

Public Works Association of BC Constitution and Bylaws

CONSTITUTION

1. The name of the Society is the Public Works Association of British Columbia.
2. The purposes of the Society are to promote excellence in public works and to create public awareness of the critical role of public works professionals in the community. This will be achieved by various means, including but not limited to:
 - a) Facilitating the sharing of information, expertise, experiences, and mutual support in the areas of design, construction, maintenance, administration and operations of public works facilities and services;
 - b) Representing public works professions;
 - c) Organizing an annual conference, training, events, meetings, and publications; and
 - d) Promoting professional standards and ethics.
3. This society is a member-funded society. It is funded primarily by its members to organize events for the benefit of its members. On its liquidation or dissolution, this Society may distribute its moneys and other property to its members.

BYLAWS

PART 1 – DEFINITIONS AND INTERPRETATION

Name and Jurisdiction

1.1 The name of the organization shall be the American Public Works Association, hereinafter called APWA, British Columbia Chapter, hereinafter called the Chapter. The territory included within the jurisdiction of this chapter shall be Province of British Columbia and Yukon Territory.

Definitions

1.1 In these Bylaws:

“**Act**” means the *Societies Act* of British Columbia as amended from time to time;

“**Board**” means the directors of the Society;

“**Bylaws**” means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

Alignment with APWA

1.4 The Society is a chapter of the American Public Works Association (APWA). These Bylaws will first comply with the Act or the regulations under Act. These Bylaws will also align with APWA bylaws and policies wherever possible, and where there is no conflict with the Act, or the regulations. PWABC also has policies to supplement these bylaws.

PART 2 – MEMBERS

Application for membership

2.1 A person may apply to the Board as prescribed by APWA for membership in the Society, and the person becomes a member on the Board’s acceptance of the application.

Duties of members

1.2 Every member must:
a) uphold the constitution of the Society;
b) must comply with these Bylaws and any policies adopted by the Board; and
c) not hinder the purposes, aims and objectives of the Society.

Amount of membership dues

2.3 The amount of the annual membership dues, if any, must be determined by the Board as prescribed by APWA.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay the member’s annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

- 2.5** A voting member who is not in good standing
- a) may not vote at a general meeting, and
 - b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

- 2.6** All dues are payable to APWA annually in advance. Non-payment of dues for a period of 90 days shall be treated as equivalent to resignation. Such members shall not again be eligible for membership until all arrears have been paid in full.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

- 3.1** A general meeting must be held at the time and place the Board determines. The Board will provide at least fourteen days' notice of the time, place and purpose of all meetings.

Ordinary business at general meeting

- 3.2** At a general meeting, the following business is ordinary business:
- a) adoption of rules of order;
 - b) consideration of any financial statements of the Society presented to the meeting;
 - c) consideration of the reports, if any, of the directors or auditor;
 - d) election or appointment of directors;
 - e) appointment of an auditor, if any;
 - f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

- 3.4** The following individual is entitled to preside as the chair of a general meeting:
- a) the individual, if any, appointed by the Board to preside as the chair;

- b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
- i. the President,
 - ii. the President-Elect, if the president is unable to preside as the chair, or
 - iii. one of the other directors present at the meeting, if both the president and President-Elect are unable to preside as the chair.

Alternate chair of general meeting

- 3.5** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7** The quorum for the transaction of business at a general meeting is 5 percent of the membership, of whom no more than one-half shall be members of the Executive Committee.

Lack of quorum at commencement of meeting

- 3.8** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
 - b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- a) elect an individual to chair the meeting, if necessary;
- b) determine that there is a quorum;
- c) approve the agenda;
- d) approve the minutes from the last general meeting;
- e) deal with unfinished business from the last general meeting;
- f) if the meeting is an annual general meeting,
 - a. receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - b. receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - c. elect or appoint directors, and
 - d. appoint an auditor, if any;
- g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote, or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – BOARD OF DIRECTORS

Number of Directors on Board

4.1 The Society shall have 10 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board. The election may also be conducted electronically prior to the annual general meeting.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

4.31 To fill a vacancy of the Board, the Past-President shall convene a Nominations Committee to solicit interest and recommend a candidate for appointment to the Board.

Term of appointment of director filling casual vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Vacancy for the position of President

- 4.5** In the event of a vacancy occurring in the position of President, the unexpired term shall be filled by the President-Elect.

Qualification of Directors

- 4.6** In order to be a Director, a person must have the following qualifications:
- a) be a member in good standing;
 - b) be at least 18 years old or older;
 - c) legally entitled to reside and work in Canada;
 - d) have the support of their employer;
 - e) not be an undischarged bankrupt;
 - f) not be found by a court of competent jurisdiction as incapable of managing one's own affairs; and
 - g) not be convicted of an offence:
 - in relation to fraud of the formation or operation of a corporation, unincorporated business or association; and
 - for which the person has not been pardoned or for which there is less than 5 years between the conviction and the date of consideration to be Director

Obligations of Directors

- 4.7** A Director will:
- a) act honestly and in good faith and in the best interests of the Society, exercising reasonable care, diligence and skills on the Society's behalf;
 - b) support the purposes of the Society;
 - c) serve on committees as required by the Board; and
 - d) comply with all conflict of interest requirements of the Act and regulations of the Act and such policies as may be established by the Board of Directors.

PART 5 – MEETINGS OF THE BOARD

Calling a Board meeting

5.1 A Board meeting may be called by the President or by any 2 other

Directors. **Notice of a Board meeting**

5.2 At least 2 days' notice of a Board meeting must be given unless all the Directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a Board meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

Conduct of Board meetings

5.4 The Directors may regulate their meetings and proceedings as they think

fit. **Quorum of the Board**

5.5 The quorum for the transaction of business at a Board meeting is a majority of the Board.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a Director, other than the president, may hold more than one position:

- a) President;
- b) President-Elect;
- c) Secretary;
- d) Treasurer;
- e) Past-President;
- f) Chapter Delegate;

Directors at large

6.2 Four Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large. Directors shall serve for terms of two alternating years.

6.22 The Board may appoint additional non-voting positions to advise the Board as it deems necessary.

Role of President

6.3 The President is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of President-Elect

6.4 The President-Elect is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of Secretary

6.5 The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- a) issuing notices of general meetings and directors' meetings;
- b) taking minutes of general meetings and directors' meetings;
- c) keeping the records of the Society in accordance with the Act;
- d) conducting the correspondence of the Board;
- e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of Secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of Treasurer

6.7 The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- a) receiving and banking monies collected from the members or other sources;
- b) keeping accounting records in respect of the Society's financial transactions;
- c) preparing the Society's financial statements;
- d) making the Society's filings respecting taxes.

Role of Past-President

6.8 The Past President shall serve as an advisor to the Board of Directors.

Role of Chapter Delegate

6.9 The Chapter Delegate shall represent the PWABC at APWA Council of Chapters.

PART 7 – REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY**Remuneration of directors**

7.1 These Bylaws do not permit the Society to pay to a director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

- 7.2** A contract or other record to be signed by the Society must be signed on behalf of the Society
- a) by the president, together with one other director,
 - b) if the president is unable to provide a signature, by the president-elect together with one other director,
 - c) if the president and president-elect are both unable to provide signatures, by any 2 other directors, or
 - d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.