



## **PEO Scarborough Chapter By-laws**

*(As amended on January 31, 2009)*

### **1. General**

Chapters of the Association of Professional Engineers of Ontario (called PEO) are constituted and operate under the following governance:

- 1.1. Professional Engineers Act, R.S.O. 1990, Chapter P.28, as amended 1997, 1999, 2000, 2001, 2002 and 2006
- 1.2. Professional Engineers Act, R.R.O. 1990, Regulation 941, amended to O. Reg. 81/06
- 1.3. By-Law No. 1, (A bylaw relating to the administrative and domestic affairs of the Association of Professional Engineers of Ontario) 1984, as amended, 1993, 1999, 2000, 2002, 2004, 2005, 2006, 2007 and Revised 2008.

### **2. Name**

- 2.1. The Chapter shall be known as Scarborough Chapter hereinafter called "Chapter".
- 2.2. The Chapter shall operate in accordance with this by-laws and the Terms of Reference for Chapters - roles and responsibilities as passed by Council at Council Meeting #423 dated June 17-18, 2004. These by-laws add to and amend the preceding Terms of Reference for Chapters.
- 2.3. A copy of these by-laws shall be filed with the Chapter Manager of PEO.

### **3. Territory and Boundaries**

- 3.1. The territory of the Chapter shall be within "East Central Region" as defined in the PEA Regulation 941.
- 3.2. The Chapter's territory is the Chapter area referred to in By-Law No. 1
- 3.3. The boundaries of the Chapter that define its territory as existed before By-Law No.1 and as altered by Council from time to time.



- 3.4. Currently, the Chapter boundaries are bounded by:
  - 3.4.1. on the South by Lake Ontario,
  - 3.4.2. on the West by Victoria Park Avenue,
  - 3.4.3. on the East by the East boundary of the City of Toronto, and
  - 3.4.4. on the North by Steels Avenue

#### **4. Purpose**

The essential purpose of Chapters is policy and communications through the following initiatives:

- 4.1 Enhance a local presence for the engineering profession throughout Ontario.
- 4.2 Provide an introduction and training for professional engineers who want to participate in the statutory functions of the profession.
- 4.3 Provide timely and current information to license holders.
- 4.4 Provide an active communication link between the membership and Council with regards to:
  - 4.4.1 Policy development.
  - 4.4.2 Succession planning for PEO leadership.
  - 4.4.3 PEO and Chapter budget planning.
- 4.5 Enhance the professional development, competency and social responsibility of professional engineers.
- 4.6 Provide a forum for the local discussion of professional and civic affairs.
- 4.7 Serve as an information resource for professional engineers, the public and society.
- 4.8 Promote public awareness of the engineering profession in the local community.
- 4.9 Provide local point of contact for the community to access information on the profession of Engineering.
- 4.10 Promote participation of license holders in Chapter activities and PEO committees.
- 4.11 Promote recognition of individuals or firms for their support of the profession.



## **5. Membership**

- 5.1. Members of PEO residing within the Chapter boundaries shall be members of the Chapter.
- 5.2. Those members, who are employed, but not resident within the Chapter boundaries, may elect to be members of the Chapter.
- 5.3. Those members of PEO, who live outside the Province of Ontario, or Canada, may elect to be members of the Chapter.
- 5.4. Engineers-in-training (EIT):
  - 5.4.1. EITs are those who are recorded in the register under Section 81 of the Professional Engineers Act, R.R.O. 1990, Regulation 941 as amended and subsequent By-Law No. 1 and Council decisions.
  - 5.4.2. EITs who reside within the Chapter boundaries shall be extended the privileges of chapter membership, following the established PEO guidelines on privacy and relevant regulations.
  - 5.4.3. EIT members are eligible to become executive members of the board but are not eligible to become officers of the board as per PEO guidelines.

## **6. Management**

- 6.1. A Board consisting of PEO members in good standing shall govern the Chapter.
- 6.2. The Board consists of Officers and Executives.
- 6.3. The Officers of the Chapter are:
  - 6.3.1 Four elected members, namely: Chair, Vice-Chair, Treasurer, Secretary, and
  - 6.3.2 One non-elected member: The immediate Past Chair as an officer ex-officio.
  - 6.3.3 If the immediate Past Chair is not available, then any Chapter Past Chair may fill this position.
- 6.4. The Executives of the Chapter:
  - 6.4.1 There shall be a minimum of two Executive positions.
  - 6.4.2 The Board can create additional Executive positions.
  - 6.4.3 The Board can remove any Executive positions over the minimum number.
- 6.5. A majority of the Officers and a majority of the Executives must reside within the geographic boundaries of the Chapter.



- 6.6 A quorum to hold a Board meeting is a simple majority of the Board and a simple majority of the Officers.
- 6.7 Guests at Board meetings.
  - 6.7.1 Board meetings are open to visiting Chapter members. They can have input in chapter affairs through the Board members. They may be invited to participate in discussions at the discretion of the Chair.
  - 6.7.2 Any other person may attend only upon the invitation of the Chair.
- 6.8 Only Board members are eligible to move and vote on motions.
- 6.9 Any method of communication agreed to by the Board may be used to conduct Chapter business.
- 6.10 The Board can establish voting procedures that include electronic or any other method of communication. A particular method of communication will not automatically change normal voting protocols or procedures.

## **7. Candidates**

- 7.1. Chapter members are eligible for all positions within the Board.
- 7.2. A member of any other PEO chapter may be a candidate for:
  - 7.2.1. A Chapter Executive position, as long as the majority of all the Executives reside within the Chapter.
  - 7.2.2. A Chapter Officer positions, as long as the majority of all the Officers reside within the Chapter.
- 7.3. PEO Council Member.
  - 7.3.1. May not be a candidate for a Chapter Officer or executive position.
  - 7.3.2. May be a volunteer of the chapter
  - 7.3.3. May be invited to the board meetings as advisors.
- 7.4. A non-member may serve on a sub-committee or committees of the Chapter. A non-member may also be invited to the board meetings.
- 7.5. All members should normally serve as sub-committee members, sub-committee Chairs and Executive Board members so as to qualify for the remaining positions. The normal progression of positions for volunteers within the Chapter is:
  - 7.5.1. Sub-committee member
  - 7.5.2. Sub-committee Chair
  - 7.5.3. Executive Board member
  - 7.5.4. Treasurer or Secretary



- 7.5.5. Vice-Chair
- 7.5.6. Chair
- 7.5.7. Past Chair
  
- 7.6. Candidates for the Secretary and Treasurer positions would normally have at least one year experience as an Executive Board member in any PEO chapter.
  
- 7.7. Candidates for the Vice-Chair position should normally have at least one year experience as a Secretary or Treasurer of any PEO chapter.
  
- 7.8. Candidates for the Chair position should normally have at least one-year experience as a Vice-Chair of the Chapter and at least one year experience as a Secretary or Treasurer of any PEO chapter.
  
- 7.9. A Chair can serve a maximum of two consecutive years in the Board.
  
- 7.10. In the absence of experienced candidates the search-committee may choose the best qualified nominees from the PEO membership at large.
  
- 7.11. If there are insufficient candidates to fill the positions available, the following actions (in order of preference) may be taken:
  - 7.11.1. The number of Board added Executive positions might be reduced.
  - 7.11.2. If necessary, the required Executive positions may be combined.
  - 7.11.3. If still necessary, the positions of Secretary and Treasurer may be combined.
  - 7.11.4. If still necessary, the positions of Chair and Vice-Chair may be combined.
  
- 7.12. At any meeting, the holder of any combined positions is entitled to only one vote.

## **8. Elections**

- 8.1. The Board shall appoint a search committee comprised of a Past Chair, one member of the current Board and at least one Chapter member at large.
  
- 8.2. The search committee will propose a full slate of nominees for the elected positions.
  
- 8.3. Notice of the Annual General Meeting (AGM) shall be given to Chapter members at least one month before the AGM.
  
- 8.4. The notice of the AGM shall include:
  - 8.4.1. Number of executive positions;
  - 8.4.2. Names of the nominees proposed by the search committee
  - 8.4.3. Names of members appointed by Council, and
  - 8.4.4. An invitation to the membership to submit other names as candidates.



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- 8.5. Nominations from members for any positions must:
  - 8.5.1. Be submitted in writing to the search committee at least two weeks in advance by filling out the form given in Appendix-A.
  - 8.5.2. Bear the signature of three nominators who are eligible to vote at the AGM.
  - 8.5.3. Bear a signature of acceptance by the nominee, and
- 8.6. The final slate of candidates standing for election comprise of the following candidates:
  - 8.6.1. Nominated by the search committee, and
  - 8.6.2. Nominations properly completed and received from members-at-large.
- 8.7. All the officers and executives for the Board, except the past chair, shall be elected at the AGM from the slate of candidates standing for election.
  - 8.7.1. A member of the search committee ideally the Chair shall conduct the election as the presiding officer.
  - 8.7.2. The final slate of candidates with their respective nominated positions shall be presented.
  - 8.7.3. In the event that a position has only one candidate, that candidate shall be declared elected by acclamation.
  - 8.7.4. Only Chapter members in attendance at the AGM are entitled to vote.
  - 8.7.5. Proxy votes are not permitted.
  - 8.7.6. The presiding officer shall refrain from voting, except to break a tie.
  - 8.7.7. Voting shall be by a show of hands, unless a formal request is made to conduct a secret ballot.
  - 8.7.8. A plurality vote shall elect a candidate to the position for which he/she is nominated.
  - 8.7.9. After counting, the results of the election shall be announced at the meeting.
  - 8.7.10. If a secret ballot was conducted, the presiding officer shall ask for a motion to destroy the ballots.
  - 8.7.11. The incoming Board shall take office immediately.
- 8.8. After an AGM, should a Board position be vacant, or become vacant, the remaining elected Board is empowered to appoint such additional members as may be required for the balance of the unexpired tenure of office.

## **9. Meetings**

- 9.1. Board meeting
  - 9.1.1. A minimum of four Board meetings a year shall be held.
  - 9.1.2. One of these meetings is the AGM, which shall be held in the first quarter of the calendar year.
  - 9.1.3. The Board shall set the dates of the Board meetings.
- 9.2. Extraordinary Chapter meetings may be called by:
  - 9.2.1 the Chair, or



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- 9.2.2 A written petition of 2 Officers of the Board or any 3 members (officers or executives) of the Board to the Chair or;
- 9.2.3 A written petition of 20 Chapter members to the Chapter Secretary.
- 9.3 Notice of Board meetings shall be sent to all Board members at least five calendar days before the meeting.

## **10. Expenditures**

- 10.1. The fiscal year of the Chapter shall be the calendar year.
- 10.2. The Board shall approve all expenditures on behalf of the Chapter.
- 10.3. The Treasurer shall be responsible for the financial accounting of the Chapter.
- 10.4. The Officers of the Chapter shall be the cheque-signing officers for the Chapter.
- 10.5. At its discretion, the Board may designate additional signing officers from the members of the Board.
- 10.6. All accounts shall be paid by cheque, signed by at least two signing officers.
- 10.7. The recipient of a payment cannot authorize payments to him/herself unless countersigned by a third signing officer.
- 10.8. Receipts are required for disbursements from Chapter funds.
- 10.9. Properly filled expense claims forms are required with receipts for individual expenses; except for items like mileage, meter parking, etc. where receipts are not normally provided.

## **11. Auditor**

- 11.1 An auditor, shall be appointed by the Board who is:
  - 11.1.1 A member of the Chapter but not a member of the Board, or
  - 11.1.2 A registered Chartered Accountant, or
  - 11.1.3 A registered Certified General Accountant.
- 11.2 The books shall be closed at the end of the Chapter fiscal year. The books shall be audited at least one week prior to the AGM.
- 11.3 The audited financial statement and the summary of completed activities shall be presented to the membership at the Chapter AGM.



- 11.4 Additional audits shall be performed at the direction of the Board
- 11.5 A copy of the auditors' report shall be submitted to the Chapter Manager of PEO within a month after the AGM.

## **12. Report**

- 12.1. The Board shall submit an annual report by end of January each year, to the Chapter Manager of PEO concerning the activities of the Chapter for the preceding fiscal year.
- 12.2. The Board shall prepare an annual business plan, which includes 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 to the Chapter Manager of PEO, normally prior to September of each year for the upcoming calendar year.

## **13. Privacy**

- 13.1. The Chapter is required to follow the established PEO Privacy Policy in accordance with the appropriate provincial and federal laws in force.

## **14. Amendments**

- 14.1. The Chapter may pass by-laws, subject to ratification by the majority of the Chapter members attending the next AGM, and approval by the Council of PEO, for the government of its members and for all other purposes as may be deemed necessary for the management of the Chapter and conduct of its business.
- 14.2. These by-laws 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 ten days in advance of the meeting.
- 14.3. Amendments will not take effect until the majority of the Chapter members attending the next AGM ratify them, provided that the notice of the proposed amendment has been included with the notice calling the AGM. Notices for this purpose must be postmarked or electronically sent at least ten days in advance of the meeting. Amendments when passed shall be submitted to the PEO Chapter Manager for the approval of PEO Council.





## **15. Validity**

- 15.1. These by-laws revoke and replace all previous by-laws of the Chapter.
- 15.2. The effective date of this by-law is January 31, 2009 and will remain in force until revoked by other by-laws of the Chapter.