

## CANADIAN SOCIETY OF SAFETY ENGINEERING (CSSE)

### BY-LAWS OF THE TORONTO CHAPTER

Dated: November 16, 2015

Revised

#### PRECEDENCE

The Constitution and By-Laws of the Canadian Society of Safety Engineering (CSSE) are binding on the Toronto Chapter and in the case of any conflict between CSSE and the Toronto Chapter By-Laws, the former will take precedence.

#### MEMBERSHIP

Membership qualifications and classifications shall be in accordance with the National By-Laws.

#### BOARD OF DIRECTORS

##### Composition

The Toronto Chapter is governed by a volunteer Executive Committee, drawn from and elected by the Chapter membership. The Executive Committee is comprised of four Executive Officers (Chapter Chair, 1<sup>st</sup> Vice Chair, Treasurer, and Immediate Past Chair). In addition, there are elected Directors which along with the Executive Committee make up the Board of Directors (BOD).

The BOD consists of a minimum of seven (7) persons (four Executive Officers and three Directors) to a maximum of ten (10) persons (four Executive Officers and six Directors).

No member of the BOD may hold more than one office/position at a given time.

##### Responsibility

The Executive Committee is responsible for the overall direction and operation of the Chapter on a local level, and establishes and implements policies and procedures to advance the objectives of the Chapter. It also ensures the efficient and effective use of the Chapter's resources.

##### Meetings

The BOD shall meet at least four (4) times in each year at such time and place as the Chair may deem proper. At least one of these four meetings shall be held for the purpose of planning annual Chapter activities and the annual review of the Chapter by-laws and Chapter Business Management Guide. Special meetings may be called by the Chair, or shall be called on the request of any three Directors.

At least ten (10) days' notice, by email or otherwise, shall be given to all Directors of any BOD meeting.

Four (4) members of the BOD shall constitute a quorum at all meetings of the BOD.

### Term of Office – Executive Committee

No person shall hold the office of Chair, 1<sup>st</sup> Vice Chair and Immediate Past Chair for more than two (2) consecutive years. All efforts shall be placed on alternating the terms of office for these three Executive positions so as not to have a complete turn-over of these positions in the same year.

The person in the position of Treasurer shall be eligible for re-election for additional terms of office extending beyond two (2) consecutive years.

For continuity, the position of Chair will be filled by succession by the 1st Vice Chair.

For continuity, the position of 1<sup>st</sup> Vice Chair will be filled by succession by a Director from the BOD.

### Term of Office - Directors

Directors who are not members of the Executive Committee shall be elected for a term of two years, but may serve more than one successive term. Directors can serve a maximum of four two-year terms.

### Remuneration

All members of the BOD shall serve without remuneration.

Members of the BOD, may be reimbursed for necessary and reasonable, out-of-pocket, travel or other expenses incurred in connection with duties performed for the Chapter.

## CHAPTER MEMBERSHIP MEETINGS

### Monthly Professional Development Meetings

The Chapter shall hold a minimum of seven (7) meetings in each calendar year unless exempted by the National CSSE BOD. The Chapter Chair shall ensure that this requirement is fulfilled.

### Annual General Meeting

An Annual General Meeting of members shall be held on the second Tuesday of December, each year at such time and place as the BOD may appoint. Notice of the Annual General Meeting shall be emailed to each Chapter member and posted on the Chapter website not less than thirty (30) days prior to the meeting. Notice shall include meeting agenda, minutes of the last Annual General Meeting, and financial statements, if applicable.

### Regular Meetings of Members

The Executive may at any time call a regular meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A regular meeting of members shall also be called by the BOD upon receipt of written notice from not less than twenty-five (25) members.

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given to each member by email not less than fifteen (15) days before the date of the meeting.

### NOMINATION AND ELECTION OF EXECUTIVE OFFICERS AND DIRECTORS

#### Election

Elections for the BOD positions of Treasurer and Director shall be held when the need to fill a vacancy occurs or during the Annual General Meeting (AGM) of the Chapter.

For continuity, the position of 1<sup>st</sup> Vice Chair shall be filled by succession from a member of the BOD.

For continuity, the position of Chair shall be filled by succession from 1<sup>st</sup> Vice Chair.

#### Eligibility of Election

A person who is a voting member in good standing (membership dues fully paid) of the National CSSE Society and has chosen the Toronto Chapter as their home chapter shall be eligible to seek election on the Toronto Chapter BOD.

#### Election Process

No less than ninety (90) days prior to the need to fill a BOD vacancy or the AGM, the BOD shall appoint a Nominations Committee of no less than three (3) people. The Chair of the Nominations Committee shall be the Immediate Past Chair.

No less than sixty (60) days prior to the need to fill a BOD vacancy or the AGM, the BOD shall give notice to members via email:

- Seeking nominations for eligible members as Officers for the available positions
- Attaching the application process for nominees including deadline for submission and nomination form
- Requiring that applications to be considered must be signed by the candidate (nominee) and co-signed by at least two (2) CSSE Toronto Chapter members as nominators.

After the deadline for submission, the Nomination Committee will review all nomination forms and accompanying documentation to ensure that the candidates have met the required

competencies/criteria as posted on the official email notice and submitted all required documentation and will add the candidate's name to the election slate.

No later than fifteen (15) days before the AGM or the start of the online election, the Executive Committee will give notice by email to all Toronto Chapter members:

- Identifying the names of persons who are eligible for each available position from the applications that were received
- Provide a brief summary of each person's qualifications and background information

In the event that there are not two or more nominations received for any position, the Executive Committee may nominate one or more eligible candidates for the position or may acclaim eligible candidates into the vacant positions without an election.

The election of candidates will take place either by email vote or in person vote at the AGM.

In the event the election takes place by email, the Executive Committee will send an email notice to all Toronto Chapter members advising of the candidates for each position and the process to vote by email. The Executive Committee will count and tabulate the election results immediately following the deadline for voting and the candidate/s who receive the majority of the votes will be declared a member of the BOD. The Executive Committee will advise all Toronto Chapter members of the election results within seven (7) days through email notice to all Toronto Chapter members.

In the event of an in person vote at an AGM, the Executive Committee will prepare ballots that clearly identify the names of candidates for each position and will distribute the ballots to all attending Toronto Chapter members. All ballots will be gathered during the AGM, counted and tabulated and the results announced during the AGM. As well, an email notice will be sent out to all Toronto Chapter members within seven (7) days of the election informing the members of the results.

#### STANDING COMMITTEES

The BOD shall have the power to create Standing or Special Task Committees from among Toronto Chapter members to further the work of the BOD and the Chapter and shall appoint a Chair of such Committees. Examples of such committees are:

- Program
- Membership
- Public relations
- Constitution & By-laws
- Education

### AUDITORS

Auditors shall be appointed each year by the BOD to examine the books and accounts of the Chapter and report their findings to the membership at the AGM.

It shall also be the duty of the Auditors to inform the BOD promptly concerning any unsatisfactory or irregular practices or method of handling the finances or accounting of the Chapter which may come to their attention.

### HANDLING OF FUNDS

The Chapter Treasurer shall deposit all monies received by the Chapter promptly to the credit of the Chapter in such bank as may be ordered by the BOD. It is the duty of the Treasurer to maintain complete and accurate records of bank deposits, all monies received and all expenditures or payments out of the funds of the Chapter.

The BOD shall appoint a minimum of two (2) members of the BOD as signing authorities.

The Chapter Treasurer is authorized to make petty cash payments not exceeding twenty-five (25) dollars. Petty cash payments must be made with a receipt which fully describes the payment.

### CHAPTER HEADQUARTERS

The headquarters of the Chapter shall be the address and mailing place as designated by the BOD.

### CHAPTER REPORT / MEMBERSHIP FEE REBATE

The Chapter must submit to the National CSSE BOD an Annual Report of the previous year's activities when requested by the National CSSE BOD. Completion of a Chapter's Annual Report allows CSSE to act in a duly diligent manner and meet its regulatory requirements under the Canada Corporations Act. Submitting the Annual Operations Report will allow the Toronto Chapter to receive its annual membership rebate from the National CSSE Society.

### AMENDMENTS OF BY-LAWS

The by-laws of the Toronto Chapter may be repealed, amended, altered or added to by a majority of the Executive Members of the BOD at a meeting of the BOD. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the BOD until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. Not less than sixty (60%) percent of the votes cast in person at the next meeting shall be necessary to adopt such proposed amendments.

Alternately the BOD shall submit proposed amendments to the Toronto Chapter membership for review and adoption through email notice to each Toronto Chapter member. Not less than sixty (60%) percent of the votes cast through email shall be necessary to adopt such proposed amendments.

#### INDEMNITIES TO DIRECTORS AND OFFICERS OF THE BOD

Every BOD member and every other person who has undertaken or is about to undertake any liability on behalf of the CSSE and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the CSSE, from and against,

- All costs, charges and expenses whatever which such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatever made, done or permitted by him in or about the execution of the duties of the office or in respect of any such liability; and
- All other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses occasioned by the person's own wilful neglect or default.