in good faith, of their duties as a Director or Officer of the Association. This indemnification does not include any claims,

costs or expenses arising from the Directors' or Officers' intentional wrongful acts or fraudulent activity.

4.13 Declaration of Interest

Every Director or Officer of the Association who is party to material contract or transaction or proposed material contract or transaction with the Association, or is a Director or Officer of or has a material intent in any person or party to a material contract or transaction or proposed material contract or transaction with the Association shall disclose in writing to the Association or request to have entered in the minutes of the meeting of Directors the nature and extent of their interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and Directors shall refrain from voting in respect of any such contract or transaction unless otherwise permitted by the Act.

4.14 Avoidance Standards

If a material contract is made or a material transaction is entered into between the Association and a Director or Officer of the Association or between the Association and any other party of which the Director or Officer of the Association is a director or officer or in which they have a material interest, the director is not accountable to the Association or its members for any profit or gain realized from the contract or transaction and the contract is neither void or voidable by reason only of the relationship or by reason only that the director is present at or is counted to determine the presence of a quorum at the meeting of directors that authorized the contract or transaction, if the Director or Officer disclosed their interest as hereinbefore provided and the contract or transaction was reasonable and fair to the Association at the time it was so approved. A Director or Officer acting honestly and in good faith is not accountable to the Association or its members for any profit or gain realized from any such contract by reason only of their holding the office of Director or Officer and the contract or transaction, if it was reasonable and fair to the Association at the time it was approved, is not by reason only of the Director's or Officer's interest therein void or voidable where the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for the purpose; and the nature and extent of the Director's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

4.15 Standard of Care

Every Director or Officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association; and exercise the care, diligence and skill that a reasonably prudent person

would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the regulations, articles, and Bylaws.

4.16 Insurance for Directors and Officers

The Association may purchase and maintain insurance for the benefit of the Directors or Officers of the Association, former Directors and Officers of the Association or persons who act or acted at the Association's request as a director or officer of another body corporate and their heirs and legal representatives against any liability incurred by them in their capacity as a Director or Officer of the Association except where the liability relates to his failure to act honestly and in good faith with a view to the best interest of the Association; or in their capacity as a director or officer of another body corporate where they act or acted in that capacity at the Association's request, except where the liability relates to their failure to act honestly and in good faith with a view to the best interests of the body corporate.

4.17 Dissolution of the Association

In the event that the Association is dissolved, the remaining assets of the Association shall be liquidated and the proceeds distributed to some other organization in Canada, having objects similar to those of the Association.

5 Organization of the Association

5.1 Board of Directors

The Association Board of Directors shall comprise a minimum of 5 members including the President, Vice President, Past President, Secretary, Treasurer and up to eight (8) additional Directors.

The President, Vice President and Past President shall be Certified Members in good standing. All other members of the Board shall be Regular or Certified Members in good standing.

Certified members shall comprise more than 50 percent of the Board of Directors.

The Board shall be the governing body of the Association responsible for setting direction and policy with full authority over all affairs of the Association. Unless otherwise provided for in these Bylaws, all actions and decisions of the Board shall be final. The Past President shall act as an advisor to the President and the Board and shall undertake such special duties or assignments as may be requested by the Board from time to time.

A quorum for the transaction of business at any board meeting shall be one half of the Board Members. If a quorum is not present, the meeting shall be automatically adjourned and the board must convene another meeting within forty five (45) days.

All resolutions or motions at a board meeting of the Association shall be passed by a simple majority vote of Board Members.

5.2 Executive Committee

The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer. It shall be responsible for the day to day activities of the Association and for carrying out the instructions and directions of the Board.

5.2.1 President

The President shall act as the executive head of the Association and, when present, shall preside as chairman over all meetings of the Association, Board and Executive Committee. The President shall exercise supervision over the affairs of the Association. The President shall be responsible for enforcement of these Bylaws and carrying out all orders and resolutions of the Board. The President shall exercise such authority within limits as shall be set by the Board from time to time. The President shall also have such additional responsibility as may be delegated by the Board.

The President is responsible to the Board. The President shall keep the Board informed of all aspects of the Association's affairs and shall consult with it on major activities. The

President shall make reports to the general membership on behalf of the Board at each annual meeting and as directed by the Board.

5.2.2 Vice President

The Vice President is responsible to the Board and shall assume the duties of the President in the absence or disability of the President. The Vice President shall assist the President in the execution of their duties and responsibilities to the Board. The Vice President shall also have such additional responsibilities as may be delegated by the Board or the President.

5.2.3 Secretary

The Secretary is responsible to the Board and shall be responsible for the day to day affairs of the Association. The Secretary shall ensure all meetings of the Board, the Executive Committee and the Annual and any Special meetings of the membership in general are properly and accurately recorded. The Secretary shall keep all Association records and correspondence of a non-financial nature and shall be the custodian of the Seal of the Association.

5.2.4 Treasurer

The Treasurer is responsible to the Board and shall be responsible for the financial affairs of the Association. The Treasurer shall maintain the financial records of the Association and shall submit financial statements to the Board or any relevant Governmental agency as directed by the Board or required by law. The Treasurer shall prepare, for submission to the Annual Meeting, an audited set of financial statements as provided for in these Bylaws.

5.3 Nomination and Election

A sufficient number of Directors required to fill all vacancies of the Board of Directors including those directors whose terms have expired and the Vice-President shall be elected at each annual meeting of the Association by a majority vote of all those eligible to vote.

At least sixty (60) days prior to the annual meeting, the President shall call on the membership, in writing, for nominations to be made, in writing, for Vice President and the Directors to be elected at the annual meeting. The nomination period shall be held open for at least twenty-one (21) days. The names and qualifications of those nominated shall be distributed to the membership with the notice of the annual meeting.

The Secretary and Treasurer shall be chosen by the Board from among the members of the Board for the coming year. The positions of President and Past President will be filled in succession by those members elected to the position of Vice President.

5.4 Term

In general, Directors shall be elected for two (2) years and the Vice President shall be elected for (1) year. Half of the Directors will be elected in each year.

Officers of the Association shall serve for one (1) year. Each Director or Officer of the Association shall assume their duties immediately following the meeting at which the election was held and shall hold the position until their successor is elected and takes office, or the officer or director resigns from the Association, is terminated or is removed.

5.5 Resignation

Any director or officer may resign their position at any time providing the resignation is made in writing, thus creating a vacant position. The Board may appoint a Member to act in any vacant position (Certified member if the position is President or Vice President) until the next annual meeting or may choose to leave the position vacant until the next annual meeting of members.

5.6 Remuneration

Directors and Officers of the Association shall serve without remuneration or other consideration with the exception of reimbursement for such reasonable expenses as may be incurred in the course of Association business.

5.7 Committees

The Board may appoint such members in good standing as necessary to form committees to manage certain activities of the Association. All committee chairs shall be Members in good standing (Certified Members shall chair certification related committees) and shall report to the Board.

5.8 Standing Committees

5.8.1 Discipline

The Discipline Committee shall be appointed by the Board and shall consist of not less than three (3) Certified Members in good standing. It shall be responsible for receiving, reviewing and deciding complaints against members of the Association and all other matters regarding discipline. It shall deal with all complaints under the Bylaws of the Association, including the Code of Ethics and Conduct.

The Discipline Committee will have such powers and follow such procedures in the reviewing and deciding of complaints as shall be prescribed by the Board of Directors from time to time.

Upon receiving a written complaint against a member, the Discipline Committee shall serve notice of the complaint to the member named, providing a copy of the original complaint.

All members shall cooperate fully with the Discipline Committee or its representative during the course of any investigation undertaken and shall produce all documents or other information which, in the opinion of the Discipline Committee or its representative, are necessary to complete a proper investigation.

The Discipline Committee shall inform both the complainant and the member named in the complaint of its decisions in writing. The member named in the complaint shall have the right to appeal any decision of the Discipline Committee to the Board of Directors which may either approve or reverse, either in whole or in part, a decision of the Discipline Committee. There shall be no appeal of a decision of the Board of Directors.

5.8.2 Registration

The Registration Committee shall be appointed by the Board and shall consist of not less than three (3) Certified Members in good standing. It shall receive and consider applications from persons wishing to become Certified Members of the Association in accordance with the Bylaws of the Association and may approve the certification, refuse to approve the certification or defer approval until the applicant has successfully completed examinations, course work or work experience acceptable to the Association.

The Registration Committee shall send a written notice of any decision made by it to the applicant. If the decision made by the Registration Committee is to refuse the certification of the applicant, written reasons for the decision shall be sent to the applicant.

5.8.3 Certified Membership

The Membership Committee shall be appointed by the Board and shall consist of not less than three (3) Certified Members in good standing. It shall receive and consider applications from persons wishing to become members of the Association in accordance with the Bylaws of the Association. It shall approve or decline the application based upon

the eligibility criteria set forth in the Bylaws of the Association. It shall refer all applications for certification to the Registration Committee for further consideration.

The Membership Committee shall send a written notice of any decision made by it to the applicant. If the decision made by the Membership Committee is to refuse the application for membership, written reasons for the decision shall be sent to the applicant.

5.9 Removal of Directors

Any director may be removed from office for just and sufficient cause by a three-fourths majority vote of the Board of Directors. Before any action to remove a director is taken, the director shall be notified in writing at least 30 days prior to the vote. This notification should include the proposed action and the reasons therefore. The director shall be given an opportunity to make submissions in writing, in person, or through a representative.

6 Amendment of the Bylaws

Amendments to these Bylaws shall be proposed by the Board in writing and sent to the membership one (1) month prior to the annual meeting or such special meeting as may be called for that purpose by the Board. Each amendment shall be discussed and voted on separately pursuant to Section 3.1. Amendments of these Bylaws shall not be made at any other time. No changes to the proposed amendments shall be allowed at the meeting except by unanimous approval of all eligible voters present at the meeting. Amendments shall be approved by a two-thirds majority vote of those members participating in the meeting pursuant to Section 3.1.

7 Gender and Number

Within these Bylaws, wherever a gender-specific term appears both are equally intended. Also, works expressed in the singular include the plural and vice-versa.