



Chapter By-law

GENERAL

Chapters of the Association of Professional Engineers of Ontario (called PEO) are constituted and operate under the Professional Engineers Act, Chapter 13, Statutes of Ontario 1984, Regulation 941 (Regulations), 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 the Toronto-Humber Chapter, PEO (or Toronto Humber Chapter, PEO) hereinafter called "Chapter".
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 CEO/Registrar of PEO.

ARTICLE 2 – Essential Purpose

1. The essential purpose of Chapters is Policy and Communications through the following initiatives:
 - (a) Enhance a local presence for the engineering profession throughout Ontario.
 - (b) Provide an introduction and training for professional engineers who want to participate in the statutory functions of the profession.
 - (c) Provide timely and current information to license holders
 - (d) Provide an active communication link between the membership and Council with regards to:
 - i) Policy development,
 - ii) Succession planning for PEO Leadership, and
 - iii) PEO and Chapter Budget planning.
 - (e) Provide a forum for the local discussion of professional and civic affairs.
 - (f) Enhance the professional development, competency and social responsibility of professional engineers.
 - (g) Serve as an information resource for professional engineers, the public and society.
 - (h) Promote public awareness of the engineering profession in the local community.
 - (i) Provide local point of contact for the community to access information on the profession of Engineering.
 - (j) Promote participation of license holders in Chapter activities and PEO committees.
 - (k) Promote recognition of individuals or firms for their support of the profession.

ARTICLE 3 - Membership

1. Members of PEO residing within the Chapter boundaries shall be members of the Chapter.
2. Engineering Interns (EITs) as defined in Regulations who reside within the Chapter boundaries shall be extended all the privileges of chapter membership.
3. Canadian undergraduate engineering students who are registered under the Student Membership Program (SMP members) and Licensed Engineering Technologists (LETs) who reside within the Chapter boundaries shall be extended the privilege of participating in Chapter activities, but involvement is limited as noted below.

ARTICLE 4 – Chapter Management

1. The governing board of the chapter, known as the Board, shall consist of officers and executives and not be less than five (5) members.
2. 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. SMP members may serve as Associate members, but shall not be entitled to vote or hold officer or executive positions.
3. Board members of a chapter must be in good standing with PEO.
4. A majority of the officer positions of the Board and a majority of the executives must reside within the geographic boundary of the chapter.
5. Further to Article 1, the duties and responsibilities of the officer positions shall be consistent with those outlined in the Chapter Administration Section of the current edition of the PEO Chapter Executive's Manual and the Terms of Reference for Chapters, as summarized or amended below:
 - (a) The Chair shall normally preside at all Board meetings and Chapter meetings or events. The Chair, with the advice of the Board, shall exercise general supervision over the affairs of the Chapter. The Chair shall be an ex-officio of all committees and shall perform such other duties as are ordinarily incumbent upon a chair.
 - (b) The Vice-Chair shall work in close co-operation with the Chair with respect to matters of PEO, actively participate, and report to the Board when the Chair is absent.
 - (c) [Left blank]
 - (d) The Past-Chair shall work in close co-operation with the Board to assure continuity, provide liaison with other Engineering Societies, and serve as Chair of the Nominating Committee.
 - (e) The Secretary shall keep and have charge of the records and conduct the general correspondence of the Chapter. The Secretary shall perform such other duties as are assigned by the Board and shall generally perform all duties pertaining to the office of Secretary.
 - (f) The Treasurer shall track financial transactions approved by the Board and be the financial advisor to the Board. The Treasurer shall direct all monies belonging to the Chapter to PEO Finance Centralized Banking. PEO Finance shall be custodian of the Chapter's assets under the PEO Finance Centralized Banking. The Treasurer shall keep a record of all receipts and expenditures approved by the signing officers and shall report the financial position of the Chapter when requested by the Board or by any member at a meeting.

- (g) In addition to the annual election of officers a minimum of three executives shall be elected annually at the Chapter AGM, or at such other times as approved by motion. They shall attend the Board meetings and generally assist the officers in carrying out the aims and objectives of the Chapter.
 - (h) Chapter Co-ordinators and Sub-committee Chairs may be appointed by the Chair from the officers or executives on an annual basis for: Program/Events, License Certificate Presentations, Webmaster, Education/Student Outreach, National Engineering Month, Chapter Privacy Officer (refer to Article 9), Government Liaison Program, International Engineering Graduates Liaison, Chapter Scholarship, Advocacy Liaison, and others that may be deemed necessary.
6. Engineering Interns can hold an officer or executive position.
 7. A Nominating Committee comprised of one member of the current Board, usually the Past-Chair, who serves as the Nominating Committee Chair, and two members from the executives or Chapter members at large shall be appointed by the current Board by no later than September of the year preceding the election year. The slate of candidates prepared by the Nominating Committee, and a notice requesting nominations for the Board with names to be received by the Nominating Committee no later than two weeks prior to the Chapter Annual General Meeting (Chapter AGM), shall be sent to all Chapter members with the notice calling the Chapter AGM. Nominations must bear the signature of two nominators who are Chapter members eligible to vote at the Chapter AGM and the nominee, accepting the nomination.
 8. A slate of candidates shall be proposed by the Nominating Committee for presentation at the Chapter AGM. At the Chapter AGM, a mover and a seconder can nominate candidates from the floor with acceptance by the nominee. Candidates, so nominated will be added to the final slate of candidates.
 9. The Board shall be elected at the Chapter AGM from the proposed final slate of candidates. The Nominating Committee Chair shall conduct the elections at the Chapter AGM. An election shall be held for each position of the Board with more than one nominee; otherwise, the nominees on the proposed slate of candidates shall be declared elected by acclamation. The results of the election shall be announced and the in-coming Board shall take office at the Chapter AGM.
 10. The officers shall be elected on an annual basis at the Chapter AGM, or at such other times as approved by motion.
 11. The Chair should normally have served at least one year on the Board or other committee of Council during the previous five years.
 12. 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.
 13. Should additional Board members be required due to either resignation or insufficient numbers of individuals elected at the Chapter AGM, the current Board is empowered to appoint such additional members as may be required for the balance of the term of the Board.
 14. Any Board member absent for 50 percent of the Board meetings called in any calendar year and not contributing to the Chapter in some other manner, without advising the Chair or Secretary of their situation prior to the meeting, shall cease to be an officer or executive, as applicable.

15. Standing and or Special Committees (Committees) shall be established by the Board as may be deemed necessary, and shall operate in accordance with the terms of reference established by the Board.
 - (a) The Chapter Chair shall appoint a Committee Chair from the members of the Board.
 - (b) All Committees are responsible to the Board.
 - (c) Committee Chairs may initiate correspondence within their function, by copy of all such outgoing correspondence, other than between Committees or Committee members, shall be sent to the Chapter Chair and Secretary.

ARTICLE 5 - Meeting

1. A minimum of four Board meetings a year shall be held at the discretion of the Board; one meeting shall be the Chapter AGM to be held in the first quarter of the year.
2. Extraordinary Chapter meetings may be called by the Chapter Chair, as deemed necessary.
3. Upon the written petition of 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. A Chapter AGM shall be the final meeting to be called by the incumbent Board, and shall include the following business:
 - (a) Presentation of annual reports by the Chair, and Vice-Chair,
 - (b) Presentation of the financial summary for the preceding fiscal year by the Treasurer; and
 - (c) Annual election of the Board.
6. A quorum for Board and extraordinary Chapter meetings shall be four from the Board, of which two are officers.
7. A quorum for the Chapter AGM shall be those Chapter members and EITs in attendance.
8. Voting shall be by show of hands, unless a formal request is made by an attendee to conduct a secret ballot. Motions put forth will be deemed passed or defeated by a vote of a minimum of 50 percent plus one of the attendees eligible to vote.

ARTICLE 6 - Expenditures/Contracts

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 accounts shall be approved by any two of the Treasurer, Chair, or Vice-Chair and such approval be provided to PEO Finance.
5. Contracts issued in the name of the Chapter for an event or function set out in the chapter's annual business plan or an additional event agreed to by recorded motion passed by the Board can be executed and signed by either the Chair, Vice-Chair, Treasurer, or Secretary. A Board member may be granted limited signing authority for a specific purpose by a recorded motion passed by the Board.

ARTICLE 7 - Auditors

1. The audit of the Chapter's finances would be included in PEO's Annual Financial Audit as the account resides in the PEO Finance Centralized Banking.

ARTICLE 8 – Report

1. The Board shall submit an annual report by January 31st of each year, to the CEO/Registrar of PEO concerning the activities of the Chapter for the preceding fiscal year.
2. The Board shall prepare annual business plans that include planned activities for the coming year and financial assistance required to conduct the local affairs of the Chapter. Such plan shall be completed and submitted as requested by PEO (normally in June) in sufficient time for inclusion within the annual PEO budget process, prior to September of each year for the upcoming calendar year.

ARTICLE 9 - Privacy

1. The Chapter shall follow the established PEO Privacy Policy.
2. The Board shall appoint the Chapter's Privacy Officer, normally the Secretary.

ARTICLE 10 - Amendments

1. The Chapter may pass by-laws, subject to approval by the Council of PEO, for the government of its members and all other purposes as may be deemed necessary for the management of the Chapter and conduct of its business.
2. This by-law may be amended by a two-thirds majority vote of the Board at any Board meeting, provided that the notice of the proposed amendment has been included with the notice calling the meeting. Notices for this purpose must be postmarked or electronically sent at least seven days in advance of the meeting.
3. Amendments to this by-law are subject to ratification by the simple majority of the Chapter members attending the next Chapter AGM, provided that the notice of the proposed amendment has been included with the notice calling the Chapter AGM. Notices for this purpose must be postmarked or electronically sent at least seven days in advance of the meeting. Amendments when passed shall require the approval of PEO Council.

By-law previously approved by the membership at the Chapter AGM, May 6, 1993, and amendments were approved at subsequent Chapter AGMs held on February 29, 2000 and February 18, 2004.

Revised By-law ratified by the Chapter membership at the Toronto-Humber Chapter AGM, February 21, 2007, and approved by PEO Council in 2006.

Revised By-law approved by Regional Councillors in late 2020s, and ratified by the Chapter membership at the Toronto-Humber Chapter AGM, February 24, 2021.

Revised By-Law approved by Regional Councilors September 2021, by Chapter Board, October 6, 2021, and ratified by Chapter membership at the Toronto-Humber Chapter AGM, February 16, 2022.