



## BY-LAW NO. 2

### THE CANADIAN SOCIETY FOR CIVIL ENGINEERING LA SOCIÉTÉ CANADIENNE DE GÉNIE CIVIL

Being a by-law relating generally to the regulations and management of the affairs of The Canadian Society for Civil Engineering/La Société canadienne de génie civil.

#### 1. DEFINITIONS

In this By-Law and in any other by-law or resolution adopted pursuant to this By-Law, unless the context otherwise requires:

“Society” means The Canadian Society for Civil Engineering;

“Board of Directors” means the Board of Directors of the Canadian Society for Civil Engineering;

References to “days” means calendar days.

#### 2. NAME

The approved abbreviation of the name of the Society, where an abbreviation is proper, shall be CSCE in English and SCGC in French.

#### 3. OFFICIAL LANGUAGE

The official languages of the Society shall be English and French.

#### 4. EMBLEM

The design, specification and the guidelines for the use of the emblem of the Society shall be as prescribed by the Board of Directors.

#### 5. MEMBERSHIP

The eligibility for and classification of membership in the Society shall be as set forth in this By-Law.

Notwithstanding anything contained in this By-Law, the Board of Directors shall have full power and authority to make all decisions with respect to membership in the Society.

The membership of the Society shall consist of the following classes of members:

- Fellows
- Members
- Life Members
- Associate Members
- Technologist Members
- Honorary Members
- Student Members
- Affiliate Members
- Corporate Members

The abbreviation, which may be used from time to time to designate a class of membership in the Society, shall be as set forth in the Rules of Policy and Procedure.

“Voting Members” shall mean and include Fellows, Members, Life Members, Associate Members, and Technologist Members in good standing with the Society.

Only Voting Members who are in good standing shall have the right to hold office in the Society and to vote on Society matters.

Corporate Members may not hold office in the Society and may not vote on Society matters. Other Members in good standing may hold office in the Society and vote on certain Society matters at the discretion of the Board of Directors.

#### 5.1 Honorary Members

Individuals who are not otherwise eligible for membership but who have achieved outstanding distinction through services to the profession of Civil Engineering may be elected as Honorary Members by at least three quarters (3/4) affirmative vote of the Board of Directors by those present and voting or by letter ballot.

#### 5.2 Fellows

Members who have attained civil engineering excellence and who have contributed actively towards the progress of their profession may be elected as Fellows by at least three quarters (3/4) affirmative vote of the Board of Directors by those members present and voting or by letter ballot.

A person eligible for membership as Fellow shall be at least 45 years of age, have a minimum of ten (10) years of professional experience and have been a Voting Member for a minimum of five (5) consecutive years immediately prior to the election.

Fellows may remain in the Society after retirement on the same basis as Life Members.

#### 5.3 Members

Upon application approved by the Board of Directors, through the Membership Service Committee, a person eligible for Associate Membership who has held a position of professional responsibility for at least four (4) years or who is legally registered as an engineer in accordance with the

registration requirements of the engineer's country of citizenship or residence and who has held a position of professional responsibility for at least five (5) years, may be admitted as a Member.

A position of professional responsibility means a position as principal or assistant with responsibility for engineering work acceptable to the Board of Directors.

A position of professional responsibility in connection with engineering teaching shall mean a position as Assistant Professor, or any higher-ranking position in a school of engineering recognized by the Board of Directors. In computing the five (5) year requirement, two (2) years of professional responsibility may be claimed for research in connection with a PhD thesis provided that the PhD degree is granted by a school of engineering recognized by the Board of Directors. In addition, one (1) year of professional responsibility may be claimed for a M. Eng. or M.Sc. degree in civil engineering completed at a school of engineering recognized by the Board of Directors.

#### 5.4 Associate Members

Upon an application approved by the Board of Directors, Associate Membership may be awarded to any person who has graduated from a school of engineering recognized by the Board of Directors, or who is a member in good standing of a recognized engineering institute or association approved by the Board of Directors.

Persons who are not eligible for Associate Membership under the above paragraph may, in the discretion of the Board of Directors expressed by way of resolution, be eligible for Associate Membership if they can prove that they would be eligible for membership in a recognized Provincial or Territorial engineering association or an order of professional engineers in Canada approved by the Board of Directors.

Persons who have been Associate Members in good standing for four (4) consecutive years shall be automatically admitted as Members.

#### 5.5 Student Members

Individuals who are pursuing a course of instruction in engineering at a school of engineering or engineering technology recognized by the Board of Directors are eligible for Student Membership.

#### 5.6 Life Members

Members of the Society who have reached the age of sixty-five (65) years and paid fees as Voting Members for thirty (30) years, or members over sixty-five (65) years of age for whom a total of ninety-five (95) is obtained by adding their age to the number of years they have paid fees as Voting Members, shall become eligible on the first day of the fiscal year following such attainment for Life Membership in the Society.

#### 5.7 Affiliate Members

Upon an application approved by the Board of Directors, membership as an Affiliate Member may be awarded to any individual who is a graduate of a University or other institution approved by the Board of Directors in a field other than Engineering, and who subscribes to the objectives and activities of the Society.

## 5.8 Technologist Members

Upon an application approved by the Board of Directors, membership as a Technologist Member may be awarded to any person who has graduated from an approved Canadian civil engineering technologist program or its equivalent and is certified by an association approved by the Board of Directors. Technologist Members are Voting Members of the Society and are eligible to become full Members after four consecutive years as a Technologist Member and ten years of post-diploma experience.

## 5.9 Corporate Members

Corporate bodies, public bodies and other legal entities not being individuals who subscribe to the objectives and activities of the Society may be admitted as Corporate members.

## 5.10 Election of Members

Determination of admission to the Society shall be the responsibility of the Board of Directors who may delegate this power to the Membership Services Committee.

The Board of Directors shall publish from time to time Rules of Policy and Procedure in relation to application for admission to the Society.

Upon acceptance by the Society, a candidate shall be so notified. After payment of the prescribed fees, they shall be entitled to the rights and privileges of their particular class of membership.

## 6. FEES

Annual fees for each class of membership shall be determined by the Board of Directors and shall come into effect after thirty (30) days notice to the members and shall be due and payable on the first day of each calendar year of the Society.

The subscription fees to be charged for publications of the Society shall be determined from time to time by the Board of Directors.

The Board of Directors may establish an application fee from time to time and in the event that such a fee is established, the amount thereof shall be published in the rules of Policy and Procedure.

A member of any class who has failed to pay their annual fee within six (6) months of the first day of a calendar year shall be deemed not to be in good standing by the Board of Directors.

Notwithstanding the above, the Board of Directors may at their discretion and for sufficient cause, excuse any member from the payment of all or a portion of the assessed fees.

A member not in good standing shall forfeit all rights as such and no person who has ceased to be a member shall have any rights or claims whatsoever on account of the former membership of such person in or to the property of funds of the Society.

Any member not in good standing may be re-admitted upon such terms and conditions and upon payment of such fees and penalties as may be determined by the Board of Directors.

The Board of Directors may authorize, upon request by a member, the collection by the Society of the membership fees of any other learned engineering society.

The Society may recognize the right of members of other learned engineering societies in Canada and other countries to be members of Committees of the Society and to participate in Technical Divisions and to pay such fees as may be required.

All fees shall be payable to the Society. The Board of Directors may enter into an agreement with an appropriate agency for the collection of such fees.

## 7. MANAGEMENT

### 7.1 Board of Directors

The Society shall have a Board of Directors consisting of Sixteen (16) Directors who shall be elected from the Voting Members of the Society. The number of Directors may be changed by an ordinary resolution of the Members from time to time.

The Board of Directors shall meet at least twice a year and one of these meetings shall be at the time of the Annual General Meeting of members without further notice, provided they shall constitute a quorum.

A quorum for the transaction of business at a meeting of the Board of Directors shall be two thirds (2/3) of the Directors. Any meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion by or under the By-Laws of the Society for the time being vested in or exercisable by the Board or Directors generally.

Except in the case of meetings for which the date was established by resolution of the Board of Directors, not less than twenty (20) days prior notice of each meeting shall be given to members of the Board of Directors. Such notice may be either written or verbal. Subject to the provisions of the *Canada Not-for-Profit Corporations Act*, and the Regulations promulgated thereunder, such notice to the Directors may also be sent by telephonic, electronic or other communication facility to each such Director.

The Board of Directors shall have general charge of the property, funds and affairs of the Society and full power subject to this By-Law to manage and administer the affairs of the Society and generally may exercise all such powers and do all such acts and things as the Corporation is authorized to do by the *Canada Not-for-Profit Corporations Act*, and by its Articles and/or any amendments thereto or otherwise authorized to exercise and do and which are not by the By-Laws or by law directed or required to be exercised or done only by the Society in a General Meeting of its members. The Board of Director shall make an annual report to the membership at the Annual General Meeting

The Corporation hereby consents and agrees that each and every Director of the Corporation shall be deemed to have assumed office on the express understanding and agreement and condition that every Director of the Corporation and their heirs, executors, 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 Corporation from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or things whatsoever made, done or permitted by them in or about the execution of the duties of their

office.

No Director, public accountant or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damages arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own willful act or default.

The Directors of the Corporation are hereby authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by mortgage, pledge or charge upon the whole or any part of the real or immovable and personal or moveable property of the Corporation or otherwise.

## 7.2 Officers of the Society

The policy of the Society shall be established and the Board of Directors, when elected shall be elected to the following positions as officers of the Society by the Voting Members of the Society:

- The President
- The President Elect
- The Senior Vice-President
- The Past President
- The Honorary Treasurer
- The Technical Programs Vice-President
- The Technical Divisions Vice-President
- The Administration Vice-President
- Six (6) Regional Vice-Presidents
- Two (2) Membership at Large Officers

The Board of Directors shall also be entitled to request that the Voting Members appoint a non-voting advisor(s) to the Board of Directors as a Canadian Geotechnical Society (“CGS”) Officer. The Board of Directors may add other non-voting advisor(s) to the Board of Directors at its discretion, from time to time.

## 7.3 National Management Committee

The National Management Committee shall be responsible for the day-to-day management of the Society and shall perform such duties, in addition to those specified in this By-Law, as shall from time to time be prescribed by the Board of Directors.

The National Management Committee shall consist of the following officers:

- The President
- The President Elect
- The Senior Vice-President

- The Past President
- The Honorary Treasurer
- The Technical Programs Vice-President
- The Technical Divisions Vice-President
- The Administration Vice-President
- The Executive Director

A quorum for the transaction of business at a meeting of the National Management Committee shall be five (5) of the foregoing Officers, excluding the Executive Director.

#### 7.4 Appeals Committee

The appeals committee will have the function of hearing complaints from the membership respecting the discussions and/or actions of the Society.

The Appeal Committee will consist of at least three (3) and at most five (5) members who will be appointed by the Board of Directors.

The Appeals Committee shall hold such meetings as essential for the discharge of its responsibilities.

#### 7.5 Nominating Committee

The Nominating committee shall consist of the three (3) immediate, living Past-Presidents, with the most immediate serving as Chair.

### 8. DUTIES OF OFFICERS, TERMS OF OFFICE

#### 8.1 President

The President shall be the senior officer of the Society and shall preside at all meetings of the Board of Directors and the Annual General Meeting and shall be, ex-officio, a member of all Committees of the Society with full voting privileges.

The President shall exercise general supervision over the affairs of the Society and shall perform such duties as may be assigned by the Board of Directors.

The term of office of the President shall be one (1) year. Upon expiration of the term of office the President, or vacancy, the said office shall be filled by the President Elect. In the event that the President Elect is unable to accept the office of President, the Board of Directors shall fill the vacancy from among the Voting Members.

#### 8.2 President Elect

The President Elect shall, in the event of the absence or disability of the President, exercise the powers and perform the duties of the President.

#### 8.3 Senior Vice-President

The Senior Vice-President shall be the Chair of the Regional Coordinating Committee.

The term of office of the Senior Vice-President shall be one (1) year, following which the incumbent will become President Elect for a one-year term.

#### 8.4 Regional Vice-Presidents

Each Regional Vice-President shall represent the members of their respective Regional Council. The Regional Vice-President shall be responsible for the affairs of the Society in their Region and shall perform such duties as may be assigned by the Board of Directors.

The term of office of the Regional Vice-President shall be two (2) years, renewable for a second consecutive term.

#### 8.5 Honorary Treasurer

The Honorary Treasurer shall be responsible for the collection of fees, the custody of funds, the payment of debts and the conduct generally of the finances and the keeping of the accounts of the Society. The Honorary Treasurer shall have the accounts of the Society audited prior to the Annual General Meeting and shall submit to the Annual General Meeting audited financial statements for the preceding financial year with the report of the public accountant thereon.

The term of office for the Honorary Treasurer shall be two (2) years, renewable for a second consecutive term.

#### 8.6 Technical Programs Vice-President

The Technical Programs Vice-President shall exercise general supervision over the Society's Technical Programs and Working committees and shall perform such duties as may be assigned by the Board of Directors.

The term of office for the Technical Programs Vice-President shall be two (2) years.

#### 8.7 Technical Divisions Vice-President

The Technical Divisions Vice-President shall exercise general supervision over the operation of the Society's Technical Divisions and Committees and shall perform such duties as may be assigned by the Board of Directors.

The term of office for the Technical Divisions Vice-President shall be two (2) years.

#### 8.8 Administration Vice-President

The Administration Vice-President shall exercise general supervision over the administrative aspects of the Society and shall perform such other duties as may be assigned by the Board of Directors.

The term of officer for the Administration Vice-President shall be two (2) years.

#### 8.9 Executive Director

The Executive Director shall be responsible for managing the day-by-day implementation of the affairs of the Society, and shall be accountable to the Board of Directors. The Executive Director is responsible for the interpretive and directional link between policy formulation by the Board of Directors (or its committees or Regions) and policy implementation by the staff, and for effective communication between the membership, the committees and the Regions. The Executive Director is responsible to liase with outside agencies on behalf of the Society.



The Executive Director shall attend all meetings of the Board of Directors and when required, of the various committees of the Board. As Secretary of the Society, the Executive Director shall be responsible for the keeping of the minutes of such meetings.

The Board of Directors shall appoint the Executive Director of the Society for such term and conditions as they may, in their discretion, determine.

#### 8.10 Nominations, Elections

Not less than ninety (90) days prior to the date of an Annual General Meeting, the Board of Directors shall submit to the Nominating Committee the names of members of the Board of Directors who are retiring.

The Nominating Committee shall submit to the society nominations to the Board of Directors by a report which shall be distributed to the membership or publish in the Canadian Civil Engineer, seventy (70) days prior to the Annual General Meeting.

In selecting nominees, the Nominating Committee shall attempt to select the best available candidates with due consideration for a balance of individual orientation, including business, government and university, and for representation from all parts of Canada and the various disciplines in civil engineering.

Additional nominations shall be accepted from the membership at large, providing each nomination is signed by at least one per cent (1%) of the Voting Membership of the society or fifty (50) Members in good standing, whichever is larger, and providing the nomination is received by the Nominating Committee at least fifty (50) days prior to the Annual General Meeting.

All nominations to the Board of Directors shall be published in the Canadian Civil Engineer or distributed to the membership by appropriate means at least forty (40) days before the Annual General Meeting.

All nominations to the Board of Directors shall be submitted to the Voting Members for letter ballot at least forty (40) days prior to the Annual General Meeting, unless uncontested. Letter ballots must be returned at least ten (10) days prior to the Annual General Meeting to be valid.

The Board of Directors shall appoint at least three (3) scrutinizers on the occasion of any election or letter ballot. The scrutinizers shall be Voting Members who are not being considered for election.

Each term of office shall begin at the close of the Annual General Meeting at which the member of the Board of Directors is declared elected, and shall continue for the periods named above or until a successor is duly elected or appointed by the Board.

The Nominating Committee may nominate an individual beyond a second term under extraordinary circumstances.

#### 8.11 Regional Coordinating Committee

The Regional Coordinating Committee shall consist of:

- The Senior Vice President of the Society
- The six (6) Regional Vice-Presidents

The Society's Senior Vice-President shall serve as Chairperson of the Regional Coordinating Committee.

The President and President Elect of the Society shall be ex-officio members of the Regional Coordinating Committee with full voting privileges.

The Technical Programs Vice-President, the Technical Divisions Vice-President and the Administration Vice-President shall be ex-officio members of the Regional Coordinating Committee with non-voting privileges.

The Regional Coordinating Committee shall be a forum for the Regional Vice-Presidents to discuss matters of mutual interest and to develop policies for recommendations to the Board of Directors.

The Regional Coordinating Committee shall encourage all Section Chairs to attend the meetings of the Committee.

At the direction of the Board of Directors, the Regional Vice-Presidents shall be generally responsible for maintaining an effective liaison between the Society and the membership through the Sections.

#### 8.12 Programs Coordinating Committee

The Programs Coordinating Committee shall consist of the Technical Programs Vice President, the Technical Divisions Vice President, the Chairs of the Committees and Divisions reporting to these Vice Presidents, including the NLT Coordinator and the Editor(s) of CJCE. The Programs Manager of the Society is a non-voting member of the Programs Coordinating Committee

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The President, President Elect and Senior Vice-President shall be ex-officio members of the Committee.

The Committee shall be co-chaired by the Technical Programs Vice-President and the Technical Divisions Vice-President.

The Programs Coordinating Committee shall be responsible for the coordination of the development and delivery of all technical programs that are produced by and on behalf of the Society, including meetings, conferences, symposiums, seminars, short courses and workshops.

The Programs Coordinating Committee shall supervise all Technical Programs, Technical Divisions and Technical Committees of the Society.

The Programs Coordinating Committee shall review and make recommendations to the Board of Directors with respect to the policy and financing of all programs including budget and financial requests.

The Programs Coordinating Committee shall hold such meetings, as it deems essential for the discharge of its responsibilities.

### 8.13 Administration Coordinating Committee

The Administration Coordinating Committee shall consist of the Administration Vice President, the Honourary Treasurer and the Chairs of all the Committees reporting to the Administration Vice President.

The Committee will be chaired by the Administration Vice-President.

The President, President Elect and Senior Vice-President of the Society shall be ex-officio members of the Administration Coordinating Committee with full voting privileges.

The Administration Coordinating Committee shall be responsible for the overall financial management of the Society, the delivery of services to the membership, as well as other duties, which shall be assigned by the Board of Directors.

The Administration Coordinating Committee shall hold such meetings, as it deems essential for the discharge of its responsibilities.

## 9. ORGANIZATION OF REGIONS

The organization of the Sections of the Society shall be based on five (5) geographic Regions corresponding to Provincial boundaries or in such other manner as may be determined by the Board of Directors.

## 10. REGIONAL COUNCILS

Each Regional Council shall consist of the following:

- The Regional Vice-President who shall serve as Chairperson
- A Vice-Chairperson
- A Treasurer
- A Secretary
- A representative from each Section in the Region

The Regional Council shall:

- promote cooperation with other associations or orders of professional engineers in the Region;
- promote co-operation with other learned engineering societies in respect of such activities as are consistent with the objectives of the Society;
- be responsible for the nomination and election of officers to the Regional Council;
- recommend the Regional Vice-President to the Nominating Committee of the Society not less than one hundred (100) days prior to the date of the Annual General Meeting for instalment on the Board of Directors;
- be responsible for regional activities, including regional conferences and lecture tours;
- carry out activities related to membership recruitment and retention;
- be responsible for social and networking activities at the regional level;
- work in support of the Society and the Sections through promoting inter-sectional

activities as well as activities related to the recruitment and retention of Membership.

The Regional Council may enact Regional By-Laws which shall be subject to the approval of the Board of Directors.

## 11. TECHNICAL DIVISIONS

In recognition of the objectives of the Society to facilitate the acquisition and the interchange of technical knowledge among its members, the Board of Directors may establish Technical Divisions upon the recommendation of the Programs Coordinating Committee.

Each Technical Division shall have a Divisional Council that shall consist of:

- The Chairperson
- The Vice-Chairperson
- The Secretary-Treasurer
- The Past Chair
- A representative from each Region
- Not more than ten (10) Representatives from the membership at large to be appointed by the Chair of the Technical Division, in consultation with the Technical Divisions Vice-President.

Not less than one hundred (100) days prior to the date of an Annual General Meeting, a candidate for chair shall be recommended to the National Nominating Committee by the Technical Division.

The term of office of representatives on the Divisional Councils shall be two (2) years - renewable.

The term of office of the Technical Division Chair shall be two (2) years.

The Technical Division shall be responsible for:

- working within the general objective of each Division to advance the science and profession of engineering in that special field, branch or area of interest indicated by the name of the Division;
- working in support of the Society's objective to provide technical programs, conferences and symposiums, by providing technical and organizational support for such activities;
- submitting an annual report on the activities of the Technical Divisions to the first meeting of the Board of Directors held after the end of the calendar year.

The Divisional Council shall meet once a year at the time of the Annual General Meeting.

Members of the Society may become members of up to three Technical Divisions by enrolment and shall not thereby be subject to the payment of any dues in addition to the regular fees of the Society.

## 12. THE SOCIETY JOURNALS

The Canadian Journal of Civil Engineering (CJCE) is the official publication of the

Society, published in conjunction with the National Research Council of Canada.

The Editors of CJCE and JEES shall be appointed by the National Research Council on the recommendations of the CSCE Board of Directors.

The Editors of CJCE shall Chair their respective autonomous Editorial Boards, consisting of Associate Editors.

The Editorial Boards are responsible for developing and implementing the publication policies of CJCE. The Editors may consult the CSCE Board of Directors on some matters however; they are not bound by its recommendations. The Editors of CJCE will keep the Board of Directors informed of any major changes in their publication policies.

### 13. MEETINGS OF MEMBERS

The business of the Society can only be transacted at the Annual or at Special General Meeting.

#### 13.1 Annual General Meeting

The Annual General Meeting shall be held at least once in each calendar year at the National Office of the Society or at such other place within Canada and on such date and at such time, but not later than fifteen (15) months after the holding of the last proceeding Annual General Meeting and not later than eight (8) months after the end of the Corporation's preceding financial year end as may be fixed from time to time by resolution of the Board of Directors.

Notice specifying the place, day and hour of the Annual General Meeting shall be mailed to the members of all classes at their respective addresses as appear on the books of the Society or published in the *Canadian Civil Engineer* at least five (5) weeks prior to such Meeting. Subject to the provisions of the *Canada Not-for-Profit Corporations Act*, and the Regulations promulgated thereunder, such notice to the Voting Members may be sent by telephonic, electronic or other communication facility to each such Voting Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

The following documents shall be presented to the Annual General Meeting:

- an annual report, including an audited financial statement for the preceding fiscal year, prepared by the Board of Directors;
- a report on the activities of the Society prepared by the President and the Executive Director;
- a report from the Nominating Committee and the Scrutineers.

A quorum for the transaction of business at the Annual General Meeting shall consist of twice the number of Voting Members, as there are Voting Members on the Board of Directors, plus one Voting Member.

#### 13.2 Special General Meetings

Special General Meetings may be called at any time by the Board of Directors and shall be called by the President upon the requisition signed by not less than fifty (50) Voting Members.

Special General Meetings shall be held at the head office of the Society or at any other place or places in Canada previously approved by Resolution of the Board of Directors.

Notice specifying the place, day and hour of a Special General meeting shall be mailed to all Voting Members at their respective addresses as appear in the books of the Society or shall be published in the Canadian Civil Engineer at least five (5) week prior to such Meeting. Only matters stated in the notice of the Special General Meeting shall be discussed at the meeting. Subject to the provisions of the *Canada Not-for-Profit Corporations Act*, and the Regulations promulgated thereunder, such notice to the Voting Members may be sent by telephonic, electronic or other communication facility to each such Voting Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

Resolutions adopted at a Special General Meeting shall be deemed to be in effect from the time of approval by the Voting Members.

#### 14. RULES OF POLICY AND PROCEDURE

The Board or Directors may adopt Rules of Policy and Procedure in accordance with this By-Law which shall provide for:

- admission to membership, resignation and removal;
- transfer or upgrading of membership;
- determination of publication subscription fees;
- composition and appointment of Administration Coordinating Committees;
- composition and appointment of Programs Coordinating Committees;
- determination of geographical boundaries to define Regions and Sections therein;
- the use of the insignia and seal of the Society and the use of abbreviations for and by members of the Society;
- other such matters as may be expedient from time to time.

The Board of Directors shall publish the Rules of Policy and Procedure and shall make same available to all members on request.

The Annual Report of the Society shall contain all changes in the Rules of Policy and Procedure adopted in the preceding year.

#### 15. DISCIPLINE

A member of any class, who has conducted themselves in a manner which is deemed to be detrimental to the honour and dignity of the profession, may be removed or deprived of this membership for a definite or indefinite period. Such action shall only be taken by the Board of Directors after the member concerned has been notified in advance of the Board's decision and has been given full opportunity to be heard before a meeting of the Board of Directors duly called for this purpose.

#### 16. AGEEMENTS WITH OTHER SOCIETIES

The Society may enter into agreements with any professional or learned society, institution, association, or corporation to enhance the objectives of the Society.

#### 17. GENERAL

##### 17.1 Fiscal Year

The fiscal year of the Society shall be as determined by the Board of Directors.

#### 17.2 National Office

The National Office of the Society shall be as designated by the Board of Directors.

#### 17.3 Public Statements

The President, or his/her designate on specific issues, is authorized to act as the official Society spokesperson for the purpose of making official public statements. The Board of Directors, if necessary in special circumstances, may rescind this authorization in any given year.

### 18. REPEAL, AMENDMENT OR RE-ENACTMENT OF BY-LAWS

The Society may from time to time enact By-Laws not contrary to law or to the Articles or any filed amendments thereto to regulate the conduct in all particulars of the affairs of the Society not otherwise provided for in the *Canada Not-for-Profit Corporations Act*, and may from time to time repeal, amend or re-enact any By-Law of the Society as hereinafter provided.

Amendments or re-enactments of the By-Laws may be initiated by the Board of Directors or by requisition by not less than fifty (50) Voting Members. Amendments proposed by requisition shall not be in conflict with the Articles or any filed amendments thereto of the Society and the laws of Canada and shall be considered by the Board of Directors at their meeting immediately following receipt. Amendments to the By-Laws shall be submitted to the Voting Members by letter ballot. All amendments approved by two-thirds ( $\frac{2}{3}$ ) of the votes cast by Voting Members shall come into force and have effect from the closing date of the ballot. The results of the ballot shall be communicated to the membership at the next Annual General Meeting and by a notice in the *Canadian Civil Engineer*.

Revised and approved by the members by written ballot October 16, 2015