

# oPEO By-Law Review

2014-12-05

oPEO By-Laws (2014 Amendments)	Changes
<b>Mandate</b>	
Ensure the maintenance of communication between the Council of the Association of Professional Engineers of Ontario and its members;	
Provide a forum for local discussion of professional matters;	
Enhance the professional development and social responsibility of the members;	
Advance the status of professional welfare of the members;	
Promote public awareness of the Engineering profession in the local community;	
Provide input to Council or Regional Congress on assigned projects	
Promote liaison with other professional, technical & community organizations;	
Promote a spirit of camaraderie amongst the members of the Chapter.	
<b>Section 1 - Name and Charter</b>	
<p><b>The Chapter shall be known as the Ottawa Chapter of the Association of Professional Engineers of Ontario. The Chapter operates under the authority of the Professional Engineers Act and By-law No. 1 of the Association of Professional Engineers of Ontario. The operation of the Chapter is governed by the Chapter Rules and Procedures as laid down by the Association and these by-laws.</b></p>	
<b>Section 3 - Aims and Objectives</b>	
The aims and objectives of this Chapter are to bring together in close association the Professional Engineers within the territory of this Chapter to:	
(a) ensure the maintenance of communication between the Council of the Association of Professional Engineers of Ontario and its members;	
(b) provide a forum for local discussion of professional matters;	
(c) enhance the professional development and social responsibility of the members;	

(d) advance the status and professional welfare of the members;	
(e) promote public awareness of the Engineering profession in the local community;	
(f) provide input to Council or Regional Congress on assigned projects;	
(g) promote liaison with other professional, technical & community organizations;	
(h) promote a spirit of camaraderie amongst the members of the Chapter.	
Notwithstanding the above, this Chapter is not an official voice in matters concerning policy of the Association of Professional Engineers of Ontario when dealing with agencies external to the said Association.	
<b>Section 4 - Membership</b>	
<b>(a) All members of the Association of Professional Engineers of the Province of Ontario, whose residence address is within the boundaries of this Chapter, are members of the Chapter.</b>	
<b>(b) Engineers-in-Training who reside within the Chapter boundaries shall have the privileges of members, except that they may not hold signing authority over Chapter monies.</b>	
<b>Section 5 - Chapter Management</b>	
<b>The duties of the Executive shall be to manage the affairs of the Chapter in order to promote the aims of the Chapter. The Executive shall be guided by the expressed wishes of a majority of members of the Chapter ascertained by methods lying at the discretion of the Executive. The Executive shall distribute information to the Chapter membership on all current concerns of the Chapter.</b>	Chapter 5 - New - this change gives more details on the chapter management.
<b>The officers shall be Chair, Vice-Chair, Secretary, and Treasurer. The immediate Past-Chair shall be an officer ex-officio. All other members of the Board are called executives.</b>	Chapter 5 - New - this change gives more details on the chapter management.
<b>(a) Officers</b>	
<b>The Chair who shall normally preside at all meeting of the Chapter or of the Executive Committee. The Chair shall, with the advice of the Executive Committee, exercise general supervision over the affairs of the Chapter. The Chair shall be an ex-officio member of all committees and shall perform such other duties as are ordinarily incumbent upon a Chair.</b>	

<p>The Vice-Chair, who shall work in close cooperation with the Chair and perform the duties of the Chair when that officer is absent. The Vice-Chair shall also, with assistance from Executive Committee members, plan, organize, direct, coordinate and ensure the implementation of all activities associated with the Annual General Meeting.</p>	
<p>The Past-Chair, who shall work in close cooperation with the Executive Committee and will provide continuity from the previous to the present Executive Committee, serve as Chair of the Nominating Committee and perform such duties as may be directed by the Chapter Chair.</p>	
<p><b>Secretary:</b> The Secretary shall be responsible for ensuring sending notices of all meetings of the Chapter and of the Chapter Executive. The Secretary shall record minutes of meetings, including attendance, maintain records and correspondence of the Chapter and of the Chapter Executive, and shall ensure that a copy of minutes are filed with the Association.</p>	<p>Chapter 5 a. - New - this revision elaborates on the role of Chapter Executive Secretary.</p>
<p>The Treasurer, who shall be responsible for the collection of all monies owing to or by the Chapter. The Treasurer shall ensure that all monies belonging to the Chapter are deposited in an acceptable financial institution approved by the Executive Committee. The Treasurer shall keep a record of all receipts and expenditures and shall report the financial position of the Chapter when requested by the Executive Committee or by any member at a meeting. The Treasurer shall present a financial statement and all records to the appointed Auditors upon their request. For this purpose the Chapter's fiscal year shall be from the 1st day of January in each year to the last day of December in the following year.</p>	
<p><b>Communications Coordinator:</b> The Communications Coordinator shall be responsible for communications with the membership via newsletters and other means considered effective in maintaining an informed Chapter.</p>	<p>Chapter 5 a - New - this section provides details on the Communication Coordinator position on the executive.</p>
<p><b>(b) Directors</b></p>	<p>Chapter 5 b. - New - alignment of terminology to have the word Director used in place of the former term 'Executive Members'</p>
<p>There shall be a minimum of five (5) and a maximum of nine (9) <b>Directors</b> elected annually. They shall attend all executive Committee meetings and assist the Officers in carrying out the aims and objectives of the Chapter.</p>	<p>Chapter 5 b. - New - alignment of terminology to have the word Director used in place of the former term 'Executive Members'</p>
<p><b>(c) Council Appointees</b></p>	

<p>There shall be a maximum of two members appointed by the Council of the Association of Professional Engineers of Ontario. Such an appointment shall be for a two year period commencing with the appropriate Annual General Meeting and Appointee(s) shall not normally hold an officer position during their term of appointment.</p>	
<p>When the Executive Committee declares that a vacancy exists in the Committee as a result of death, resignation, incapacity, or for any other reason, the Executive Committee may appoint a member of the Ottawa Chapter to fill the vacancy for the remainder of the term of the former member of the Executive Committee. Such appointment shall be published in the next Ottawa Chapter Newsletter.</p>	
<p>Six (6) members of the Executive Committee which shall include at least two (2) Officers shall constitute a quorum.</p>	
<p><b>Removal From Office:</b> A member of the Chapter Executive may be removed from office for just cause by a vote of <b>75% rounded up of the current complement of the executive for example 9 of 12</b> members of the Chapter Executive.</p>	<p>Chapter 5 d - New - this gives oPEO executive the ability to remove any member of the executive if required.</p>
<p>Any member of the Chapter Executive who is absent from <b>three (3)</b> consecutive meetings of the Executive <b>without explanation</b> shall be deemed to have resigned from the Executive.</p>	<p>Chapter 5 e - New - this change ensures that volunteer positions are available for active members.</p>
<p><b>Section 6 - Committees</b></p>	
<p>(a) Standing and/or Special Committees shall be established by the Executive Committee as may be deemed necessary and these committees shall operate in accordance with the terms of reference established by the Executive Committee.</p>	
<p>(b) Executive Directors of Standing and/or Special Committees shall be appointed by the Chair from members of the Executive Committee.</p>	
<p>(c) The terms of reference of Executive Directors shall be approved by the Executive Committee.</p>	
<p>(d) All committees shall be responsible to the Executive Committee through their Executive Directors.</p>	
<p>(e) Executive Directors and Committee Chairs may initiate correspondence within their function but a copy of all such outgoing correspondence, other than between committees and committee members, shall be sent to the Secretary of the Chapter.</p>	
<p><b>Section 7 - Elections</b></p>	

<b>Unless otherwise decided by the Executive, elections shall take place at the Annual General Meeting. Officers and Executive Members shall be elected in the following manner.</b>	
<b>(a) Each year the Executive shall appoint a Chair of the Nominating Committee. The Nominating Committee Chair shall then form a Nominating Committee of at least three(3) members, the composition of which must be approved by the Executive Committee.</b>	
<b>(b) It shall be the duty of the Nominating Committee to nominate a full slate of Officers and Executive Members, which shall be provided to the Chapter members in the fall Ottawa Chapter News.</b>	
(c) It shall be the duty of the Nominating Committee to nominate a full slate of Officers and Executive Members, which shall be mailed to the Chapter members not later than <b>30</b> prior to the next Chapter Annual General Meeting.	Section 7 c - amended - to meet requirements of the Not-for-Profit Act which specifies AGM notice of 10 to 50 days in advance.
(d) Any member of the Chapter may nominate another member for a position on the Executive Committee.	Section 7 d - amended - to meet requirements of the Not-for-Profit Act.
<b>(e) Such a membership-based nomination shall be accomplished by submitting a written nomination to the Chapter Secretary, signed by a minimum of three members and bearing the signature of the nominee, which signifies willingness to stand for election.</b>	
<b>(f) The final slate of candidates will consist of those nominated by the Nominating Committee and the Membership at large.</b>	
(g) If the final slate of candidates differs from the slate proposed by the nominating committee (and mailed to the members, as per 7 (c)), then no less than 7 days prior to the AGM, the final slate shall be	Section 7 g - Deleted - redundant,
(i) sent to each member (by paper or electronically) or	Section 7 g (i) - Deleted since it referred to methods of communication no longer used by oPEO.
(ii) inserted in the local press or	Secton 7 g (ii) - Deleted since it referred to methods of communication no longer used by oPEO.
(iii) published via the Chapter website	Section 7 g (iii) - Deleted since it referred to methods of communication no longer used by oPEO.
or any combination of these methods	Section 7 g - Deleted - redundant,
<b>(h) The final slate of candidates shall be announced at the Annual General Meeting.</b>	
<b>(i) An election shall be held for each position of Officer with more than one nominee, otherwise the nominees on the final slate shall be declared elected by acclamation.</b>	

<b>(j) An election of Executive Members shall be held if there are more nominees than positions, otherwise the members listed on the final slate shall be declared elected by acclamation.</b>	
The Chair should normally have served at least one year on the Board or other committee of PEO.	Section 7 (l) - New - this change provides some 'experience' guidance for members in Officer positions of the oPEO Executive.
<b>(k) A member of the Chapter, designated by the Vice-Chair shall conduct the election at the Annual General Meeting.</b>	
<b>(l) The results of the election shall be announced and the incoming Executive shall take office at the Annual General Meeting.</b>	
Board members of a chapter must be in good standing with PEO <b>at time of nomination.</b>	Section 7 (m) - New - provides guidance on nominee professional standing at nomination.
Engineers-in-Training can hold <b>officer and director</b> positions and the Secretary position but cannot have signing authority for the chapter.	Section 7 (n) - New -provides EIT participation levels with the oPEO.
<b>Should any officer position become vacant between elections, the Board is empowered to appoint a successor for the balance of the term of the Board.</b>	Section 7 (o) - New - provides clarification to oPEO appointments to address vacancies.
<b>Should additional Board members be required due to either resignation or insufficient numbers of individuals elected at the AGM, the current Board is empowered to appoint such additional members as may be required for the balance of the term of the Board.</b>	Section 7 (p) - New - provides clarification to oPEO appointments to address vacancies.
The newly elected Executive shall take office <b>at the end of the AGM</b> meeting following the announcement of the results of the election.	Section 7 (q) - provides clarification on the 'effective' date for the newly elected executive.
<b>Section 8 - Voting</b>	
<b>(a) Voting shall be by a show of hands or a standing vote, unless the presiding officer directs that the voting shall be by secret ballot. The presiding officer must so direct if instructed by the members present at the meeting. A plurality vote shall decide these issues.</b>	
<b>(b) Voting at the annual elections shall be by secret ballot. A plurality vote shall elect a member to the position for which is nominated.</b>	
<b>(c) The presiding officer shall refrain from voting except to break a tie.</b>	
<b>Section 9 - Chapter Meetings</b>	
<b>(a) A minimum of five (5) Executive meetings and one (1) General Meeting shall be held each year. An Annual General Meeting shall be held in the first 3 months of the year, at which the reports are rendered and the new Executive Committee assumes office.</b>	

<b>(b) Extra-ordinary General and/or Executive meetings may be called by the Chair of the Executive Committee of the Chapter, as deemed necessary.</b>	
<b>(c) At least 7 days prior to any General meeting a notice of the meeting shall be:</b>	
<b>(i) sent to each member (by paper or electronically) or</b>	
<b>(ii) inserted in the local press or</b>	
<b>(iii) published via the Chapter website</b>	
<b>or any combination of these methods.</b>	
<b>(d) Each Executive Committee member shall be advised at least five days in advance of the date of an Executive meeting.</b>	
<b>Section 10 - Finances</b>	
<b>(a) The basic source of income for the Chapter operations will be the rebate received from the Associations.</b>	
<b>(b) All expenditures on behalf of the Chapter must be approved by the Executive Committee.</b>	
<b>(c) The Executive Committee may authorize any expenditures up to the limit of the Chapter's approved budget.</b>	
<b>Signatures: Financial transactions shall require the signatures of any two (2) of the Chair, Vice-Chair, Secretary or Treasurer of the Chapter, or another executive member designated by the executive to serve as an alternate.</b>	Section 10 (d) - replaces the old para (d) and provides the signing officers of oPEO.
<b>Section 11 - Auditors</b>	
<b>(a) The Chair shall appoint two (2) auditors at the Annual General Meeting, subject to ratification by a majority of Chapter members attending the meeting, and if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed.</b>	Section 11 (a) - Deleted to comply with not-for-profit corporations Act
<b>(b) The auditors shall examine the financial or other records of the Chapter for the current year and prepare a statement of account and report to the members. A copy of the auditor's report shall be submitted to the Treasurer of the Association and be included in the Annual Report of the Chapter, a copy of which must also be sent to the Secretary of the Association.</b>	Section 11 (b) - Deleted to comply with not-for-profit corporations Act
<b>Annual verification procedures shall be carried out by members of the Chapter who are not responsible for the administration of the funds of the Chapter.</b>	Section 11 (c) - Deleted to comply with not-for-profit corporations Act and change to eliminate the use of the term 'audit'.
<b>Section 12 - Amendments to the By-Laws</b>	

These By-Laws may be amended by a two-thirds majority vote of a quorum of the Executive Committee subject to ratification by majority of Chapter members attending the next Annual General Meeting. The amendment when passed, shall be forwarded to the Secretary of the Association of Professional Engineers of the Province of Ontario.	
<b>New - Electronic Decision Making</b>	
<b>New - REGULATIONS</b>	
The Executive may make such Regulations, not inconsistent with these By-Laws, as it deems appropriate for the operation of the Chapter.	New - Addition to provide procedures to operate the oPEO executive and allow the executive to make modifications between AGMs.
All proposed Regulations and amendments thereto shall be submitted to the Association for review and approval. They shall take effect on a date determined by the Chapter Executive, but not earlier than the date they were approved by the Association.	New - Addition to provide procedures to operate the oPEO executive and allow the executive to make modifications between AGMs.
Each such Regulation shall be presented to the next General Meeting of the Chapter, and may be rescinded or amended by such meeting.	New - Addition to provide procedures to operate the oPEO executive and allow the executive to make modifications between AGMs.
<b>New - CONTEXT AND GENDER</b>	
In this Constitution and By-Laws, expressions in the masculine or feminine gender, in plural or in singular, may be substituted to give effect to the true meaning of the Constitution and By-Laws.	New - to give by-laws a non-gender context.
<b>New - DISCIPLINE</b>	
Any member of the Chapter, including members of the Chapter Executive, may, as provided for in the Association By-Laws and Regulations, be disciplined by the Chapter Executive for conduct which in any way adversely affects the interests or reputation of the Association/Chapter.	New - related to the Code of Conduct adopted by the the oPEO in 2013.
<b>New- Proxy Voting</b>	
The Chapter will make Proxy Voting Available as outlined by the Ontario not-for-profit Corporation Act (2010)	The Chapter will make Proxy Voting Available as outlined by the Ontario not-for-profit Corporation Act (2010)
Previous Amendments	
Approved at the Annual General Meeting - May 17, 1978	
Amended - May 16, 1979	
Amended - May 21, 1980	
Amended - May 18, 1983	



Amended - May 27, 1987	
Amended - May 18, 1988	
Amended - May 20, 1992	
Amended - January 12, 1994	
Amended - February 27, 2002	
Amended - February 17, 2004	
Amended - February 11, 2009	