

Toronto Association
of
Systems and Software Quality

CHARTER and BYLAWS

Updated September 2002

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ARTICLE I: NAME

The name of the association is the Toronto Association of Systems and Software Quality herein referred to as “the Association” or “TASSQ”. TASSQ is a non-profit organization which is affiliated with the Quality Assurance Institute (QAI) based in Orlando, Florida. QAI has several local chapter organizations including TASSQ. TASSQ also has informal working relationships with several other local organizations.

ARTICLE II: SCOPE OF ACTIVITIES

The activities of TASSQ are limited to quality issues within the Information Technology industry.

The Association's membership is NOT limited to parties located within the Greater Toronto Area, but considers the GTA its principal base of operation.

ARTICLE III: PURPOSE AND OBJECTIVES

The purpose of TASSQ is to foster a network of quality practitioners and resources to meet the following objectives:

1. Promote professionalism by educating members in Information Technology on the subject of quality concepts and methods, and supporting the certification process of QAI.
2. Encourage a free exchange of ideas and techniques to implement, practice, and promote quality improvement.
3. Develop and promote quality related concepts, programs and activities focused on the Information Technology community, encouraging corporate top management involvement and commitment.
4. Publicly recognize individuals and corporations for their contributions to, and achievements in, quality improvement within their companies and communities.
5. Promote the Code of Ethics as set out by QAI.

ARTICLE IV: GOVERNING BODY, STRUCTURE AND RESPONSIBILITIES

Section 1: Officers and Responsibilities

The Board (or “officers”) of the Association shall consist of:

- an Executive Committee of 4 standing positions, each filled by one person through an annual process of election by Association members; and
- a number of Directorship positions, which will be reviewed annually and filled as necessary, through Board appointment; and
- one Advisory position.

Elected Positions

- President
- Vice President
- Secretary
- Treasurer

Directorship Positions

The list of directors includes:

- Director of Programs
- Director of Membership
- Director of Communications
- Director of Facilities
- Director of Education

Advisory Positions

- Immediate Past President

An individual may fill an elected position along with one or more Directorship roles.

In order to assist the Board members, subcommittees may be formed as needed.

Directorship positions may be added, changed or deleted through Board decision.

Republication of the Charter is not required upon every change.

ARTICLE IV: GOVERNING BODY, STRUCTURE AND RESPONSIBILITIES

The responsibilities of each Board member are as follows:

1. President

- a. With the aid of the other Board members, administers the activities of the Association and supervises its operations.
- b. Presides at all Association meetings serving as meeting chairperson for both members meetings and Board meetings.
- c. Outlines broad goals for other officers and committees. Appoints ad-hoc committees as required.
- d. Acts as liaison with QAI and other chapters, transmitting ideas and plans to the Association which may be of benefit to its members.

2. Vice President

- a. Assists the President and assumes presidential responsibilities when the President is absent or is no longer in the position.
- b. Arranges and oversees an annual independent financial audit.
- c. Assists in the administration of the QAI certification process including any workshops held.

3. Secretary

- a. Records and documents all Association activities, meetings, and events.
- b. Has custody of the Association's Charter and Bylaws and all other records and documents of the Association.
- c. As required, provides QAI with the Charter for the Association, together with information concerning the Association's activities and contact persons for their files.
- d. Transfers all records to the successor in office.
- e. Has charge of all correspondence and shall keep members informed via meeting minutes of decisions and activities of the Association.

ARTICLE IV: GOVERNING BODY, STRUCTURE AND RESPONSIBILITIES

4. Treasurer

- a. Administers and controls all funds and financial activities of Association.
- b. Receives and disburses, with the Executive Committee's approval, all Association funds. Pays all financial obligations of the Association as they come due and keeps an accurate account of all transactions.
- c. Manages the Association's chequing accounts, including timely deposits of meeting and membership receipts.
- d. Makes all financial statements and records available for independent audit purposes.
- e. Makes financial reports to the Board at each Executive Committee meeting, with a complete, audited financial statement at the end of each fiscal year. The fiscal year shall end on June 30.
- f. Transmits the accounts and all undistributed funds to the successor in office.
- g. Assembles an annual budget for Board approval.
- h. Collects dues for membership renewals and new memberships.
- i. Ensures the Association is in compliance with provincial and federal tax laws.

5. Director of Programs

- a. Determines Association programs which meet the needs of its members. Programs are regularly scheduled membership events.
- b. Identifies, develops, and coordinates all program activities including:
 - Speakers / their arrangements
 - Topics
 - Speaker agenda, biographical information, synopsis of presentation
- c. Introduces speakers at regular dinner meetings and seminars.
- d. Submits articles for the TASSQ newsletter to promote the monthly programs.

ARTICLE IV: GOVERNING BODY, STRUCTURE AND RESPONSIBILITIES

6. Director of Membership

- a. Oversees membership activities including:
 - Maintaining the membership mailing list and Membership directory
 - Conducting new membership drives
 - Processing new member applications
 - Monitoring membership and dues renewal notifications
 - Tracking attendance at Association meetings and events
- b. Solicits new members through such means as sending membership applications to guests of the Association's events and meetings and other prospective members.
- c. Makes the QAI Code of Ethics available to all members.

7. Director of Communications

- a. Controls, directs, facilitates, and prepares all regular membership publication materials including:
 - Announcements of meetings and other special events or matters
 - Monthly newsletters and other publications
 - Officer nomination and election materials
 - Association's web page and information packet
 - Press releases and advertising information

8. Director of Facilities

- a. Identifies, controls, and coordinates all facility arrangements including:
 - Investigation and selection of an appropriate meeting site
 - Menu selection
 - Provision of Audio / Visual equipment
 - Price negotiation, confirmation, and administration of contracts
 - Meeting logistics

9. Director of Education

- a. Coordinates education services for members and identifies educational resources.

ARTICLE IV: GOVERNING BODY, STRUCTURE AND RESPONSIBILITIES

10. Immediate Past President

- a. Fulfills the role of consultant and advisor to the Board and President.

Section 2: Rules of Conduct

In the event that a Board member cannot attend a Board meeting, the member must provide either a backup person or a report, in advance, for presentation at the meeting. A backup person does not have Board voting authority.

By a two-thirds vote of a quorum of the Board, the Board may remove an officer and declare the office vacant.

See Article VIII for a definition of a quorum.

Officers may be removed from office after three unexcused absences from Board meetings in one term, without requiring the two-thirds vote of the Executive Committee. An excused absence is where notification and a meeting report have been given, in advance, to the President or Vice-President.

Any vacancy in office may be filled until the next election by appointment of the Executive Committee. The Board has the power to appoint, if necessary, to fill a void.

Section 3: Budget

Each year, at the first meeting of the new Board of officers, the Association's goals and annual budget are discussed. The Treasurer shall provide each officer with a copy of the previous year's budget two weeks prior to the meeting. Each officer must provide a proposed budget for their area of responsibility at the following meeting.

Section 4: Officers Term of Office

Terms of elected office are one year with elections normally held in June. Installation of new officers generally takes place at a subsequent meeting of the Association and terms of office begin right away. Executive members may be re-elected.

ARTICLE IV: GOVERNING BODY, STRUCTURE AND RESPONSIBILITIES

Section 5: Nomination and Elections

The election of the Association's Officers shall take place annually at a regular member meeting. Nominations for officer positions may be submitted by any Association regular member who is in good standing according to membership records at the time. Further nominations may be made from the floor at the time of the election by any such member. The elected candidate will be chosen by majority vote of all members present through the use of a secret ballot, unless a secret ballot is dispensed in the case of a single candidate. Elected candidates may assume office immediately upon election.

Section 6: Committees

1. There is only one standing committee of this Association. It is the Executive Committee.
2. The Executive Committee has charge of all business affairs of the Association and must consider all matters concerning the welfare of the Association and may decide the actions to be taken for the Association.
3. The Board has the authority to appoint all other committees needed for the proper running of the Association. It defines the scope, decision making authority, and the reporting requirements of each committee.

ARTICLE V: MEETINGS

Section 1: Regular Meetings

Meetings of the Association's membership generally occur monthly with the exception of July, August and December. These meetings focus on programs of general interest to the membership and are open to the general public.

Section 2: Board Meetings

Board meetings are generally held monthly, more often as necessary, the dates, times and locations being agreed by the members of the Board.

Board meetings are open to attendance by any current Association member in good standing, *unless* the Board declares the meeting to be a closed meeting restricted to Board members only.

Board members are the only persons eligible to vote on Association business conducted at the Board meetings *unless* the Board passes a motion that voting on an issue may extend to all persons present.

Each year, at or near the time of election of officers, an audit of the treasury shall be presented to the Board. The turnover of information from incumbent to newly elected financial officer takes place.

ARTICLE VI: ADDRESS and CONTACT INFORMATION

The mailing address for the Association is:

Toronto Association of Systems and Software Quality
1489 Agnew Rd.
Mississauga, ON L5J 3G8

The Association may be contacted as follows:

Telephone: (905) 822-6645

Email: admin@tassq.org

Website: www.tassq.org

ARTICLE VII: MEMBERSHIP

Section 1: Membership Classification

The Association supports the following types of membership:

1. Individual
Open to all individuals who are involved or interested in quality issues and practices within Information Technology. Annually renewed upon dues payment
2. Corporate
Open to all corporations involved or interested in quality issues and practices within Information Technology. Annually renewed upon dues payment.
3. Student
Open to all students who are actively enrolled in a degree program, whose major is consistent with their desire to enter the Information Technology field. Verification of student status along with program of study may be requested by the Director of Membership at the time of the receipt of the student's application. Annually renewed upon dues payment.
4. Honorary
Open for member recommendation of any person deserving special recognition by the Association, but restricted to persons whose activities and public statements are consistent with the purpose of TASSQ. Life-time granted, gratis, upon Board approval of recommendation by two-thirds majority vote.

Section 2: Membership Privileges

- All members receive a copy of the TASSQ Charter and Bylaws when they join the Association.
- All members are responsible for supporting the Association's purposes and making a constructive contribution to its programs and activities. (Any conduct not consistent with these standards may be reason for non-renewal and revocation of membership in this Association.)
- All members in good standing are entitled to all Association rights and privileges including:
 - voting (one vote per member)
 - committee participation
 - qualification to be nominated for election to the Board
 - reduced rates for functions provided by the Association
 - special mailings of interest.Additional rights and privileges may be granted by the Executive Committee.

ARTICLE VII: MEMBERSHIP

Section 3: Membership Dues

- Membership dues are collected annually and are used for the general business expenses approved by the Executive Committee. Dues are payable to "TASSQ" and are submitted along with either the Individual or Corporate TASSQ Membership Application form. Membership becomes effective upon receipt of dues and a completed application.
- Corporations which purchase TASSQ memberships are asked to identify each individual included within their membership.
- Both individual and corporate membership fees will be reviewed by the Executive annually, and adjusted as necessary.

ARTICLE VIII: RULES OF ORDER AND QUORUM

1. The general procedure of meetings of this Association must be in harmony with principles such as those set forth in Robert's Rules of Order Newly Revised. These rules are the final authority as to parliamentary procedure, insofar as they do not conflict with any provisions of this Association's Charter and Bylaws.
2. During a members meeting, a member of the Board shall act as Parliamentarian. During a Board meeting, the President shall act as Parliamentarian.
3. Association business may be conducted at any meeting announced to all members.
4. Board business may be conducted at any meeting announced to all Board members in which a quorum of Board members are present. Quorum shall be considered to be at least half of the Elected and Program Directorship positions (see Article IV, Section 1) which are filled at the time of the announcement of the meeting. (When calculating quorum, if the number of filled positions is an odd number, quorum shall be considered to be the whole number after calculating half and rounding up. Eg. if there are 13 positions filled, quorum shall be considered 7.)
5. Given that a quorum is present, unless otherwise stated in the Charter, a winning vote represents 50% +1.

ARTICLE IX: LIABILITY AND DISSOLUTION

This Association and its members are responsible for expenses incurred at its direction in connection with its operations, functions, and activities. In the event of dissolution of this Association, distribution of any funds after payment of indebtedness may be made by either refund to members or by contribution to any educational research or memorial funds maintained by TASSQ or QAI, as determined by a majority vote of the Executive Committee.

ARTICLE X: AMENDMENTS

This document may be amended at any Board meeting of this Association by a two-thirds vote of the officers. The Association membership must be informed of all amendments to the Charter.

Any member may propose amendments, in writing submitted to the Executive Committee.

Amendments which are passed by the Board shall be communicated to all members of the Association (as above) and a written copy of the accepted amendment shall be mailed to the Executive Director of QAI for review and attachment to the copy of the Association's Charter and Bylaws on file at QAI headquarters in Orlando, Florida.

Proposed amendments which are not passed by the Board need only have their outcome conveyed to the member who submitted the proposal.

----- END OF CHARTER AND BYLAWS -----