

**BY-LAWS OF THE FREDERICTON BRANCH
OF THE ASSOCIATION OF PROFESSIONAL
ENGINEERS AND GEOSCIENTISTS
OF NEW BRUNSWICK
Approved 2013-01-30**

1. DEFINITIONS

In these By-Laws:

- Branch means “The Fredericton Branch of the Association of Professional Engineers and Geoscientists of New Brunswick”;
- Association, “APEGNB”, and “APEGNB/ AIGNB” means “The Association of Professional Engineers and Geoscientists of New Brunswick”;
- Fredericton District includes the Counties of York, Sunbury and Carleton and that part of Queens County north of the Saint John River and the Canaan River and Washademoak Lake.

2. NAME

The Branch shall be called “The Fredericton Branch of the Association of Professional Engineers and Geoscientists of New Brunswick”, which may be shortened for general use to “APEGNB Fredericton Branch”.

3. OBJECTIVES

The objectives of the Branch are to encourage and promote, at the Branch level, the objectives and interests of the Association; to co-ordinate with the Engineering Institute of Canada and its member societies and other engineering and geological societies and organizations; and to foster student interest in engineering and geoscience through such programs as Branch scholarships and awards.

4. MEMBERSHIP

The membership of the Branch shall consist of the following:

- registered members in good standing (including life members) of the Association residing within the Fredericton District that have paid their dues for the current year; and
- enrolled engineers-in-training and geoscientists-in-training of the Association residing within the Fredericton District that have paid their dues for the current year.

5. MANAGEMENT

The Branch affairs shall be managed by a committee hereinafter referred to as the Branch Council.

5.1 *Members of the Branch Council*

The Branch Council shall include:

- Chairperson, Vice-Chairperson, Secretary and Treasurer who will constitute the Branch Council Executive;
- Not less than four other members, called Branch Councillors, all elected by members of the Branch;
- the immediate Past-Chairperson; and
- Communications Representative.

In addition to these positions, representatives of the following organizations are invited to attend Branch Council meetings for liaison purposes:

- APEGNB - the Fredericton District Council representatives;
- Engineering and/or Geology Departments, University of New Brunswick, Fredericton Campus - a student or faculty representative (note a student member is a non paying member of APEGNB); and
- Canadian Military Engineers representative from C.F.B. Gagetown.

5.2 Membership Status

All members of the Branch Council shall be members of APEGNB and reside in the Fredericton District.

5.3 Branch Council Meetings

The Chairperson shall call Branch Council Meetings on a regular basis at approximately one-month intervals and at other times when requested in writing by at least three members of the Branch Council.

5.4 Quorum

Five members of the Branch Council, with no less than two of the Branch Council Executive present, shall constitute a quorum for the purpose of conducting a Branch Council Meeting. The meetings will be chaired by the Chairperson or, in his/her absence, the Vice Chairperson or, in his/her absence, by a member of the Branch Council designated by the Chairperson.

5.5 Administration

The Branch Council shall conduct the affairs of the Branch in a manner conforming to the By-Laws of the Association and these By-Laws. Should any conflicts arise between the By-Laws of the Association and these By-Laws, the By-Laws of the Association shall take precedence.

6. OPERATING YEAR

The Branch fiscal year shall run from January 1st to December 31st.

7. BRANCH ANNUAL GENERAL MEETING AND DINNER

A Branch Annual General Meeting must be called between January 1 and March 1 of each year to announce the results of elections and/or votes that have been held for the new Branch Council and, if necessary, amendments to the bylaws. The date for the Annual General Meeting must be established and the membership notified before the end of November of the preceding year. The Annual General Meeting can be combined with the Branch Annual Dinner at the discretion of the Branch Council.

8. TERMS OF OFFICE

The Chairperson and Vice-Chairperson shall serve a term of one year with the Vice-Chairperson automatically becoming the next Chairperson. The Secretary and Treasurer may serve a term of two consecutive years, with preference to each being elected on alternating years. The Branch Councilors shall serve a minimum term of one year. The term for Branch Council members shall commence from the date of the Branch Annual General Meeting and end at a subsequent Branch Annual General Meeting. The Communications Representative shall serve a minimum term of one year.

8.1 Resignations

A member of the Branch Council shall be deemed to have resigned for any of the following reasons:

- no longer a member in good standing of the Branch;
- failure of a member of the Branch Council to attend three consecutive Branch Council meetings without consent of the Chairperson;
- submission of a letter of resignation; or
- having been removed for just cause by unanimous vote of the remaining Branch Council members in attendance at a duly constituted Branch Council meeting.

8.2 Appointments

The Branch Council may make appointments to fill the unexpired term of any vacancies which occur.

9. NOMINATING COMMITTEE

The Branch Nominating Committee shall consist of the Chairperson and immediate Past-Chairperson, or as otherwise directed by the Branch Council.

10. NOMINATIONS

The Branch Nominating Committee shall nominate at least one Branch member for each of the vacant positions of the Branch Council. Nominees shall be selected to represent, as far as possible, the various engineering and geoscience disciplines within the Branch membership.

Nominees for the position of Vice-Chairperson shall have served on the Branch Council for at least one year and could be a registered member or an EIT.

The initial slate of nominations shall be posted to the Branch membership at least 60 days prior to fiscal year end.

Any ten members of the Branch may make nominations for any or all of the vacancies. Such nominations must be in writing to the Secretary and be delivered to the Secretary prior to the deadline for nominations at least 45 days before the fiscal year end.

If at the end of the nomination process, more than one name stands for any vacant position, the Branch Council shall proceed with an election for the position being contested. If none of the Branch Council positions are being contested, then the slate of nominees will be accepted by acclamation and put forward at the Annual General Meeting.

11. ELECTIONS

If an election is required, it shall be held as directed by the Branch Council before the Branch Annual General Meeting. Elections shall be by ballot in accordance with Section 16. The elected members shall be declared to the membership at the Branch Annual General Meeting.

12. BRANCH COUNCIL DUTIES

12.1 Duties of Chairperson

- Chair all Branch and Branch Council meetings and the Branch Annual General Meeting.
- Ensure all members of the Branch Council are familiar with their responsibilities.
- Instruct the Secretary to call all Branch Meetings, Branch Council Meetings, and the Branch Annual General Meeting.
- Appoint the necessary committees to perform Branch duties and fulfill Branch responsibilities upon agreement by the Branch Council.
- Submit reports on Branch activities for inclusion in the APEGNB Annual Report and bulletins.
- Represent the Branch on appropriate APEGNB Committees.
- Submit and present an Annual Report at the Branch Annual General Meeting.
- Participate on the Nominating Committee.

12.2 Duties of Vice-Chairperson

- Assist and/or fill in for the Chairperson at the direction of the Chairperson.
- Coordinate the organization of the Branch Annual Meeting and Dinner.
- Coordinate presentation of Branch-sponsored scholarships and awards.
- Prepare a report on activities for submission at the Branch Annual General Meeting.

12.3 Duties of Secretary

- Conduct the correspondence of the Branch and keep a full record of same. The Secretary shall call meetings of the Branch Council on instruction of the Chairperson and keep records of the proceedings. The Secretary shall also call special meetings of the Branch Council at the request, in writing, of three members of the Branch Council.
- Shall be *ex officio* member of all Committees and shall help in organizing sub-committees, but is not expected to undertake the detailed secretarial work relating to these committees.
- Shall, with the approval of the Branch Council, employ such help as may be necessary to properly conduct the affairs of the Branch.

12.4 Duties of Treasurer

- See that all monies due to the Branch are collected and deposited with funds of the Branch and shall issue cheques against these funds to cover Branch liabilities.
- Seek the prior approval of the Chairperson and/or Vice Chairperson prior to issuing cheques from the Branch account for amounts in excess of \$300.00.
- Shall have charge of the books and accounts of the Branch and is authorized to make petty cash disbursements as directed by the Branch Council.
- Prepare interim statements showing the receipts, disbursements, assets and liabilities of the Branch for monthly Branch Council meetings and submit an annual report for presentation at the Annual General Meeting of the Branch.

- Retain all securities belonging to the Branch in a bank to which the Chairperson and/or Vice-Chairperson accompanied by the Treasurer shall have access.
- Retain the key to the Branch post office box and collect and distribute mail on a regular basis (minimally monthly), prior to the monthly meetings.

12.5 Duties of Vice-Chairperson

- Assist and/or fill in for the Chairperson at the direction of the Chairperson.
- Coordinate the organization of the Branch Annual Meeting and Dinner.
- Coordinate presentation of Branch-sponsored scholarships and awards.
- Prepare a report on activities for submission at the Branch Annual General Meeting.

12.6 Duties of Branch Councillors

Branch Councilors will participate on or with Branch committees. Such committees can include the Program Committee, the Communication Committee and other special event committees that the Branch Council may from time to time convene. Upon assignment, Councilors may:

- Arrange for Branch monthly meeting locations including whatever form of lunch and refreshments required as outlined by the Branch Council.
- Find speakers for meetings and arrange for any visual aids (projectors, screens, etc.) which speakers may require.
- Reserve facilities in advance, on advice of the Branch Council, for Branch social functions. Arrange for payment of food, liquor, space rental, etc. including necessary licences and permits required for the major Branch social functions.
- Provide to the Branch membership information on all social functions and activities.
- Where a Branch Councillor acts as chairperson of a program or social committee, prepare respective reports for submission at the Branch Annual General Meeting.

12.7 Duties of the Past Chairperson

- Serve on the nominating committee.

12.8 Duties of the Communications Representative

- Ensure that communications from the Council are distributed to Members.
- Responsible for ensuring distribution list is up-to-date, at least once per year.
- When notified by a Member, remove Member from distribution list.
- Develop and implement a Communications Strategy.

The Communications Strategy should take into account various electronic means of communications, including but not limited to electronic mail (email), Branch websites, and social media websites.

13. AMENDMENTS TO BY-LAWS

Amendments to By-Laws may be proposed by any one of the following methods:

- Recommendation by the Branch Council;
- Written request to the Branch Council signed by any ten members of the Branch;
- Motion carried at any duly constituted meeting of the Branch provided that the notice of motion

has been given at the preceding meeting and provided also that such notice of motion has been presented to the Branch membership.

Amendments to the by-laws must be presented to the membership no later than 120 days before the end of the fiscal year and comments on the amendments requested. The amendments must be finalized 60 days before the end of the fiscal year and the membership notified of the proposed amendment. The amendments shall be adopted, amended, or repealed by ballot only. Such balloting shall be held in conjunction with the annual elections in accordance with Sections 7 and 16.

14. AUDITORS

On or before the Branch Annual General Meeting, two auditors who are Branch members, but not members of the Branch Council, may be appointed by the Branch Council to examine the books of the Branch to verify the Treasurer's report and submit a report for presentation at the Branch Annual General Meeting.

15. FINANCES

Annual dues are payable on the first day of January of the year for which they are applicable.

APEGNB collects dues and transfers Fredericton Branch budget to account in January of each year.

Funding from APEGNB to be determined annually. The funding amount is based on the number of Fredericton area Members.

16. BALLOTS

Voting by ballot shall be carried out through electronic mail (email). For Branch Members that do not use email, a paper ballot may be requested at least seven days before the fiscal year end.

When required for Branch elections and revisions to the By-Laws, ballots shall be sent to all Branch members with email addresses known to the Council at least fourteen days before the fiscal year end. Ballots shall be received for counting until 4:00 p.m. local time on the day before the Annual General Meeting set by the Branch Council.

For votes related to other matters deemed appropriate by the Branch Council, ballots shall be sent to all Branch members with email addresses known to the Council at least fourteen days before the final voting day which will be set by the Branch Council. Ballots shall be received for counting until 4:00 p.m. local time on the final voting day set by the Branch Council.

A completed ballot returned through email is understood to consist of an email from the email account associated with the Member. Responses through email ballot will follow the instructions for voting included in the email distributed by the Council.

A paper ballot package (if requested by a Member) shall include:

- the ballot;
- an envelope in which the ballot is to be sealed;
- an instruction card to be returned with the sealed ballot displaying the members signature and Association membership number;
- an addressed return envelope to carry the sealed ballot and the completed instruction card; and

- any information pertinent to the vote.

Completed ballots in their return envelopes will be received by mail or at a ballot box maintained over the voting period at the Association office for receipt of completed ballots.

Two (2) impartial scrutineers, who are not members of the Branch Council, shall be appointed by the Chairperson from the Branch membership for the purpose of counting the ballots. All ballots which do not comply with the voting instructions shall be rejected.

In the case of elections, the nominee(s) receiving the highest number of votes for any office shall be declared elected to that office. In the event of a tie, the scrutineers shall determine a winner by tossing a coin. The scrutineers shall only declare the elected members in their report to the Branch Council prior to the Branch Annual General Meeting.

In the case of a vote concerning revisions of the Branch By-Laws or other matters requiring a ballot vote, an affirmative vote of at least two-thirds of all valid ballots received shall be necessary to effect the proposed amendments. The results shall only be declared to the Branch Council for announcement at the Branch Annual General Meeting following the closing of the ballot.

16.0 REPEAL

All previous By-Laws of the Branch are hereby repealed.