

# **Association of Professional Engineers and Geoscientists of New Brunswick Branch By-Laws**

## **1.0 DEFINITIONS**

In these by-laws:

“Association”, “APEGNB” and “APEGNB/AIGNB” mean the Association of Professional Engineers and Geoscientists of the Province of New Brunswick”; “Branch” means The District Branch of the Association of Professional Engineers and Geoscientists of the Province of New Brunswick as defined in the APEGNB By-Laws.

## **2.0 NAME**

The Branch shall be called “The 'xxx' Branch of The Association of Professional Engineers and Geoscientists of the Province of New Brunswick”, which may be shortened for general use to 'xxx' Branch APEGNB/Section 'xxx' AIGNB.

## **3.0 OBJECTIVES**

The objectives of the Branch are to :

- (a) support Professional Development relevant to the members;
- (b) foster student interest in engineering and geoscience through participation in science fairs and career days;
- (c) enhance public awareness of engineering and geoscience in the local community;
- (d) coordinate networking opportunities for Branch members;
- (e) encourage engineers and geoscientists to participate in regulatory roles at APEGNB;
- (f) facilitate two-way communication between Members, Members-in-Training and APEGNB Council.

## **4.0 MEMBERSHIP**

Branch members shall be registered Members of the Association, Engineers-in-Training, and Geoscientists-in-Training that are deemed by the Association to be “in good standing” for the current year and are designated by the Association as being in the District.

## **5.0 MANAGEMENT**

- (a) The Branch shall be managed by an Executive Committee, hereinafter referred to as “the Branch Executive” who 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.
- (b) Branch meetings shall be called at a minimum two times per year, one of which shall be the Branch Annual Meeting.
- (c) Meetings of the Branch and Executive may be held by such communication methods, including conference/virtual call, to allow any Member to participate in the meeting.

### 5.1 Branch Executive

- (a) All members of the Executive shall be members of the Branch.
- (b) The Branch Executive shall consist of the following officers (but not limited to):
  - Chairperson
  - Vice-Chairperson
  - Secretary
  - Treasurer
  - not less than three other members, called Branch Councillors
- (c) The offices of Secretary and Treasurer or Communications may be combined.
- (d) The Executive may add a position and appoint any registered Member, Engineer-in-Training, or Geoscientist-in-Training to that position.
- (e) The Past-Chairperson shall be an ex officio committee member.
- (f) The elected District representative on APEGNB Council shall be invited to attend Executive meetings for liaison purposes.
- (g) Representatives of other organizations may be invited to attend Executive meetings for liaison purposes, including, but not limited to:
  - A representative of the Engineering and/or Geoscience university faculty who is a member of the Branch;
  - A representative of university engineering students who is not required to be a registered member of the APEGNB;
  - A representative of the Canadian Military Engineers, who is a member of the Branch.

### 5.2 Term of Office

- (a) The Branch Executive shall be elected at the Branch Annual Meeting in accordance with Section 11 (Nominations).
- (b) The term for Branch Executive members shall commence on the date of the Branch Annual Meeting and end at a subsequent Branch Annual Meeting.
- (c) The Chairperson and Vice-Chairperson may serve a term of two consecutive years with the Vice-Chairperson automatically becoming the next Chairperson.
- (d) The Secretary and Treasurer may serve a term of two consecutive years, with preference to each being elected on alternating years.
- (e) The Branch Councillors shall serve a minimum term of two years.
- (f) The Branch Executive shall fill any vacancy by appointing a member from within the Branch Councillors. Such an appointment shall be valid until the end of the term of the position vacated.

### 5.3 Resignations

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

- (a) ceasing to be a resident of the district or a member in good standing of APEGNB;
- (b) failure to attend three consecutive Branch Executive meetings, without prior regrets submitted to the Branch Executive;
- (c) on submission of a letter of resignation;
- (d) on having been removed for just cause by unanimous vote of the remaining Branch Executive.

### 5.3 Branch Executive Committee Meetings

The Chairperson shall call Executive Committee Meetings on a regular basis and at other times when requested in writing by at least three members of the Branch Executive.

#### 5.4 Quorum

Two members of the Branch Executive, including a minimum of three Branch members, shall constitute a quorum for the purpose of conducting a Branch Meeting.

#### 5.5 Minutes

The designate within the Branch Executive shall cause minutes to be recorded of each Branch Executive Meeting and of each Branch Meeting and each Annual Meeting of the Branch showing:

- (a) all appointments to offices made by the Branch Executive;
- (b) the names of all officers and the number of Branch Members present at each meeting;
- (c) all resolutions and proceedings of all meetings of the Branch and of the Branch Executive and of any Committee.
- (d) Minutes of the Branch Annual Meeting shall be forwarded to APEGNB.

### **6.0 BRANCH COMMITTEES**

The Branch Executive may establish Branch committees or working groups along with terms of reference, and shall appoint the chair and members to such committees or groups if applicable.

### **7.0 OPERATING YEAR**

The Branch fiscal year shall run from October 1<sup>st</sup> to September 30<sup>th</sup>.

### **8.0 BRANCH ANNUAL MEETING**

- (a) A Branch Annual Meeting shall be called prior to October 1 of each year.
- (b) The purpose of the Annual Meeting shall be to announce the results of elections and/or votes that have been held for the new Branch Executive, receive a Branch financial statements and, if necessary, approve amendments to the By-Laws.
- (c) The date for the Annual Meeting must be established and the membership notified before the end of June of the preceding year.
- (d) The Annual Meeting may be combined with other social or educational events at the discretion of the Branch Executive.

### **9.0 VOTING**

- (a) Any matter may be voted on by electronic ballot, carried out through electronic mail (email). When using an electronic ballot, the ballot shall be provided to all Branch Members at least 14 days in advance of the voting deadline. Branch Members may request a paper ballot at least seven days before the voting deadline.
- (b) Resolutions put to a vote at any meeting shall be decided by a show of hands or electronic ballot. There shall be no right to vote, or to be represented, by proxy.
- (c) 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 Branch Executive at least 14 days before the Annual Meeting. Ballots shall be received for counting until 4:00 p.m. local time on the day before the Branch Annual Meeting set by the Branch Executive.

- (d) A completed ballot returned through email is understood to originate 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 Executive.
- (e) The Chair shall not vote, except to cast the deciding vote in the event of a tie.
- (f) Any resolution for APEGNB Council adopted by the Branch is not binding on the Association but shall be considered by APEGNB Council.

## **10.0 NOMINATIONS**

- (a) The Branch Nominating Committee shall collect a slate of nominees for each of the vacant positions of the Branch Executive. Nominees shall represent, as far as possible, the diversity within the Branch membership.
- (b) Nominees for the position of Vice-Chairperson shall have served on the Branch Executive for at least one year.
- (c) Written nominations from the Branch Membership may be made at least 28 days prior to the Branch Annual Meeting. Each written nomination must be accompanied by the written consent of the nominee and the signatures of at least three other Branch Members.
- (d) Where the number of nominations received is equal or less than the available positions, the Chair shall declare the nominee or nominees elected.
- (e) If more than one nominee stands for any vacant position, the Branch Executive shall proceed with an election for the position.

## **11.0 ELECTIONS**

- (a) Elections shall be held as directed by the Branch Executive to provide for a complete slate of officers for the beginning of each new Branch year, commencing on the date of the Branch Annual Meeting.
- (b) The Election shall be by secret ballot in accordance with procedures established by the Executive, which may include electronic means (see Section 9.0 Voting).
- (c) A notice of election shall be sent to all Branch members at least 14 days before the Branch Annual Meeting.
- (d) If needed, two scrutineers for the counting of ballots shall be appointed by the Chairperson. All ballots which do not comply with the printed instructions shall be rejected.
- (e) The nominee 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.
- (f) The Chair shall only declare the elected members in a report to the membership at the Branch Annual Meeting.

## **12.0 ANNUAL REPORTS**

- (a) Annual Reports shall be submitted at the Branch Annual Meeting by the Chair, Treasurer, Secretary and such others as the Executive may direct.
- (b) An Annual Report summarizing Branch activities over the preceding year shall be submitted as requested to APEGNB for inclusion on the Association Annual Report.

### 13.0 FINANCES

- (a) The Branch Executive shall cause true the accounts to be kept of all monies received and expended by the Branch, and of the assets and liabilities of the Branch.
- (b) The cash balance and any amounts received or payable should be reported and documented in Branch meeting minutes.
- (c) The fiscal year of the Branch shall coincide with the fiscal year of the Association (October 1).
- (d) The Branch shall submit a budget to the Association two months before the end of the Association's fiscal year (by July 30th).
- (e) The Branch shall submit a financial report for the preceding year to APEGNB at the beginning of each fiscal year of the Association.
- (f) The Operating grant provided to the Branch by the Association shall be used to assist in defraying the costs associated with member events or public engagement activities.
- (g) All monies received by the Branch shall be deposited in the name of the Branch in a deposit- gathering institution which is a member of the Canadian Deposit Insurance Corporation.
- (h) The Branch shall provide, on an annual basis to the APEGNB Director of Finance, complete banking details including signing authorities, account location and account numbers.
- (i) All payments shall be made by cheque or electronic means in the name of the Branch, and shall be signed or authorized by any two of:
  - i. the Treasurer,
  - ii. the Chair,
  - iii. the Secretary
  - iv. the Vice-Chair
- (j) Any additional funding received from the Association or other partners for specific projects shall be documented and reported on upon termination of the project.

### 14.0 EXAMINERS OF FINANCIAL STATEMENTS

At least one month before the Branch Annual Meeting, two examiners who are Branch members, but not members of the Executive, may be appointed to examine the books of the Branch, verify the Treasurer's report and submit a written report to the Branch Annual Meeting.

### 15.0 NOTICES AND COMMUNICATIONS

Notice of Branch Meetings shall be communicated to the Members of the Branch via mail, electronic communication, telephone, or internet publication, or as otherwise designated by the Branch Executive.

### 16.0 AMENDMENTS TO BY-LAWS

- (a) Branch By-Laws shall not contravene the *Engineering and Geoscience Professions Act*, Association By-Laws or Rules.
- (b) By-laws shall be adopted, amended or repealed by ballot or by a motion at a Branch Annual Meeting pursuant to procedures outlined in APEGNB Rules.
- (c) Proposed amendments to the By-Laws are subject to approval by APEGNB Council prior to presentation to the Members.
- (d) Any amendment to the By-laws may be proposed by any one of the following:
  - i. motion of the Branch Executive.
  - ii. written request to the Branch Executive signed by any ten Members of the Branch.

- iii. a motion carried at any ordinary meeting provided that notice of the motion has been given at the previous meeting followed by written notification sent by the Secretary to all Members of the Branch.
- (e) Notice in writing of any Branch Meeting at which any amendments to the Branch By-Laws are to be considered shall be given to the Branch Members at least 14 days before the date of that meeting.
- (f) Changes to the By-Laws shall require the support of two-thirds of total votes.

#### **17.0 REPEAL**

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

#### **18.0 EXCEPTIONS**

Understanding that not all regions are made up of equal numbers of Branch members, Branch Executive must refer to these by-laws as a guide for procedures and for consistency. Should a procedure not be applicable, please notify the Association and APEGNB will guide you on how to proceed. Should an exceptional circumstance occur beyond what is laid out in these by-laws, the Branch Executive may contact the Association and APEGNB will guide you on how to proceed.