



Summary of Bylaw Amendments

Following extensive review by a five-member team lead by Dr. Kellogg Booth (The University of British Columbia) and outside legal consultation, the CS-Can / Info-Can Board of Directors approved several changes to the Bylaws on December 15, 2022.

There are four general areas where changes are being made.

- New membership classes are being added to broaden the community that is represented by CS-Can / Info-Can.
- The structure of the Board is being revised to include explicit regional representation
- The quorum rules for meetings of the members are being loosened.
- Minor typographical, terminology, or style changes

Background

The primary reason the Bylaws are being amended is that the classes of membership currently do not represent the broad scope of the computer science community that CS-Can / Info-Can wishes to serve. In the evolution from CACS / AIC to CS-Can / Info-Can, the emphasis was on moving away from an organization that was largely run for and by department heads to one that was more broadly based on individual computer science faculty members and also on computer science departments with a ratio of two-to-one between these two constituencies in terms of the number of elected Directors on the Board.

Individual Student and Industry members were also provided for, each with one Representative on the Board as an elected Director.

There was no provision for departments that were not primarily computer science or equivalent disciplines. This left out departments that have a significant subset of faculty members who are bona fide computer scientists but who are perhaps a minority within their department.

For industry, the provision of individual professionals working in industry existed, but there was no provision for corporate memberships. Many discussions on the Board (and elsewhere) included the expectation that companies would provide financial support to the organization through membership fees. The Bylaws did not accommodate this.

The Bylaw Changes

[Here is the link to the approved Bylaw changes.](#)

Article 5 has been significantly amended to address the foregoing issues (and some others), as follows.

Section 5.01(a) clarifies that the Departmental membership class is for departments offering bachelor's or postgraduate degrees in computer science (or equivalent). This is not really a change, just a clarification that diplomas or associate degrees do not meet the requirement. This precludes departments in colleges from Departmental membership.

Section 5.01(b) adds a new Affiliate membership class for departments that may not meet the requirements for Departmental membership but that do have significant computer science content. The criteria for determining eligibility is not spelled out. The Board has wide leeway in setting policies or procedures to implement this. There is no statement about the types of degrees awarded, so in principle the Board could interpret "university" to include colleges and thus admit college departments if it so chooses.

Section 5.01(c) adds a new Industry membership class (distinct from the previous membership class of that name) for companies or other organization (including government and non-profit organizations).

Section 5.01(d) continues the Individual membership class but expands it to include faculty members in either Canadian Departmental or Affiliate member departments. The former are automatically members but can opt out, the latter are not automatically members but can opt in. There is no requirement that a faculty member's department be a member, or even be eligible for membership. This allows Canadian faculty who self-identify as computer scientists to apply but eligibility is determined by the "share the goals and objectives" of CS-Can / Info-Can clause, which would allow college faculty to be Individual members.

Section 5.01(e) continues the former Industry membership class but renames it Professional membership. This is for individuals, not corporations. The amendment changes the name of the class and explicitly adds government or non-profit organizations as employers. The "share the goals and objectives" of CS-Can / Info-Can requirement is intended to apply to the employee, not the employer, thus there is no explicit mention of foreign-ownership here. It is assumed that the Board will interpret "Canadian companies or organizations" for this section to include foreign-owned companies operating in Canada.

Section 5.01(f) continues the Student membership class but makes it explicit that students in programs run by departments that are Affiliate members are eligible as well as those in programs run by departments that are Departmental members. There is no provision for students in non-member departments to be eligible.

Board structure

There was a concern that the Board may not be representative of regional differences. The amendments in Section 7.01 provide a new structure for the Board that reduces the number of Departmental and Individual Directors and adds five Regional Director, one from each region. The current Bylaws require the Nominating Committee to include regional balance in its nominating process, but does not require explicit regional representation in the elected Board. The new structure does that.

To keep the size of the Board roughly what it is now, the number of Departmental Directors is reduced from three to two and the number of Individual Directors is reduced from six to three and the latter are renamed Directors At Large to differentiate them from Regional Directors who are also elected by Individual Members of the organization.

The President and the Immediate Past President are explicitly named as being members of the Board.

There is no longer an explicit requirement that there be at least twice as many Directors elected by Individual members as there are Directors elected by Departmental members. It is thought that this is no longer something that has to be explicit because it has not been an issue for five years and the original motivation for the two categories has largely diminished and because the Regional Directors serve this purpose.

Section 7.13 now provides for a vacancy on the Board if an Immediate Past President does not serve the one or two full terms during which the successor President is elected. The rationale for this change is that it makes little sense to appoint an Immediate Past President (just leave the position vacant) and after a transition period of one or two years it is likely the need for continuity has been met.

Quorum Rules

There are concerns that the number of attendees at the Annual Meeting may not be enough for quorum. The amendments lower the quorum requirement for meetings of the members to 30 members (in addition to 60% of the Board members) from 40 members in Section 6.05.

Minor typographical, terminology, or style changes

Terms that are defined in Section 1.01 to have specific meanings are now mostly proper nouns with initial upper case so they are easier to identify in the body of the document. This does not change the interpretation of the Bylaws, only the typography.

The term “chair” is now used instead of the archaic last-century term “chairman” and three instances where the rigid “he or she” gender dichotomy was used now use the genderless noun phrase “the person”.

The list of standing committees now includes the Industry Relations Committee.

Approving the amendments

The amended Bylaws went into effect when the Board approved them, as required by the *Canada Not-for-profit Corporations Act* that governs CS-Can / Info-Can, but the membership must approve them. This will be done at the next Annual Meeting.

Implementing the changes

Article 14 of the Bylaws specifies that as soon as the Board has approved amended Bylaws those Bylaws come into effect. If the membership does not ratify the approval there would have to be

a roll-back, but the Board must until then conduct its business under the amended Bylaws.

This means that the 2023 election slate will fill vacancies on the Board under the new structure, which adds five Regional Directors positions, removes one Departmental Director position, removes six Individual Director positions, and renames the three remaining Individual Directors to be Directors At Large. Table 1 shows the three-year election cycle for filling positions on the Board.

Terms are three years with the possibility of a second three-year term. Roughly one-third of the positions will be elected each year to provide continuity on the Board.

Position	2023	2024	2025	2026	2027	2028
	Year 1	Year 2	Year 3	Year 1	Year 2	Year 3
President		X			X	
Departmental Director A	X			X		
Departmental Director B			X			X
At Large Director A	X			X		
At Large Director B		X			X	
At Large Director C			X			X
Pacific Regional Director	X			X		
Prairies Regional Director		X			X	
Ontario Regional Director			X			X
Quebec Regional Director		X			X	
Atlantic Regional Director	X			X		
Student Director	X			X		
Industry Director		X			X	

Table 1. The new three-year election cycle for the amended Board structure.

The amended Bylaws specify which members are eligible to vote in each year of the election cycle for filling positions on the Board (Table 2). The Nominating Committee has begun the nomination process for the 2023 election.

A slate of nominations will be presented at the Annual General Meeting in June 2023. Further nominations may be made at that time. The election will be conducted in the Fall of 2023 using electronic voting.

Those eligible to vote in each election will be notified and provided instructions for casting ballots. Each membership class has different voting rights. Table 2 summarizes the positions on the Board for which each membership class votes in each of the three years in the election cycle.

Voting for Board Positions by Member Class in the Three-Year Election Cycle			
Member Class	Year 1 (2023)	Year 2 (2024)	Year 3 (2025)
Pacific Head	At Large Director A Pacific Regional Director Departmental Director A	At Large Director B President	At Large Director C Departmental Director B
Pacific Individual (not head)	At Large Director A Pacific Regional Director	At Large Director B President	At Large Director C
Prairies Head	At Large Director A Departmental Director A	At Large Director B Prairies Regional Director President	At Large Director C Departmental Director B
Prairies Individual (not head)	At Large Director A	At Large Director B Prairies Regional Director President	At Large Director C
Ontario Head	At Large Director A Departmental Director A	At Large Director B President	At Large Director C Ontario Regional Director Departmental Director B
Ontario Individual (not head)	At Large Director A	At Large Director B President	At Large Director C Ontario Regional Director
Québec Head	At Large Director A Departmental Director A	At Large Director B Québec Regional Director President	At Large Director C Departmental Director B
Québec Individual (not head)	At Large Director A	At Large Director B Québec Regional Director President	At Large Director C
Atlantic Head	At Large Director A Atlantic Regional Director Departmental Director A	At Large Director B President	At Large Director C Departmental Director B
Atlantic Individual (not head)	At Large Director A Atlantic Regional Director	At Large Director B President	At Large Director C
Industry		Industry Director	
Professional	At Large Director A	At Large Director B	At Large Director C
Student	Student Director		

Table 2. The Board positions that members will vote on each year, by member class.

Question or comments about the Amended Bylaws or Elections

There will be an opportunity for members to discuss the amendments to the Bylaws and the

Election process at the Annual Meeting in June 2023. At that time members will be presented with a nomination slate prepared by the Nominating Committee. Additional nominations made be made at that time. Ballots will be prepared (as indicated in Table 2) with all nominated candidates for the election that will take place in Fall 2023. Instructions for electronic voting will be provided prior to the election.

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For more information on the proposed changes contact:

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