

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 any 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 and government.
 - 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; "Full" 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 the form of application approved by the Board of Directors and submit the application with requisite dues to the Board of Directors through the Treasurer.
- d. Membership dues and fees shall be in compliance with those dues and fees established by DRIE Central's Board of Directors. Any change in assessment for dues shall be recommended to the Board of Directors 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 Board of Directors through the Secretary, stating their wishes. The resignation shall be effective upon delivery of the resignation or a copy thereof, to the Board of Directors.
- 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 Board of Directors.
 - Hold any appointed and elective office.
 - Propose the creation of by-laws.
 - Vote to confirm or reject by-laws made by the Board of Directors.
 - Serve on committees.
 - Participate in activities.
 - Receive periodic information from DRIE Central.
- b. Membership is based upon individual application and payment of dues or assignment of a membership to a delegate when an organization has purchased a membership.
- c. The membership belongs to the individual and is transferable with the individual or to another

BYLAWS

individual by means of notification, in writing, to the Board of Directors 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 Board of Directors.
- 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 Board of Directors. The meeting shall address the election of a President, Vice-President, Secretary, Treasurer and all Directors of the Standing Committees, presentation of the Auditor's report and any other business presented to the Board of Directors 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 Board of Directors 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. Board of Directors

5.1. Meetings of the Board of Directors

- Meetings of the Board of Directors 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 Board of Directors 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 Board of Directors

- a. The Board of Directors, 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 Board of Directors

- a. The Board of Directors 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 Board of Directors and no greater than twelve (12).

5.4. Election and Term of Office

- a. The Board of Directors be elected by the attending members of the Annual General Meeting and shall serve a two-year term with a maximum of three consecutive terms.
- b. The President and Vice-President may serve no more than two successive terms.
- c. The Board of Directors may appoint a member in good standing to an open or vacant Directors position. The appointment shall be on an interim basis until the next Annual General Meeting (AGM),

BYLAWS

at which time the appointment can be voted on by the membership.

5.5 Removal of a Director

a. In the event that a member of the Board of Directors experiences an absence extending over sixty (60) days, the Board of Directors shall appoint another member for the duration of their term of office.

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

6. Executive Officers

6.1 Executive Officers

a. The executive officers of DRIE Central shall be;

- President
- Vice-President
- Secretary
- Treasurer
- Past-President

b. All officers are also Directors in the Board of Directors

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-officio member of all committees except the Nominating Committee.
- Preside at all meetings of the Board of Directors, the officers and members.
- Select the Directors of special committees.
- Sign all agreements and formal instruments.
- Have a vote in the Board of Directors 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.
- Assist the Programs and Professional Development Committee with the arrangement of meetings and seminars.
- Assume such duties as may be delegated by the President.
- Have a vote in the Board of Directors.

b. In the absence of the President the Vice President, 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.
- Submit a report of the Secretary's office at the Annual General Meeting.
- Have a vote in the Board of Directors.

b. In the absence of the President and Vice-President, the Secretary shall preside over any meetings.

6.5. Treasurer

a. The Treasurer shall;

- Be responsible for collecting and receiving monies and securities.
 - 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.
 - Keep the books of DRIE Central.
 - Deposit and disburse funds at the direction of the Board of Directors
 - Provide an annual audited financial statement to the Board of Directors.
 - Provide periodic summary statements at the request of the President.
 - Complete and file any required information with the Manitoba Companies Office.
 - Have a vote in the Board of Directors.
- b. In the absence of the President, Vice-President and Secretary, the Treasurer shall preside over any meetings.

6.6. Past-President

a. The position of Past-President shall;

- Be filled by the retiring President for a period of one year.
- Have a vote in the Board of Directors.
- Serve as the Director of the Nominating Committee.

7. Committees

7.1. Standing Committees

a. The standing committees of DRIE Central may be;

- Nominating Committee
- Membership Committee
- Programs and Professional Development Committee
- Sponsorship Outreach and Partnership Committee
- Website Committee

BYLAWS

- b. The Directors of standing committees shall be elected at large and appointed to committees 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 Board of Directors as needed.
- 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 the Board of Directors.
 - 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 Board of Directors except for the Past-President.

7.3. Membership Committee

- a. The Membership Committee shall;
 - Maintain a record of the names and addresses of the members of DRIE Central.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 Board of Directors.
 - Prepare an annual report to be presented at the Annual General Meeting.
 - Have a Director that has a vote in the Board of Directors.

7.4 Programs and Professional Development Committee

- a. The Programs and Professional Development Committee shall;
 - Prepare an annual program plan and obtain speakers as required. Speakers shall be selected based on their potential interest to members of DRIE Central.
 - Research and recommend meeting sites and make all necessary arrangements, as requested by the Board of Directors.
 - Prepare an annual report to be presented at the Annual General Meeting.
 - Have a Director that has a vote in the Board of Directors.

7.5 Website Committee

- a. The Website Committee shall;
 - Maintain and update the DRIE Central website.
 - Establish an electronic record of documents and proceedings related to DRIE Central.
 - Prepare an annual report to be presented at the Annual General Meeting.
 - Have a Director that has a vote in the Board of Directors.

7.6 Sponsorship Outreach and Partnership Committee

- a. The Sponsorship Outreach and Partnership Committee shall;
 - Maintain a sponsorship framework that is flexible to the needs and requirements of the sponsor organizations.
 - Maintain a sponsorship base that offsets the costs of providing services to the DRIE Central Membership.
 - Develop and retain long term relationships with sponsor organizations through regular contact/liaison.
 - Prepare an annual report to be presented at the Annual General Meeting.
 - Have a Director that has a vote in the Board of Directors.

7.7 Additional Standing Committees

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

7.8 Special Committees

- a. Special committees may be appointed as required by the Board of Directors.
- b. The Director of a Special Committee shall be appointed by the Board of Directors.
- c. Members of each special committee shall be appointed by the presiding Director of the special committee in question.
- b. 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.

BYLAWS

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

9.3. Numbering of Sections

a. The Board of Directors 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 Board of Directors, through the Secretary.

d. The Board of Directors 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 Board of Directors 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 fifty 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 Board of Directors 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 Board of Directors 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 December 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 Board of Directors.

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



Disaster Recovery Information Exchange (DRIE) Central Inc.

BYLAWS

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 Board of Directors. 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 Board of Directors and guest speakers.

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 Board of Directors. The judgment rendered by the Board of Directors shall override all previous decisions and shall be accepted by all as final.

Signed at Winnipeg, Manitoba on the 14th January 2014, by DRIE Central's Directors as evidence that this document correctly sets out the provisions of and properly reflects the amendments as voted by the Members at the DRIE Central Annual General Meeting November 29, 2013

President – Mary Genyk

Vice -President – Angela Epp

Treasurer – Marc Sheridan

Secretary – Mara Sattler

**Director-Programs & Professional Development
Karen-Denise Cyr**

Director - Membership – Lisa Gilmour

**Director –Sponsorship Outreach & Partnership
Kenton Friesen**

Director -Website – Jozef Krupnik