



## **PEO Windsor-Essex Chapter By-Law**

**Updated October 26th, 2022**

### **GENERAL**

Chapters of the Association of Professional Engineers of Ontario (called PEO) are constituted and operate under the Professional Engineers Act, Chapter P-28, Statutes of Ontario 1990, Regulation 941 and By-Law No.1:

- "3) ...are continued as chapters of the association with areas constituted by their present boundaries..."
- "7) ...each chapter may pass by-laws governing its operations and respecting the conduct of their affairs..."

### **ARTICLE 1 - Name**

1. The Chapter shall be known as Windsor-Essex.
2. The Chapter shall operate in accordance with this by-law and the Terms of Reference for Chapters - roles and responsibilities as passed by Council at Council Meeting #423 dated June 17-18, 2004.
3. A copy of this by-law shall be filed with the Chapter Office at PEO.

### **ARTICLE 2 – Compliance with Legislation**

1. The Chapter is governed by the same legislation which applies to PEO as a Not-for-profit Corporation.
2. The Chapter is required to comply with Personal Information Protection and Electronic Documents Act (PIPEDA) and more specifically follow the established PEO Privacy Policy.
3. The Chapter is required to comply with Canadian Anti-Spam Legislation (CASL) or similar legislations.

### **ARTICLE 3 – Essential Purpose**

The essential purpose of chapters is to be a vehicle for involving Engineering Intern (EIT) and licensed members (professional engineers, P.Eng.) in the promotion and evolution of a self-regulated engineering profession with specific emphasis on:

- a. Presence
- b. Communication
- c. Grassroots Participation
- d. Recognition
- e. Governance

### **ARTICLE 4 – Membership**

1. P.Eng.(s) residing within the Chapter boundaries shall be members of the assigned Chapter. Residing within the Chapter boundaries is defined as being the member's home address registered with PEO. This selection is called the native chapter.
2. EIT(s), as defined in Regulations, who reside within the Chapter boundaries shall be members of the assigned Chapter. Residing within the Chapter boundaries is defined as being the member's home address registered with PEO. This selection is called the native chapter.
3. P.Eng.(s) and EIT(s) who are residing outside the Chapter boundaries, but have selected the Chapter as their alternate chapter, shall forego their membership of native chapter and be members of the alternate Chapter.
4. P.Eng.(s) and EIT(s) can only be members of one Chapter of their residence or alternate at any time.

## **ARTICLE 5 – Chapter Management**

1. The governing board of the chapter, known as the Board, is made up of officers and chapter executives. The officer positions 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 chapter executives. Each board position shall be for a 2-year term.
2. The Board shall not be less than five (5) members and not more than fifteen (15). Quorum for Chapter Board Meeting shall be a) simple majority of the five (5) officer positions (three out of five); and b) simple majority of the chapter executives (50% +1); and c) at least 50% of all members present must be P.Eng.
3. Board members must be in good standing with PEO. This includes but is not limited to, annual payment of financial dues, training obligations, no successful grievances that prohibits them from participating on a Chapter.
4. Majority of the Board must be a P.Eng. The number of EITs on the Board shall not be more than 20% of the size of the Board. Individuals not registered with PEO cannot be a Board Member but are encouraged to volunteer on sub-committees.
5. All officer positions of the Board and all of the executives must reside within the geographic boundary of the chapter.
6. EITs can hold executive positions on the chapter board, become a subcommittee chair subject to chapter board approval, and serve as a chapter officer without signing authority and, as such, can only serve as an officer in the capacity of secretary. EITs have full voting rights in the Chapter, ability to move and second motions in the Chapter, and nominate members for chapter election however cannot have signing authority for the Chapter.

## **ARTICLE 6 – Chapter Nomination and Election**

1. A Chapter Election Nominating Committee shall be comprised of three members of the chapter and chaired by a Chapter Election Officer:
  1. All members of the Chapter Election Nominating Committee must NOT be part of the current slate of candidates. If they are part of the current slate of candidates, the current Board shall appoint all the members of the Chapter Nominating Committee.
2. Chapter Election Officer shall be a P.Eng. member of PEO in good standing (current with their respective dues and payments with PEO).
  1. The Chapter Election Officer shall be appointed by the current Board or via an approved motion at the Chapter AGM.
  2. With the assistance of two Chapter Election Scrutineers (if needed), the Chapter Election Officer shall conduct the election for the Chapter in accordance with established By-law.
  3. The Chapter Election Officer must NOT be part of the current slate of candidates and cannot be a member of another Chapter.
3. A call for election notice shall be sent to all chapter members requesting nominations for the slate of candidates for the Board, no later than 3 (three) weeks prior to the Chapter Annual General Meeting (AGM).
  1. The slate of candidate nominations shall be received and verified by the Chapter Nominating Committee.
4. All valid nominations must bear the signatures of two nominators who are eligible to vote at the Chapter AGM and the nominee must accept the nomination.
5. A slate of candidates shall be presented by the Chapter Nominating Committee at the Chapter AGM.
  1. Nominations will close two weeks prior to the AGM at the time and date announced by the chapter nominating committee. Any nominations received after the close date will not be considered and will be discarded.
  2. At the AGM, candidates will not be nominated or accepted from the floor unless a vacancy remains on the Chapter Board.
  3. If a vacancy remains and nomination are accepted from the floor of the AGM, each floor nomination must be moved and seconded by the two nominators who are members of the chapter and are eligible to vote at the chapter AGM and the nominee must accept the nomination.
  4. Candidates so nominated will be added to the slate of candidates.
6. The Board of the Chapter shall be elected in accordance with established Chapter Bylaws, on a biennial basis (every two years).
7. The Chair must have served at least one year on the Board as an officer, executive, or other committee of Council during the previous five years to qualify to be the Chair.
8. 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.

9. Should additional Board members be required due to either resignation or insufficient numbers of individuals elected at the AGM or additional chapter needs arise, the current Board is empowered to appoint such additional members as may be required for the balance of the term of the Board.
10. Two Chapter Election Scrutineers may assist with the Chapter Election, if necessary. Both Scrutineers, if needed, shall be a P.Eng. or EIT member of PEO in good standing (current with their respective dues and payments with PEO)
  1. If required, the Chapter Election Scrutineers:
  2. shall assist the Chapter Election Officer to conduct the election for the Chapter in accordance with established Chapter By-Law.
  3. shall make sure the election process is followed, and re-verify the ballots if requested by a Candidate.
  4. must NOT be part of the current slate of candidates and they cannot be a member of another Chapter.
  5. shall be appointed by the current Board or via an approved motion at the Chapter AGM.

#### **ARTICLE 7 - Meeting**

1. A minimum of 4 (Four) Board meetings a year shall be held. One meeting shall be the AGM to be held in the first quarter of the year or as deemed practical.
2. Extraordinary Chapter meetings may be called by the Chair of the Chapter, as deemed necessary.
3. Upon the written petition of twenty (20) members of the Chapter to the Chapter Secretary, extraordinary Chapter meetings shall be convened.
4. Notice of Board meetings shall be sent to all Board members not less than seven days before the meeting is to take place.
5. Executives shall attend no less than 60% of the board meetings in the format defined by the prior approval of the majority of the officers.

#### **ARTICLE 8 - Expenditures**

1. The fiscal year of the Chapter shall be the calendar year.
2. All expenditures on behalf of the Chapter shall be approved by the Board.
3. The Treasurer shall be responsible for the financial accounting of the Chapter affairs.
4. All Chapter expenses will be processed as per the Chapter Financial Manual that is maintained and updated by the Chapter Office.

#### **ARTICLE 9 - Examiner**

1. The Chapter Office and PEO Finance Department shall be responsible for maintaining accurate records of all Chapter expenses and all forms of revenue. They shall also be responsible for appointing an examiner, for ensuring the previous 12 months financial statement is free from material error.
2. The books shall be closed by the Treasurer, at least one week prior to the AGM. The financial statement and the summary of completed activities shall be presented to the membership at the Chapter AGM.

#### **ARTICLE 10 – Report**

1. The Board shall submit their chapter annual activity report in accordance with the chapter office, to the Chapter Office at PEO and the Senior Regional Councilor concerning the activities of the Chapter for the preceding fiscal year. The chapter annual activity report is completed by filling in the activity report tab on the business plan spreadsheet.
2. The Board shall prepare annual business plans which include planned activities for the coming year and financial assistance required to conduct the local affairs of the Chapter. Chapter business plans shall be completed and submitted in a time as specified by the Regional Councilors Committee for inclusion within the annual PEO budget process.

## **ARTICLE 11 – Amendments**

1. The By-Laws may be amended by a two-thirds majority vote of a quorum of the Chapter Board at any Chapter Board meeting, subject to ratification by majority of Chapter members attending the next AGM. The amendment when passed, shall be forwarded to the Chapter Office.
2. The Chapter may pass additional by-laws, again, subject to ratification by majority of Chapter members attending the next AGM for the governance of its members and all other purposes as may be deemed necessary for the management of the Chapter and conduct of its business. Such additional by-law amendments shall be outlined as appendices to this by-law.
3. Once approved at the AGM, it would take effect at the succeeding AGM moreover.