

Toronto SPIN Constitution

Preamble

This constitution governs all activities of the Toronto SPIN. 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 to all, without discrimination. Individual and Corporate membership fees may be established by the steering committee from time to time. Additional fees may be charged for specific events (seminars, conferences, panel discussions, or 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

The Toronto SPIN Steering Committee will consist of a maximum of 12 members and a minimum of 4 members,

All members of Toronto SPIN are eligible to serve on the Steering Committee. Members of the Steering Committee must be members in good standing of the Toronto SPIN.

Steering Committee members are elected to serve for a nominal period of two years. Elections are held yearly to elect 6 new members to the committee. (Note: In the first election six individuals will be elected for a 2-year term and six will be elected for a 1-year term. The six 2-year term positions are President, Secretary, Treasurer, and three members,). Members may serve for a maximum of 10 continuous years on the steering committee.

The following roles must be elected:

1. President
2. Treasurer
3. Secretary

The Steering Committee may identify other roles and appoint steering committee members to fill these roles.

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.

In the event that elected steering committee members resign, resulting in less than the minimum of 4 members, the remaining member may appoint individuals to fill the vacated seats for the remainder of the mandate period, in order that the committee has a minimum of 4 members.

Section 4.3 Elections

An election committee consisting of no less than 3 people will also be elected at each yearly election. (Note: In the first election members of this committee will be voluntary). Members of the election committee must be members of Toronto SPIN. The responsibility of the election committee will be to:

1. Identify which of the current steering committee member's terms are ending.
2. Identify constraints and prerequisites for serving on the steering committee. Note the current steering committee must approve any such constraints and prerequisites.
3. Issue a call for nominations to the vacant position.
4. Actively solicit nominations and volunteers for steering committee positions.
5. Propose candidates to fill the vacant position.
6. Present the candidates together with each candidates resume to Toronto SPIN members (via the Toronto SPIN website).
7. Issue a call for voting to all Toronto SPIN members.
8. Tally the votes.
9. Identify members of the election committee for the coming year.
10. Announce the results.

If only four to six (first elections four to 12) nominations are received, the nominees will be elected by acclamation. In this case step 6, 7 and 8 above need not be performed.

If the number of nominations received would result in a steering committee of fewer than 4 individuals the election committee will send out a message informing all members that Toronto SPIN will cease to exist by August 1 of that year unless the minimum number of nominations are received and none of the three mandatory positions are vacant. The current steering committee will be responsible for starting dissolution procedures one month after this message if these prerequisites are not met.

Elections must be completed by June 30 of each year.

The newly elected steering committee starts functioning from August 1.

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 Policies of the Toronto SPIN; and
3. Performing the duties or exercising other powers authorized by the Constitution, Bylaws, or Steering Committee.

The President 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 Constitution, Bylaws, or Steering Committee.

The Secretary is responsible for:

1. Performing the duties of the President if the President is unable to perform them, or if the position becomes vacant.
2. Performing other duties and exercising other powers authorized by the Constitution, Bylaws, or Steering Committee.
3. 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 depositories as authorized by the Steering Committee;
3. Dispersing funds and securities as authorized by the Steering Committee;
4. Performing other duties and exercising other powers authorized by the Constitution, Bylaws, or Steering Committee.

Section 4.5 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 4.6 Quorum

A quorum for the transaction of business at Steering Committee meetings is 30% of the number of elected steering committee 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 4.7 Decision Making

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.

Votes from all member of Toronto SPIN in attendance at a steering committee meeting are allowed in the following case:

- Removal of a member or volunteer
A two-thirds vote of those in attendance at the steering committee meeting is required to remove a member, or a volunteer from the Toronto SPIN.
- Removal of a steering committee member
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.
- Ratifying a Constitutional Amendment
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.

Toronto SPIN

info@torontospin.com

<http://www.torontospin.com>