



**BY-LAWS OF THE SAINT JOHN BRANCH OF THE
ASSOCIATION OF PROFESSIONAL ENGINEERS AND
GEOSCIENTISTS OF NEW BRUNSWICK**

1. DEFINITIONS

In these By-Laws:

- Branch means “The Saint John 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”;
- Saint John District covers the Counties of Saint John, Charlotte, and Kings (except the Parish of Havelock), and that part of Queens County south of the Saint John River, the Canaan River, and Washademoak Lake. The branch serves the Engineers, Geoscientists, and Members-in-Training from cities and towns of Saint John, Rothesay, Quispamsis, St. Stephen, St. George, Grand Bay-Westfield, Hampton, and Sussex; and their surrounding areas.

2. NAME

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

3. OBJECTIVES

The objectives of the Branch are to encourage and promote, at the Branch level, the objectives and interests of the Association.

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 Saint John 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 Saint John District that have paid their dues for the current year.

5. MANAGEMENT

The Branch shall be managed by a committee, hereinafter referred to as the Branch Council. All members of the Branch Council shall be Members of the Branch with the exception of individual(s) as explained in 5.1.f.

5.1 Members of the Branch Council

The Branch Council shall include:

- a) A Chair, a Vice-Chair, a Secretary, and a Treasurer who will constitute the Branch Council Executive;
- b) Not less than four other Members, called Branch Councillors, all elected by the Members of the Branch;
- c) The immediate Past-Chair;
- d) Any Saint John branch member who holds a position on the APEGNB Council;
- e) A faculty representative of the Engineering Department of UNBSJ who is a Member of APEGNB; and
- f) A student enrolled in the Engineering Department at UNBSJ, representing the undergraduate engineering students from UNBSJ.

5.2 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.

5.3 Quorum

Four 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.

Four members of the Branch Council along with six additional members present shall constitute a quorum for the branch Annual General Meeting.

5.4 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 of a calendar year.

7. BRANCH ANNUAL GENERAL MEETING

A Branch Annual General Meeting (Branch-AGM) must be called between January 1 and March 1 of each year. The Branch-AGM allows the attendees to be briefed on the Branch's activity of the past one year, and review of the finances. The voting process for all vacant Branch Council positions shall be facilitated at the Branch-AGM and, the name of the elected officials shall be announced at the end of the voting process. Branch-AGMs shall facilitate the amendments to the bylaws, as preapproved by the Branch Council, to be voted upon by the attended members and MITs. The date for the Branch-AGM must be established and the membership shall be notified at least one month before the date of the Branch-AGM.

8. TERMS OF OFFICE

The Chair and the Vice-Chair shall serve for a term of one year; the Vice-Chair to become automatically the next Chair. 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 Council shall appoint a Nominating Committee, of at least three Members, for the election of Branch Councilor(s). The Branch Nominating Committee shall consist of the Chairperson and immediate Past-Chairperson, or as otherwise directed by the Branch

Council.

10. NOMINATIONS OF CANDIDACY

Nominations of candidates for election to the Branch Council may be made in writing by five or more Members, signed by them and addressed to the Nominating Committee. The Chair shall set the deadline for the receipt of Nominations when the annual meeting is called.

If the Nominating Committee does not receive any nominations for a position, the Chair can request further nominations and set a new deadline for the receipt of nominations for that position.

Where the number of nominations received is equal or less than the available positions, the Chair shall declare the nominee or nominees as being elected.

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.

11. ELECTIONS

Elections shall be held as directed by the Branch Council to provide for a complete slate of officers for the beginning of each new Branch year.

Elections shall be by secret ballot in accordance with procedures established by the Branch Council.

Two scrutineers for the counting of the ballots shall be appointed by the Branch Council. The scrutineers shall not include members running for positions on the Saint John Branch council, nor are they to include the present Chair or Vice Chair. All ballots that do not comply with the printed instructions shall be rejected. Two scrutineers shall appoint a third scrutineer to resolve any dispute.

The nominee receiving the highest number of votes for any position shall be declared to be elected.

12. BRANCH COUNCIL DUTIES

12.1 *The Duties of the Chair*

- 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 fulfil 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 *The Duties of the Vice-Chair*

- 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 *The Duties of the Treasurer*

- See that all moneys due to the Branch are collected and deposited with the funds of the Branch. The Treasurer shall draw cheques against these funds. All cheques issued by the Treasurer must be signed by two Members of the Branch Council authorized by the Branch Council to sign cheques on behalf of the Branch.
- The Treasurer 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.
- Shall prepare an interim statement showing the receipts, disbursements, assets and liabilities of the Branch and submit same for presentation to the Annual Meeting of the Branch, or any time when deemed necessary by the Branch Council.
- All money and securities belonging to the Branch shall be retained in a bank.

12.4 *The Duties of the 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 Chair at which the Secretary keeps the records of the proceedings. The Secretary shall prepare and distribute notices for all Meetings. 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 members 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.

12.5 *The Duties of Branch Councilors*

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 convene from time to time. 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 different Branch functions. Arrange for payment of food, liquor, space rental, etc. including necessary licenses and permits required for the major Branch functions.
- Provide to the Branch membership information on all Branch functions and activities.
- Where a Branch Councilor acts as chairperson of a program or social committee, prepare respective reports for submission at the Branch Annual General Meeting.

12.6 *The 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. ANNUAL REPORTS

Annual reports shall be submitted at the Annual Meeting by the Chair, or the Treasurer, and such others as the Branch Council may direct. Annual reports shall be submitted to the Chair at least two days prior to the AGM.

14. AUDITORS

On or before the Annual meeting each year, two auditors who are Branch Members, but not members of the Branch Council, shall be appointed by the Branch Council to examine the financial information of the Branch to verify the Treasurer's report or to submit a written report to the Annual meeting of the Branch. Upon a written request to the Treasurer, any Member can review the financial information of the Branch.

15. AMENDMENTS TO BY-LAWS

By-laws shall be adopted, amended or repealed by letter ballot or by a motion at a Branch annual general meeting. Any amendment to the by-laws may be proposed by any one of the following:

- Motion of the Branch Council.
- Written request to the Branch Council signed by any ten Members of the Branch.
- A motion carried at any dully constituted 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.

16. NOTICES & COMMUNICATIONS

Notice of Branch Meetings shall be communicated to the Members of the Branch. The method of communication shall be designated by the Branch Council and can include mail, electronic communication, telephone, or internet publication.

17. FINANCES

Annual dues are payable on the first day of January of the year for which they are applicable. APEGNB collects dues and transfers Saint John 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 Saint John Branch members.

18. REPEAL

All previous By-laws of the Saint John Branch are hereby repealed.