

**ENGINEERING PROFESSION ACT BYLAWS
AS APPROVED AT SPECIAL GENERAL MEETING
NOVEMBER 23, 1995 and amended at the Annual General Meeting 2012**

1. The head office of the Association of Professional Engineers of Yukon (APEY) shall be established by Council through consideration of the operational needs of the Association and the convenience of the members.
 - (a) the physical location of the head office shall be identified to the members and the public on all correspondence, advertisements, and through posting on the Association's website. Any change in the location will be identified to the members and the public at least seven (7) days in advance of its effective date through public advertisements, website notices and direct correspondence to members.
 - (b) notice of the head office location shall include the mailing address and telephone number at which the head office can be contacted and any other information felt pertinent by Council to facilitate use of the office by members.

2. Meetings of Council shall be conducted in accordance with these Bylaws as follows:
 - (a) Council shall meet not less than once every two months.
 - (b) The President may at any time convene a meeting of Council. Seven days notice shall be given to all Council members of the date, hour, place and purpose of such a meeting.
 - (c) The President shall convene a meeting of Council upon receipt by the Secretary-Treasurer of a written request, with state purpose for a meeting from any two members of Council.
 - (d) Council may meet together for the dispatch of business, adjourn and otherwise regulate meetings as it sees fit. Questions arising at any meeting shall be decided by a majority of votes of the Council members present. In case of an equality of votes, the presiding officer shall cast the deciding vote.
 - (e) A resolution assented to and adopted in writing under the hands of a majority of Council members, although not voted upon and passed at a Council meeting shall be of the same force and effect as if it had been duly passed at a Council meeting.
 - (f) If any member of Council is absent from three consecutive meetings without approval of Council, Council may declare the seat to be vacant.
 - (g) In the case of incapacity, resignation, death or vacancy on Council as a result of Bylaw 2(f), the other members of Council shall appoint an Association member in good standing to fill the vacancy until the next election.
 - (h) Council may authorize at its discretion the reimbursement of reasonable travel expenses to its own members or to any person required to attend Council meetings.

3. The Association shall hold an Annual General Meeting as follows:
 - (a) a general meeting open to all members of the Association shall be held prior to March 31 of each year.
 - (b) the agenda at the annual general meeting shall include at least the following items:
 - call to order, introduction of Council, introduction of officers, introduction of official guests and introduction of members present
 - approval of agenda
 - minutes of the last annual and all subsequent general meetings of the Association.
 - business arising from the minutes.
 - President's report and annual address.
 - Registrar's report
 - Secretary-Treasurer's report
 - Auditor's report
 - appointment of auditor for the current year

- reports of committees
- announcement of date of next Annual General Meeting
- new business
- election of Council
- installation of Council
- adjournment

(c) Council shall establish the date of the annual general meeting and give written notice of the date, time and place of the meeting to all members not less than 21 days prior to the meeting date.

(d) any member may, at any time prior to distribution of the annual general meeting notice request that a subject believed by that member to be of interest to the general membership be included on the agenda. Every subject brought forward in this manner shall be included on the agenda of the annual general meeting as new business.

4. The Association may hold Special General Meetings as follows:
 - (a) a special general meeting of the Association may be called at any time by the President, with the consent of Council, and shall be called by the President upon the petition of ten members. The petition shall state the purpose of the meeting.
 - (b) a special general meeting called at the request of ten members shall be held within sixty days of Council receiving the petition. The only business transacted at the meeting shall be the business stated in the petitioners request.
 - (c) Council shall give not less than twenty one days written notice to members stating the date, time, place and purpose of the meeting.
5. A quorum at any general meeting shall include at least twenty members in good standing.
6. Council shall rule on procedural matters at general meetings.
7. Nominations for elective positions of the Association shall be carried out as follows:
 - (a) prior to September 30 in each year, Council shall appoint a Nominating Committee consisting of two Association members who are not members of Council plus the Past President who shall chair the Nominating Committee. If the Past President is not available, Council shall appoint a third member of the Association to act as chair.
 - (b) the Nominating Committee shall nominate a candidate or candidates for the offices of President, Vice President and for the number of Councillors required to be elected in that year. The written consent of the nominees shall be obtained.
 - (c) any five members in good standing may nominate a candidate or candidates for any Council position by submitting in writing the names so chosen with the signatures of the five nominators and the written consent of the nominee(s).
 - (d) the Nominating Committee shall submit its nominations to the Secretary-Treasurer by February 14th. All other nominations shall be submitted to the Secretary-Treasurer no later than ten days prior to the Annual General Meeting.
 - (e) nominations presented by the Nominating Committee and all other nominations received up to the mailing date of the Annual General Meeting notice shall be forwarded to the members along with the notice of the Annual General Meeting.
 - (f) the Nominating Committee may establish procedures as required to facilitate elections.
8. The election of Council shall be carried out at the Annual General Meeting as follows:
 - (a) if more than one nomination is received for any Council position an election shall be held, by a separate written ballot for each position, among the members in good standing at the Annual General Meeting.
 - (b) the Nominating Committee shall act as returning officers in all elections and may vote in the election at their discretion.
 - (c) the candidate receiving the highest number of votes for each position shall be declared elected.

(d) in the event of a tie vote, the member with the longest period of membership in the Association shall be declared elected.

(e) the names of successful candidates shall be announced by the Chair of the Nominating Committee. The number of votes obtained by each candidate will not be announced.

(f) election results may be challenged by any member in good standing present at the Annual General Meeting until such time as the meeting is adjourned. Such a challenge shall state the grounds for the challenge and must be seconded by a different member in attendance.

(g) Council shall rule on any election result challenged in accordance with the procedures detailed in paragraph (f). No election shall be declared invalid by reason of non-compliance with the provisions of these Bylaws, or by reason of any mistake or irregularity, if it appears to Council that the election was conducted in accordance with the principles laid down in these Bylaws and that such non-compliance, mistake or irregularity did not affect the result of the election.

(h) if no more than one nomination is received for any Council position the nominee shall be declared elected by acclamation at the Annual General Meeting.

(i) the Council members elected shall take office immediately after the completion of elections for all Council positions available at that Annual General Meeting.

9. Terms of office for the elected Council positions are as follows:

(a) the President and Vice President shall be elected at the Annual General Meeting in accordance with Bylaw 8 and hold office for a term of one year.

(b) upon election of the President, the person currently holding that office, if different from the President elect, shall become Past President. In the event that the person elected President is the current President, the current Past President shall remain a member of Council.

(c) there shall be a total of not less than four and not more than six Councillors, inclusive of the Councillor appointed by the Minister of Justice. Councillors shall be elected at the Annual General Meeting. The number of Councillors for the upcoming year, if more than the minimum of four, shall be based on a recommendation of the Nominating Committee and shall be established by a vote at the Annual General Meeting. Each Councillor shall hold office for a term of two years, except that the terms of one or more incoming Councillors, as recommended by the Nominating Committee, shall be reduced to one year such that the terms of no more than three Councillors expire in any year.

10. Council shall appoint officers as specified in the Act all of whom shall serve at the pleasure of Council.

(a) a Registrar shall be appointed from the membership of the Association at its first regular meeting following each election. The duties of the Registrar include:

- performing the duties imposed by the Act, Regulations and these Bylaws
- keeping a full and proper record of each application for membership in the Association for all classes of members and the decision of the Board of Examiners with regard to each.
- ensuring all new members are provided with a copy of the Act, Regulations and Bylaws and a seal.
- being responsible for the safekeeping of the Seal of the Association.
- performing other duties incidental to the office or which may be assigned by Council from time to time.

(b) a Secretary-Treasurer shall be appointed from the membership of the Association at its first regular meeting following each election. The Secretary-Treasurers duties include:

- giving notice of all meeting of the Association and Council.
- being responsible for the keeping of proper accounts for the Association and the preparation of the annual financial statement and balance sheet.
- certifying the correctness of all accounts payable.
- receiving all fees and payments due the Association.

- being responsible for the preparation of a provisional budget for the Association that will be submitted to Council for approval before the end of the previous fiscal year.
- carrying out the duties of the Executive Director should that position be vacant for any reason.
- performing all other duties incidental to the office of Secretary-Treasurer or which may be assigned by Council from time to time.

(c) Council shall choose to appoint an Executive Director to assist in the management , administration and daily operation of the Association. The Executive Director's duties include:

- keeping minutes of all Association meetings and conducting the general correspondence of the Association and Council.
- being responsible for the management of the Association's employees and office.
- preparing a provisional budget for review by the Secretary-Treasurer.
- maintaining a list of members interested in serving on Boards and Committees.
- performing all other duties incidental to the office or which may be assigned by the Association or Council from time to time.

Appointment of the Executive Director shall be carried out through a recruitment process. Council shall approve a position description which lists the primary duties, responsibilities, and qualifications of the Executive Director and solicit applications for the position in a manner designed to attract suitable candidates. Qualified applicants for the position shall be interviewed by Council, or a subcommittee of Council selected for this purpose, and a candidate selected for the position. The Secretary-Treasurer will be responsible for general supervision of the Executive Director and annual evaluation of the incumbent's performance, in consultation with Council.

(d) Council may at any time, if deemed necessary, appoint a Deputy Registrar. The Deputy Registrar shall assist the Registrar in the performance of the duties required of that position as directed by the Registrar or Council. Procedures for the appointment of the Deputy Registrar shall be determined by Council when required.

(e) Council may appoint such other officers as deemed necessary and define their duties.

11. Procedures for membership on Boards and Committees shall be as follows:

- (a) any person appointed by Council to serve on a board or committee shall indicate in writing their acceptance of such appointment.
- (b) upon formation of a board or committee Council shall designate a chairperson or designate that the board or committee has the power to choose one of its members as chairperson.
- (c) if any board or committee member is absent from three consecutive meetings without approval of the chairperson, the chairperson may request Council to declare the seat to be vacant and appoint another member to fill the position.
- (d) any person appointed by Council to serve on a board or committee shall indicate their intention to resign from the board or committee in writing to the chairperson, or in the case of the chairperson to Council.
- (e) where any board or committee member has submitted their resignation Council may appoint a person to fill this vacancy.

12. The operations of Boards and Committees shall include the following procedures:

- (a) all boards and committees shall meet as required to carry out their designated responsibilities in a timely manner at the call of the chairperson.
- (b) the proceedings of all boards and committees shall be recorded in written minutes which shall be promptly forwarded to Council for information.
- (c) boards and committees shall make their own arrangements for the recording of minutes.

(d) any member of Council or officer of the Association may be designated as an ex-officio member of any board or committee at any time.

13. The financial operation of the Association shall be the responsibility of Council.

Specific matters relating to financial operations are as follows:

(a) Council shall establish a written policy concerning the officers who, in addition to the Secretary-Treasurer, are responsible for expenditures of the Association. This policy shall list the maximum amount which can be approved by the officers, the names and positions of the officers who can approve expenditures and any other procedures required to ensure the efficient and sound financial operation of the Association. The policy established by Council shall be available to members on request.

(b) all funds received on behalf of the Association shall be deposited in the name of the Association in a chartered bank designated by Council.

(c) the fiscal year of the Association shall coincide with the calendar year. After the end of each fiscal year and prior to the annual General Meeting, the Secretary-Treasurer shall present to Council the audited Financial Statement and Balance Sheet for that year, together with a provisional budget for the next fiscal year.

14. The Association shall establish an annual scholarship to be awarded to a Yukon student attending an accredited engineering program.

(a) the amount of the scholarship shall be determined by Council as part of the annual budget process.

(b) the award of the scholarship, its amount, and the name of the recipient shall be brought to the attention of the members at the Annual General Meeting and may be publicized through other measures at the discretion of Council.

(c) Council may engage in other programs designed to assist and/or support student engineers at its discretion as funds permit.

15. The schedule of fees for Association membership is as follows:

(a) The annual fee for each class of membership shall be as specified from time to time by Council.

(b) Annual fees shall be payable by January 31st of each year, subject to such discount as Council from time to time may direct.

(c) The application fee shall be established by Council from time to time for each class of membership plus any other fees payable with the application.

(d) Special levies, including late payment fees, shall be specified from time to time by Council and become payable according to terms and schedules determined by Council and posted on the APEY web site by the Association.

(e) At its discretion, and for due and sufficient reason, Council may waive, refund, reduce or defer payment of any fee or levy.

16. For the purposes of Act section 45(1)(a) hearing costs shall be considered to be five-thousand dollars for each day or part thereof on which hearing take place.

17. Registers listing all members of the Association shall be maintained as follows:

(a) registers containing the names of the members in each of the classes of membership may be in written or electronic format.

(b) all registers shall be located at the head office of the Association.

(c) current copies of all registers shall be kept at a secure location remote from the head office to ensure that registration information remains available in the event of destruction of the head office.

(d) the format of all registers shall be determined by the Registrar and approved by Council. Format changes shall be brought forward by the Registrar to Council for approval.

(e) dissemination of register information other than confirmation of registration requires approval of the membership.

18. The alteration of register entries shall be carried out in accordance with the following

procedures:

- (a) no register entry of any kind shall be removed in such a manner that its existence cannot be verified.
- (b) where a register entry is made in error a subsequent entry correcting the error as required shall be made.
- (c) where a register entry has effect for a stated period of time, as for a suspension, a register entry shall be made upon the expiry of the stated time period.

19. All Association members shall, upon acceptance, inform the Registrar of their current mailing address. All Association members shall promptly inform the Registrar of any change in their mailing address.

20. All documents required by the Act, Regulations and these Bylaws shall be in a form approved by Council. The Registrar shall be responsible for maintaining a record of all approved documents.

21. Letter ballots may be used according to the following procedures:

- (a) letter ballots may be used to decide any matter requiring approval by the membership where:
 - a motion requiring a letter ballot is made and approved by a majority of the members present at a general meeting; or
 - Council determines that it is prudent to decide a matter in this way.
- (b) where a letter ballot is held Council shall prepare the ballot so as to clearly define the question and shall set the final date for receipt of the completed ballots.
- (c) the Secretary-Treasurer shall send the prepared ballots by prepaid mail to each member.
- (d) the final date for receipt of the ballot shall be not less than thirty days from the date of mailing.
- (e) the Registrar shall serve as returning officer and shall open and count letter ballots only after the final date for receipt.
- (f) the Registrar shall prepare a written report to Council advising of the results of the letter ballot.

22. Upon approval of these Bylaws, all Bylaws of the Association previously in force shall stand revoked.