

Toronto SPIN Constitution

Preamble

This constitution of the Toronto SPIN was drafted by the organizing committee from January to May, 1997 and proclaimed on May 12, 1997. It has five articles:

1. Name, Objectives and Management
2. Infrastructure
3. Financial
4. Management
5. Constitution Amendments

Article 1: Name, Objectives and Management

Section 1.1 Name

The name of the association will be the Toronto SPIN.

Section 1.2 Vision

Promoting World-Class Software development in the Toronto area.

Section 1.3 Mission

The Toronto SPIN is a forum for the open exchange of software process improvement expertise, experience and ideas.

Section 1.4 Objectives

The objective of the Toronto SPIN is to promote process improvement, higher process maturity and high quality software-based products in the Toronto area, through an active programme in partnership with other groups and associations.

Section 1.5 Governance

The Toronto SPIN will be governed by its Steering Committee according to the laws of Ontario and this constitution.

Article 2: Infrastructure

Section 2.1 Stakeholders

The Toronto SPIN will have three key stakeholder groups:

1. Individual members
2. Like-minded associations
3. Sponsors

Section 2.2 Individual Members

Membership in the Toronto SPIN is open and free to all, without discrimination. Fees may be charged for specific events (seminars, conferences, panel discussions, workshops).

Section 2.3: Partnership

The Toronto SPIN may hold events jointly with other associations for mutual benefit and synergy. These associations include, but are not limited to, the following: ASQC, CIPS, TASSQ, ITRC, IEEE, etc.

Section 2.4 Sponsorship

The Toronto SPIN solicits and accepts sponsorship from corporations and individuals whose objectives and activities are congruent with those of the association.

Section 2.5 Privileges, Rights and Duties

Privileges, rights and duties of members, partners and sponsors will be defined from time to time by the Steering Committee. All members will conduct themselves in a professional manner at all association meetings and events.

Section 2.6 Resignation

Any member may resign by notifying the association. The resignation will become effective when any outstanding debts by the member to the Toronto SPIN are cleared.

Section 2.7 Suspension and Expulsion

Suspension or expulsion proceedings may be started at the request of five or more members if conduct prejudicial to the interests or welfare of the Toronto SPIN is cited. The Steering Committee will review the request for sufficient cause at its next scheduled meeting.

Article 3: Financial

Section 3.1 Operating Year

The Toronto SPIN budget will run from August 1 to July 31 of the next calendar year.

Section 3.2 Contributions

Contributions will be accepted from reputable sources for the general support of the Toronto SPIN or for specific purposes approved by the Steering Committee.

Section 3.3 Dissolution

The Toronto SPIN will not be dissolved as long as at least 20 members including one-third of the current Steering Committee desire its continued existence and intend to conduct its affairs.

If the Toronto SPIN is dissolved, its net assets after discharging all legal and moral obligations will be distributed to charitable organizations subject to agreement with sponsors.

Article 4: Management

Section 4.1 Steering Committee

The Steering Committee is responsible for managing all the affairs of the association.

Section 4.2 Steering Committee Membership

All members of the Steering Committee must be members in good standing of the Toronto SPIN.

Members of the Toronto SPIN, who are not members of the Steering Committee, may attend meetings of the Steering Committee. They may not vote, unless specifically provided for in the Constitution and Bylaws, and their participation may be limited by the chair.

At each regular meeting of the Steering Committee, the Steering Committee reviews its membership and

1. Admits to the Steering Committee those SPIN members who are attending their third meeting out of four consecutive meetings, or who are invited by the Steering Committee to make a specific contribution;
2. Removes from the Steering Committee those members who have not attended the previous three Steering Committee meetings; and
3. Removes from the Steering Committee those members who, in the opinion of two-thirds of the Steering Committee members present at the meeting, have failed to act in ways appropriate to members of the Steering Committee.

Section 4.3 Roles

The following roles represent the Toronto SPIN externally. They must be filled by members of the Steering Committee:

1. Steering Committee Coordinator
2. Treasurer
3. Communications Coordinator

The following roles must be filled by members of the Steering Committee:

1. Backup Steering Committee Coordinator
2. Programme Chair

The following roles may be filled by any member of the Toronto SPIN:

1. Membership Coordinator
2. Webmaster
3. Logistics Coordinator for Events
4. Logistics Coordinator for Operations

Members of the Steering Committee who do not fill one of the roles listed above are Members-at-Large.

Section 4.4 Responsibilities

The members of the Steering Committee are collectively responsible for:

1. General management of the affairs of the Toronto SPIN;
2. Adopting, amending, repealing, and modifying the Constitution, Bylaws, and
3. Policies of the Toronto SPIN; and
4. Performing the duties or exercising other powers authorized by the
5. Constitution, Bylaws, or Steering Committee.

The Steering Committee Coordinator is responsible for:

1. Calling regular meetings of the Steering Committee
2. Calling special meetings of the Steering Committee, if warranted
3. Chairing meetings of the Steering Committee
4. Maintaining an official list of members of the Steering Committee
5. Performing other duties and exercising other powers authorized by the
6. Constitution, Bylaws, or Steering Committee.

The Backup Steering Committee Coordinator is responsible for:

1. Performing the duties of the Steering Committee Coordinator if the
2. Steering Committee Coordinator is unable to perform them, or if
3. the position of Steering Committee Coordinator is vacant.
4. Performing other duties and exercising other powers authorized by the
5. Constitution, Bylaws, or Steering Committee.
6. Developing a plan for the next operating year.

The Treasurer is responsible for:

1. Custody of all funds and securities of the Toronto SPIN
2. Depositing funds and securities to the credit of the Toronto SPIN in such
3. depositories as authorized by the Steering Committee
4. Dispersing funds and securities as authorized by the Steering Committee
5. Performing other duties and exercising other powers authorized by the
6. Constitution, Bylaws, or Steering Committee.

The Communications Coordinator is responsible for:

1. Developing and implementing a Communications Plan on behalf of the Steering Committee. This Communications Plan may include, but is not limited to the following:
 - i. introduction to the Toronto SPIN
 - ii. how to communicate to the world-at-large
 - iii. announcing specific events
 - iv. announcements to the trade press
 - v. brochures
 - vi. direct mailing
 - vii. press releases
 - viii. Internet Web presence
 - ix. Internet notices
 - x. interaction with Partners and Sponsors
2. Performing other duties and exercising other powers authorized by the Constitution, Bylaws, or Steering Committee.

Section 4.5 Appointment

The Steering Committee appoints people to the roles identified in Section 4.2 no later than March of each year. The appointments are for a period of one year beginning on August 1 following the appointment. The appointees will work with the incumbents from the time they are appointed to ensure a smooth transfer of responsibilities. The Steering Committee also appoints people to these roles at any time required to fill vacancies.

Section 4.6 Meetings

The Steering Committee meets regularly. The date of each regular meeting will be decided at the previous meeting. Each member of the Steering Committee will be notified of meetings at least three weeks in advance of the meeting. Each member of the Steering Committee will be informed of the agenda at least seven days before the meeting.

Section 4.7 Quorum

A quorum for the transaction of business at Steering Committee meetings is five members.

Attendance at the meeting includes participation in person, by video or telephone conference call, or by communication equipment or technology which allows all persons in the meeting to hear each other at the same time.

Section 4.8 Voting

Each member of the Steering Committee is entitled to one vote. Decisions of the Steering Committee are made by a simple majority of those in attendance at the time of the vote unless otherwise specified in the Constitution or Bylaws.

A two-thirds vote of those in attendance is required to remove a member from the Toronto SPIN.

A two-thirds vote of those in attendance is required to remove a member from the Steering Committee for any other reason than failure to attend meetings.

All members of the Toronto SPIN in attendance at a Steering Committee meeting are entitled to one vote on any question of ratifying a proposed Constitutional Amendment.

Article 5: Constitutional Amendments

Proposed Amendments to this Constitution must be presented to a meeting of the Steering Committee. Upon approval by the Steering Committee, the ratification of the proposed Amendment must be placed on the agenda of a later meeting of the Steering Committee. All members of the SPIN must be notified at least four weeks in advance of the time and place of the Steering Committee meeting at which ratification of a proposed Constitutional Amendment will be considered. The proposed Constitutional Amendment must be made available to all members of the Toronto SPIN. The proposed Constitutional Amendment is adopted if ratified by two-thirds of the members of the Toronto SPIN in attendance at this meeting.

A member is notified by speaking with the member or sending the member any one or more of mail, fax, or electronic mail.

A proposed Constitutional Amendment is made available to members by one or more of mail, electronic mail, fax, telephone announcement, or the Toronto SPIN's Website.

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