

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 (DRIE 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 the "Organization") with its head office located in Winnipeg, Manitoba, Canada.

2. Purpose and Objectives

2.1. Purpose

- a. The purpose of the Organization 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. The Organization 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 the Organization may be used only in support of the purpose mentioned above.

2.2. Objectives

- a. The objectives of the Organization shall be:
 - To promote the concept of contingency planning to business.
 - To promote a high level of informed practice amongst contingency planners in the Organization region.
 - To encourage membership in and support of the activities undertaken by the Organization.
 - 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 the Organization's objectives and who pay annual membership dues.
- b. Membership in the Organization shall be divided into four classes: Board Directors, Professional, Retired and Student. All will have full rights and privileges within the Organization.
- c. All applicants for membership shall complete and sign the form of application approved by the Board of Directors and submit the application with requisite dues to the Board of Directors through the Secretary.
- d. Membership dues and fees shall be in compliance with those dues and fees established by the Organization'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.
 - Board of Directors dues are not charged in lieu of volunteer services rendered.
 - Professional membership dues are full rate unless they hold an office position in the Organization.
 - Student and Retired membership dues are reduced unless they hold an office position in the Organization.
- 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 the Organization 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 the Organization 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 Organization 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

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

- Serve on committees.
 - Participate in activities.
 - Receive periodic information from the Organization.
- b. Membership is based upon individual application and payment of dues.
- 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 Board of Directors through the Secretary.

4. Meeting Of the Members

4.1. *Notice of Meetings*

- a. Meetings of the Organization may be called at any time by the Secretary upon instructions of the President or Board of Directors.
- b. Notice of any meeting of the Organization be provided via electronic means, at least twenty-one (21) days prior to the scheduled date.
- c. Notice may be included as part of a newsletter, or other Organization's publications.

4.2. *Annual Meeting*

- a. The Organization 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 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 the Organization 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 the Organization, 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 the Organization 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*

- a. 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 the Organization and shall:
- Have full control and management of the affairs of the Organization.
 - 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 the Organization 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 the Organization.
 - 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 the Organization 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).
- c. The applicants for incorporation shall become the First Directors of the Organization
- 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 Board of Directors officials shall be elected by the attending members of the Annual General Meeting and shall serve at least a one-year term.
- b. The President and Vice-President may serve no more than two successive terms; however, in the event of no other members coming forward to assume these positions the term may be extended.

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

5.5 Removal of a Board of Directors Member

- 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. Officers

6.1 Officers

- a. The officers of the Organization shall be:
 - President
 - Vice-President
 - Secretary
 - Treasurer
 - Past-President
- b. All officers are also Directors on the Board of Directors Committee

6.2. President

- a. The President shall:
 - Be the Chief Officer and have general supervision over all affairs of the Organization.
 - Be an ex-office 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 be, 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 the Organization.
 - 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 Board of Directors.
- 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 the Organization and perform such official duties for it as may be requested by the President or 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 the Organization.
 - 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, 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 the Organization.
 - 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 an Annual Return of Information with the Manitoba Companies Office.
 - Have a vote in the Board of Directors.

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 the Organization shall be:
 - Board of Directors
 - Nominating Committee
 - Membership Committee
 - Special Programs Committee
 - Education and Research Committee
 - Technology 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. Standing committees may be appointed or removed by the Board of Directors as needed.
- e. All members of a standing committee; ex-officio,

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

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 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:
 - 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 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 Board of Directors.
 - Prepare an annual program plan and obtain speakers as required. Speakers shall be selected based on their potential interest to members of the Organization.
 - 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. *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 the Organization.
 - Prepare an annual report, to be presented at the Annual General Meeting.
 - Have a Director that has a vote in the Committees.
 - Manage the production of the Organization newsletter

7.6. *Technology Committee*

- a. The Technology Committee shall:
 - Provide mentorship and direction with respect to the Organization's technology.
 - Support Physical and Electronic Conferencing and Audio-Visual technology.
 - Perform technology information research and provide suggestions to the board for technology currency, improvements, and efficiencies.
 - Maintain and update the Organization website and related internet media.
 - Support electronic record of documents and proceedings related to the Organization.
 - Prepare an annual report to be presented at the Annual General Meeting.
 - Have a Director that has a vote in the Committee.

7.6. *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.

7.7. *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.
- d. All members of a Special Committee; ex-officio, appointed or elected, shall have a vote within the committee.

8. Nomination and Election of Organization Officers

8.1. *Nomination*

- a. A call for members to forward nominees for elected positions within the Organization 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.

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

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 percent (20%) of the qualified members is required.

9.3. Numbering of Sections

- a. The Board of Directors are authorized to number the sections of these by-laws to correspond with any changes that may be approved.

9.4. Approval of By-Laws

- a. The Board of Directors are authorized to sign the Organizations By-Laws after review and approval from the membership via electronic means (e.g., email).

10. Dissolution of the Organization

10.1. Dissolution

- a. A professional member may request to dissolve the Organization by forwarding, in writing, to the Board of Directors, through the Secretary.
- b. 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 the Organization.
- c. Members must vote to dissolve the Organization 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 twenty percent (20%) of the qualified members is required.
- f. In the event of dissolution of the Organization, 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 the Organization 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 the Organization 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, the Organization 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 the Organization.
- 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

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 the Organization, any and all documents as they relate to the management of the finances of the Organization. Limits to signing authority are at the discretion of the Board of Directors.

12 Code of Ethics

12.1 Discrimination

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

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

12.2. Confidentiality

- a. All information shared about people and their 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. They will use the mailing list for the purpose of issuing mailings.

Name of Signed

Name of Signed

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.

Name of Signed

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.

Name of Signed

Name of Signed

12.5. Recording Organization 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.

Name of Signed

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.
- c. 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.

Name of Signed

Approved by the membership on the DAY of
MOTNH, 2021.

Signed at Winnipeg, Manitoba on the DAY of
MONTH, 2021 by the Organization's First Directors
as evidence that this document correctly sets out the
provisions of the by-law signed MONTH, '0', 2021.

Name of Signed

Name of Signed

Name of Signed

Name of Signed