

***Canadian Society of Safety Engineering (CSSE)***

**EDMONTON CHAPTER BY-LAWS**

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**CSSE**

Canadian Society of Safety Engineering

# EDMONTON CHAPTER

# BY-LAWS

**11804 104 Ave  
Edmonton, Alberta  
T5J 2G9**

**[www.edmontoncsse.org](http://www.edmontoncsse.org)**

**E-mail: [Chapter-Chair@edmontoncsse.org](mailto:Chapter-Chair@edmontoncsse.org)**

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*Canada's Premier Organization for Health and Safety Professionals*

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# ***Canadian Society of Safety Engineering (CSSE)***

## **EDMONTON CHAPTER BY-LAWS**

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# ***Canadian Society of Safety Engineering (CSSE)***

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### **HISTORY**

The Canadian Society of Safety Engineering (CSSE) was first started in 1949 by a small group of dedicated individuals drawn together in the common cause of accident prevention. It grew from a provincially based organization to a national organization and in 1972 obtained a Federal Charter as a not-for-profit corporation. It became Canada's largest national and most established professional organization for health and safety practitioners.

Chapters were formed in every region of the country and today, there are members from across Canada, the United States, and around the world working together to enhance the health, safety and environmental profession.

### **GENERAL INFORMATION**

The Canadian Society of Safety Engineering (CSSE) is the leading health, safety and environmental organization for professionals in Canada. We work with industry, governmental agencies and other safety organizations to promote a greater awareness of health, safety and environmental issues in workplaces and communities across the nation and around the world.

CSSE is a national organization, supporting the operation of local Chapters. Chapters provide a local forum for information exchange and networking among professionals. Through Chapter meetings and activities, members promote and enhance the profile of the profession in communities throughout Canada.

The Canadian Society of Safety Engineering (CSSE) is a non-profit organization dedicated to furthering the art and science of Loss Prevention Management and preserving life, equipment, material and the environment and encouraging the pursuit of excellence of its members.

### **CSSE's VISION**

CSSE is the leading professional association for health, safety and environmental practitioners in Canada. [http://www.csse.org/strategic\\_direction](http://www.csse.org/strategic_direction)

### **OUR MISSION**

The Edmonton Chapter supports the National mission to be the resource for professional development, knowledge and information exchange to our members, our profession and the Canadian public.

Membership is open to those employed in, interested in or concerned with the profession of safety, loss prevention or its associated disciplines.

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### **GOVERNANCE**

The Edmonton Chapter is governed by a volunteer Executive Committee, drawn from and elected by the membership. The Executive Committee is comprised of five Executive Officers (Chapter Chair, Vice Chair, Treasurer, Secretary and Immediate Past Chair). In addition, there are appointed Committee Directors which along with the Executive Committee make up the Board of Directors.

The Executive Committee is responsible for the overall direction and operation of the Chapter on a local level, and establishes and implements policies and procedures to advance the objectives of the Chapter. It also ensures the efficient and effective use of the Chapter's and National Society's resources.

Roles & Responsibilities of elected Officers and appointed Board members are described within these chapter by-laws.

The Edmonton Chapter By-laws and Operations Manual provides the framework, policies and governance practices for the Chapter's operations.

### **NATIONAL OFFICE**

The National Office is responsible for carrying out Board policy and daily administration of the Society, under contract approved by the Board of Directors.

Executive Director: Perry Ruehlen

National Office:

Address: CSSE  
468 Queen Street East  
LL-02  
Toronto ON  
Canada M5A 1T7

Telephone: (416) 646-1600

Toll-free: (877) 446-2674

Facsimile: (416) 646-9460

Web site: [www.csse.org](http://www.csse.org)

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### **CODE OF ETHICS**

The Canadian Society of Safety Engineering (CSSE) has a duty to provide guidance to its members on standards of behaviour and ethical conduct. [http://www.csse.org/code\\_of\\_ethics](http://www.csse.org/code_of_ethics)

### **EDMONTON CHAPTER INFORMATION**

#### **1. GEOGRAPHICAL AREA**

The Edmonton Chapter is one of eleven chapters belonging to the Alberta, NWT, Nunavut Region. The Chapter covers all members living or working in North Central Alberta, Edmonton and the Capital Region including Sherwood Park, St. Albert, Leduc, Nisku, Stony Plain, and Spruce Grove.

The Edmonton Chapter of the CSSE serves the diverse needs of its members by promoting professionalism and the exchange of information among its members and educating the community on the value of loss prevention and safety. Membership for the Chapter represents one of the largest within the society.

#### **2. NATIONAL CSSE OVERSIGHT**

- 2.1 The Edmonton Chapter is a part of the National Society and is bound by and shall be governed in a manner prescribed by the By-Laws of the National Society.
- 2.2 The National Society may require the Executive of the Edmonton Chapter to provide for the prompt review, completion and forwarding of all reports required or requested by the National Society; without limit of the foregoing,
  - 2.2.1. if any civil or criminal action is commenced against the Edmonton Chapter or any of its members arising out of activities carried on by the Edmonton Chapter, the Chapter shall report such action to the President of the National Society and shall submit a detailed report in writing at the earliest opportunity;
  - 2.2.2. the Edmonton Chapter shall upon discovery, report to the Vice-President/Treasurer or Executive Director of the National Society any circumstances which tend to indicate an embezzlement of or defalcation in funds belonging to the Edmonton Chapter.
- 2.3. The Edmonton Chapter shall not commence by itself or by its representatives any action, criminal or civil in any court; any circumstance that might give rise to any such action shall be referred to the President and Executive Director of the National Society.
- 2.4. The Edmonton Chapter may adopt its own rules and by-laws, provided that such rules and by-laws are consistent with either the By-Laws of the National Society, or the By-Laws adopted by the Alberta Regional Executive Committee.

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### **3. INCORPORATION OF THE EDMONTON CHAPTER**

- 3.1. Based on National's records the Edmonton Chapter was incorporated prior to 1980. It is registered as a not for profit / charitable organization.
- 3.2. The Edmonton Chapter Canadian Revenue Agency (CRA) number is 100772003RR0001.

### **4. EXECUTIVE OFFICERS**

#### **4.1 Elected Officers of the Chapter**

The affairs of the Edmonton Chapter shall be managed by an Executive Committee, of not less than three, comprised as follows:

- 4.1.1. Chair
- 4.1.2. Vice Chair
- 4.1.3. Secretary
- 4.1.4. Treasurer
- 4.1.5. Immediate Past Chair

each of whom shall be elected or succeed in the manner prescribed in Section 9.

#### **4.2 Terms of Office**

The term of office of an elected Officer shall be two (2) years. All efforts shall be placed on alternating the terms of office for the executive officers so as not to have a complete turn-over of membership in the same year on the Executive Committee.

#### **4.3 General Powers and Duties of the Executive Committee**

The Executive Committee shall direct, manage, supervise and control the business, funds and policies of the Chapter, and generally administer the affairs of the Chapter, and make or cause to be made for the Chapter, any description of contract that the Chapter may, by law, enter into.

The Executive Committee may pass by-laws not contrary to law, CSSE National Society or Alberta Regional Executive Committee by-laws to regulate:

- 2.2.2. the appointment, functions, duties and removal of Board of Directors of the Chapter;
  - 4.3.2. the time and place for the holding of meetings of the members, the calling of meeting of the members and of the Board, the quorum of such meetings, and the procedure in all things at such meetings;
  - 4.3.3. create, supervise, delegate and otherwise direct the activities of the Chapter's Standing/Special Committee's;
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- 4.3.4. the conduct in all other particulars of the Chapter for which provision is not otherwise prescribed.

### **4.4 Roles and Responsibilities of Executive Officers**

- 4.4.1. The Chapter Chair shall exercise general supervision over the activities of the Chapter in a manner that is timely and consistent with the goals and policies as set out in the by-laws. The Chapter Chair in collaboration with the executive will;
  - 4.4.1.1. preside at Chapter or special general meetings of the members and of the Executive Committee;
  - 4.4.1.2. direct the efforts of the other Executive Officers;
  - 4.4.1.3. be a member of all standing and special committees;
  - 4.4.1.4. appoint a Director for each of the standing and special committees;
  - 4.4.1.5. ensure that an annual report of the Chapter's activities is compiled and forwarded to the National Office;
  - 4.4.1.6. act as the spokesperson for the Chapter;
  - 4.4.1.7. support the Chapter's goals and objectives by ensuring initiatives are carried out and communicated to the members;
  - 4.4.1.8. ensure Chapter meetings and activities are planned annually and call extraordinary meetings when necessary;
  - 4.4.1.9. uphold the by-laws of the Chapter and National Society;
  - 4.4.1.10. promote the Canadian Society of Safety Engineering to potential members and other interested parties; communicate with other professional associations in the Edmonton region to co-promote and share resources. (i.e. ACE; AIHA; ACSA; other CSSE Chapters)
  - 4.4.1.11. represent the Edmonton Chapter at meetings and business of the National Society and Alberta Regional Chapter;
  - 4.4.1.12. perform other such duties as may be assigned by the Executive Committee.
- 4.4.2. The Vice Chair shall assist the Chapter Chair and exercise general supervision over the activities of the Chapter in a manner that is timely and consistent with the goals and policies in the by-laws. The Vice Chair will;
  - 4.4.2.1. be a member of the Executive Committee;
  - 4.4.2.2. fulfill the duties and exercise the powers of the Chapter Chair in his/her absence;

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- 4.4.2.3. represent the Executive Committee at designated standing or special committee meetings;
- 4.4.2.4. undertake periodic reviews of the Chapters by-laws and policies to ensure they are consistent with the needs of the Chapter;
- 4.4.2.5. ensure the annual financial review process is completed;
- 4.4.2.6. administer the Chapter Awards Program;
- 4.4.2.7. promote the Canadian Society of Safety Engineering to potential members and other interested parties;
- 4.4.2.8. perform other such duties as may be assigned by the Executive Committee.
- 4.4.3. The Secretary shall assist in the management and direction of the Chapter in a manner that is timely and consistent with the goals and policies as set out in the by-laws. Particular attention shall be given to the recording and distribution of meeting minutes and correspondence. The Secretary will;
  - 4.4.3.1. Coordinate, communicate and record Executive and Board meetings and maintain Chapter records;
  - 4.4.3.2. be a member of the Executive Committee;
  - 4.4.3.3. complete and submit the Chapters annual report with the National Office, when required;
  - 4.4.3.4. promote the Canadian Society of Safety Engineering to potential members and other interested parties;
  - 4.4.3.5. perform other such duties as may be assigned by the Executive Committee.
- 4.4.4. The Treasurer shall assist in the management and direction of the Chapter in a manner that is timely and consistent with the goals and policies as set out in the by-laws. Particular emphasis shall be given on the financial operation of the Chapter. The Treasurer will;
  - 4.4.4.1. be a member of the Executive Committee;
  - 4.4.4.2. oversee the financial responsibilities of the Chapter;
  - 4.4.4.3. submit an annual budget for the approval of the Executive Committee at the annual Executive Planning Meeting;
  - 4.4.4.4. provide the Board Members with regular and annual financial reports;
  - 4.4.4.6. provide Chapter Members with a financial report during the Annual General Meeting, when scheduled;

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- 4.4.4.7. provide annual revenue, expense and account balance figures to the Chapter Chair so they can be included on the annual report to National Office;
  - 4.4.4.8. manage accounts, (receivables and payables) and the post office box in a timely manner;
  - 4.4.4.8. establish and maintain banking arrangements that require cheques to have two signatures;
  - 4.4.4.9. ensure that all standing or special committee's supply budgets and reports as and when required;
  - 4.4.4.10. promote the Canadian Society of Safety Engineering to potential members and other interested parties;
  - 4.4.4.11. perform other such duties as may be assigned by the Executive Committee.
- 4.4.5. The Immediate Past Chair assists with the continuity of Chapter operations by offering advice to the Chapter Chair and coordinating succession planning. The Immediate Past Chair will;
- 4.4.5.1. be a voting member of the Executive Committee;
  - 4.4.5.2. administer the elections, nomination and selection process of Board Members;
  - 4.4.5.3. promote the Canadian Society of Safety Engineering to potential members and other interested parties;
  - 4.4.5.4. perform other such duties as may be assigned by the Executive Committee;
  - 4.4.5.5. verify that any executive members running for an elected position or assigned board of directors are current members.

## **5. STANDING/SPECIAL COMMITTEES**

### **5.1 Establishing Committees**

- 5.1.1. The Executive Committee, from time to time, may establish standing and/or special committees with such duties as the Executive Committee feels is required to accomplish its goals.
- 5.1.2. The Executive Committee may abolish standing/special committees based on the operational needs of the Chapter.
- 5.1.3. A list of current standing/special committees is referenced in the Chapter Operations Manual.

### **5.2 Regulations respecting Committees**

- 5.2.1. A Director for each committee shall be appointed by the Chapter Chair from among Regular or Associate Members.

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- 5.2.2. Committee Directors shall call upon other Chapter Members to help work on their committee.
- 5.2.3. Each Committee Director shall report, take direction and be responsible to the Executive Committee.
- 5.2.4. Each standing/special committee will have representation from an appointed Executive Member. The executive members role is to provide support, guidance and assist with the committee's function and report back to the executive committee any challenges or successes requiring action.

### **5.3 Committees' Terms of Reference**

The terms of reference and purpose for each standing/special committee are detailed in the Chapter Operations Manual and shall be reviewed annually.

### **5.4 Removal from Standing and/or Special Committees**

Committee Directors and Members of standing or special committee's may be removed at the discretion of the Executive Committee.

## **6. BOARD OF DIRECTORS**

### **6.1 Composition**

The Board shall be comprised of five Executive Officers and the Standing/Special Committee Directors.

### **6.2 Qualifications**

Each Board Member shall be at least eighteen years of age and in good standing as a current member of the Canadian Society of Safety Engineering. A person holding a Board position ceases to be a Board of Director if the person:

- 6.2.1. resigns from office by delivering a written resignation to the Executive Committee of the Chapter;
- 6.2.2. is removed from office pursuant to the provisions of section 6.8; or
- 6.2.3. do not maintain an active membership status.

### **6.3 General Duties of the Board**

- 6.3.1. All Board members shall assist in conducting the business of the Chapter, performing such duties as outlined or as may be assigned by the Executive Committee.
- 6.3.2. Board of Directors shall make all efforts to attend the Chapter Annual General Meeting of the members which take place during their term and attend meetings of the Board.

### **6.4 Responsibility for Acts**

The Board of Directors and Officers shall abide by the ethics and responsibilities established on the By-laws and Operations Manual

### **6.5. Indemnities to Committee Directors and Officers**

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Every Committee Director and Officer of the Chapter and every other person who has undertaken or is about to undertake any liability on behalf of the Chapter shall, be indemnified and saved harmless, out of the funds of the Chapter unless the act was wilful.

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### **6.6 Remuneration for Board of Directors and Executive Officers**

The Directors and Officers of the Chapter serve without compensation, and shall not accept any remunerative employment, either directly or indirectly from the Chapter; but shall not be prohibited from receiving:

- 6.6.1 Reimbursement in accordance with the policies of the Chapter for the reasonable chapter expenses;
- 6.6.2 Reasonable remuneration and expenses for the services of that person to the Chapter in any other capacity.

### **6.7 Removal of Board Members**

The voting Executive Officers may remove any Director or Officer before the expiration of their term and fill the vacancy as per these By-laws.

### **6.7 Vacancies on the Board**

6.8.1 In the event that a vacancy occurs from one of the Standing Committee Directors, a notice shall be sent out to the membership asking for interested members to submit a Nomination/Participation Form (See Chapter Operations Manual). The Executive Committee will select the best candidate from all forms that are received.

6.8.2 In the event that a vacancy occurs from one of the Executive Officer positions, the vacancy shall be filled by the remaining Officers as follows:

- 6.8.2.1 In the case of the Chair, the normal succession of Vice Chair shall govern;
- 6.8.2.2 In the case of the Immediate Past Chair, the previous Past Chair may be asked to sit in the position;
- 6.8.2.3 Any other Executive Position (Treasurer, Secretary or Vice Chair) the vacancy shall be filled first by a Standing/Special Committee Director and second by any member of the Chapter eligible to serve as an Officer. An interested member may be placed in an executive position to complete the term of an executive member should that executive member leave during their 2 year term. Upon the next election year, that volunteer member must go through the normal election/voting process as outlined in Section 9.
- 6.8.2.4 The volunteer that fills a vacant executive position without being voted in will not have cheque signing.

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### **7. BOARD OF DIRECTOR AND EXECUTIVE COMMITTEE MEETINGS**

#### **7.1 Delivering Notice of Meetings**

- 7.1.1. Notice of Board meetings or of committees of the Board (including the Executive Committee) shall not be less than 48 hours prior to the commencement of the meeting when given notice in writing/e-mail.
- 7.1.2. Executive members have the authority to call meetings of the Board or by not less than three Directors.
- 7.1.3. The Executive may appoint recurring dates in each year for regular meetings of the Board at a place and time best suited for the Board members.
- 7.1.4. Meetings of the Board and committees of the Board (including the Executive Committee) may be held at any place within the Edmonton Region as designated in the notice calling the meeting.

#### **7.2. Alternative Participation at Meetings**

A Board member may participate in a meeting of the Board or of a committee of the Board by means of conference telephone or other communication device permitting all persons participating in the meeting can hear each other.

#### **7.3. Quorum at Meetings**

A quorum for the transaction of business at meetings of the Board and Executive shall be the smallest whole number that is a majority of the number of Elected Officers (three Elected Officers).

#### **7.4. Motions and Decisions**

- 7.4.1. Decisions or questions arising at any meeting of the Board or Executive Committee shall be decided by a majority vote of the Elected Officers only.
- 7.4.2. Committee Directors may add to the discussion of the motion but will not be permitted to vote on the decision.
- 7.4.3. At all meetings of the Board, every motion shall be decided verbally when meeting by conference call or a show of hands when meeting in person of all Elected Officers.
- 7.4.4. Any motion on which there is an equality of votes the motion is lost.
- 7.4.5. A declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

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### **7.5. Minutes of Board and Executive Committee Meetings**

The Board and Executive Committee shall keep minutes of its meetings in which all action taken shall be recorded and at least a summary of the discussion shall be submitted to the next meeting of the Board. Executive and Board meeting minutes shall be made available for review to the chapter membership by posting the minutes on the chapter website.

## **8. NOMINATION AND APPOINTMENT OF STANDING/SPECIAL COMMITTEE DIRECTORS**

### **8.1. Appointment and Term**

- 8.1.1. Directors of standing/special committee's will be chosen upon applicants for the vacant position.
- 8.1.2. The Executive Committee will decide which member will be selected to fill the vacant Director position.
- 8.1.2. There is no term limit for how long a Committee Director can hold their position as long as the Director continues to meet expectations and agrees to fulfill their duties within the boundaries set out for them. It is recommended that Committee Directors are refreshed periodically to provide membership with leadership opportunities.

### **8.2. Eligibility for Appointment**

A person who is a voting member in good standing of the National Society shall be eligible for consideration as a Committee Director.

### **8.3. First Notice Seeking Directors**

No less than thirty (30) days prior to the application closing date; the Executive Committee shall give notice to members:

- 8.3.1. seeking applications of eligible members as Committee Director for the available positions;
- 8.3.2. attaching the application process for members;
- 8.3.3. requiring that applications to be considered must be signed by the applicant and be received on or before the application closing date.

### **8.4. Selecting a Standing/Special Committee Director**

All applications received will be reviewed during a Board of Directors meeting. The Executive Officers will vote to determine which member will be selected to fill the vacant Committee Director position.

### **8.5. Announcing the Successful Candidate**

The Immediate Past Chair will announce the results of the Committee Director assignment during the next scheduled membership meeting.

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### **9. NOMINATION AND ELECTION OF EXECUTIVE OFFICERS**

#### **9.1. Election and Term**

- 9.1.1. Elections will be held during the month of October in election years or ad-hoc when the need to fill a vacancy occurs outside the regular election schedule.
- 9.1.2. Executive Officers shall be elected by the Chapter membership for a term of two (2) years and until their successors are elected and appointed.

#### **9.2. Eligibility of Election**

- 9.2.1. a person eligible for nomination as the Chapter Chair must have previously served a minimum of one full term in a chapter executive position.
- 9.2.2. a person who is a voting member in good standing of the National Society shall be eligible for nomination in all other chapter executive positions.

#### **9.3. First Notice Seeking Candidates**

No less than sixty (60) days prior to the scheduled election; the Executive Committee shall give notice for nominations to members:

- 9.3.1. seeking nominations of eligible members as Officers for the available positions;
- 9.3.2. attaching the application process for nominees;
- 9.3.3. requiring that applications to be considered must be signed by the nominee and be received at least fifteen (15) days prior to the Chapter or election meeting.

#### **9.5. Notice of Candidates**

Not later than fifteen (15) days prior to the scheduled election; the Executive Committee shall give notice to all voting members of the Chapter:

- 9.5.1. identifying the names of persons who are eligible for each available position from the applications that were received;
- 9.5.2. providing a brief summary of each person's qualifications and background information.

#### **9.8. Member Votes**

In the event that there are two or more nominations received for an available position, each member that is eligible to vote shall have one vote for each vacant position.

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### **9.9. Preparation and Circulation of Electronic Ballots**

In the event that there are two or more nominations received for any available position, the Immediate Past Chair shall:

- 9.9.1. prepare separately for each available position, an electronic ballot that clearly identifies the names of candidates for such position; and
- 9.9.2. distribute the electronic ballot to all chapter members utilizing a secure and confidential voting system distributed electronically to all chapter members with a 7 day voting window.

### **9.10. Return of Electronic Ballots**

All electronic ballots will be counted and tabulated.

### **9.11. Proxies**

For the ease of administration and logistics, voting by proxies within the Edmonton Chapter will not be accepted.

### **9.12. Announcing the Election Results**

A candidate for the Executive position shall be elected upon receiving a plurality of the votes cast. The Immediate Past Chair will announce the results of the endorsed vote and election results within seven (7) days of the election informing all members of the results.

## **10. CSSE MEMBERS**

### **10.1. Member of National Society, Region and Chapter**

Based upon the location of the place of residence shown in the records of the National Society relative to the boundaries of the Regions and Chapter into which the Society is divided, a member shall (where applicable) be a member of the appropriate Region and Chapter.

### **10.2. Chapter Member**

Voting membership of the Edmonton Chapter shall be any classified member in good standing with the National Society. The National Society classifies a number of voting and non-voting membership classes. However at the Chapter level all classifications of membership will be given full member privileges as defined in these by-laws.

### **10.3. Application for Membership**

A person who wishes to become a member with the Edmonton Chapter shall submit a signed written membership application form, together with the applicable membership fee to the National Society.

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### **10.4. Non-Transferability and Termination of Membership**

Membership in the National Society is personal and may not be transferred to another person. Membership automatically terminates if the member resigns or discontinues paying the annual dues.

### **10.5. Prohibition Against Endorsement**

Unless the approval of the National Society Board has first been obtained, no member shall, in the name of the Society, endorse any specific product or engage in political activity.

### **10.6. Liability of Members**

Members shall not be held answerable or responsible for any act, default, obligation or liability of the Society or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Society.

### **10.7. Sharing of Chapter Membership Listing**

Periodically, the Edmonton Chapter may be requested to provide an individual with a list of Chapter members. CSSE members can access a list of other members through the Members Area of the CSSE National web site. Please note: members who have indicated that they do not wish to be displayed in the directory will not be listed. A full Chapter list can be obtained by contacting the National CSSE office.

## **11. MEETINGS OF MEMBERS**

### **11.1. Annual General Meeting of Members (optional)**

The Annual General Meeting of the Members shall be held at a location in Edmonton and a time and date as may be determined by the Board. The AGM shall serve the purpose of;

- 11.1.1. Hearing and receiving the Chapters financial report and year-end statements;
- 11.1.2. Hearing and receiving activity reports from each of the Special Committees;
- 11.1.3. Receiving the announcement on the election of Chapter Executive Officers as described in section 9;
- 11.1.4. Any other business properly brought before the meeting.

### **11.2. Regular Meetings of Members**

The Executive may at any time call a regular meeting of Members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A regular meeting of members shall also be called by the Directors upon receipt of written notice from not less than twenty-five members entitled to vote.

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### **11.3. Notice of Meetings of Members**

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given not less than fifteen (15) days before the date of the meeting to each member by sending an e-mail notice to the last address of the addressee shown on the Society's records.

### **11.4. Proxies**

For the ease of administration and logistics, voting by proxies within the Edmonton Chapter will not be accepted.

### **11.5. Quorum**

Twenty-five (25) voting members present in person will constitute a quorum at any regular or AGM member meeting. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

### **11.6. Chair**

In the absence of the Chair or Vice-Chair, the Members present at any meeting of members shall choose another Board Director as Chair and if no Director is present or if all the Directors present decline to act as Chair, the Members present shall choose a Chair.

### **11.7. Voting by Members**

Unless the By-laws otherwise provide, all motions proposed for consideration at a meeting of Members shall be determined by a majority of the votes, each of whom shall be entitled to one vote. Any motion on which there is an equality of votes is lost.

### **11.8. Show of Hands**

At all meetings of Members every motion shall be decided by a show of hands. Upon a show of hands, every Member entitled to vote who is present in person shall have one vote. Whenever a vote by show of hands has been taken upon a motion, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Chapter is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

# ***Canadian Society of Safety Engineering (CSSE)***

## **EDMONTON CHAPTER BY-LAWS**

### **12. FINANCE AND BANKING**

#### **12.1. Budget**

The Executive shall, establish a balanced budget for the following fiscal year, including estimated revenues to be raised from the Chapters Membership Rebate pursuant to the provisions of section 12.2 and all other sources, and such amounts as may be required to meet all anticipated expenditures.

#### **12.2. Membership Fee Rebate**

The Edmonton Chapter is required to complete and submit an annual operations report to the National Society. Completion of a Chapter's Annual Operations Reports allows the CSSE to act in a duly diligent manner and meet its regulatory requirements under the Canada Corporations Act. Submitting the Annual Operations Report will allow the Edmonton Chapter to receive its annual membership rebate from the National Society. In order to receive this rebate, the Edmonton Chapter must;

12.2.1. Submit its Annual Operations Report, and

12.2.2. Request that the rebate be issued.

\* The report document can be accessed through the Members Area of the CSSE web site.

#### **12.3. Banking Resolution**

The National Society Board designates and authorizes either the Chapter Chair; Vice-Chair; Secretary, Immediate Past Chair and Treasurer to transact the banking business of the Chapter with the Chapter's bank or trust company. These designated Officers will have the authority set out in the resolution, including, unless otherwise restricted, the power to;

12.3.1. Operate the Chapter's accounts with the banker;

12.3.2. Make, sign, draw, accept, endorse, negotiate, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;

12.3.3. Issue receipts for and orders relating to any property of the Chapter;

12.3.4. Execute any agreement relating to any banking business and defining the rights and powers of the parties; and

12.3.5. Authorize any officer of the banker to do any act or thing on the Chapters behalf to facilitate the banking business.

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### **12.4. Books and Records**

The Board shall see that all necessary books and records of the Chapter required by the by-laws of the Chapter, National Society or by any applicable statute are regularly and properly kept.

### **12.5. Signature on Cheques, Drafts, Notes, etc.**

All cheques, drafts or orders for the payment of money shall be signed by the designated Officers prescribed in section 12.3.

### **12.6. Execution of Documents**

Documents requiring execution by the Chapter shall be signed by two (2) of the five (5) Officers, namely being Chair; Vice-Chair; Secretary, Treasurer and Immediate Past Chair. All documents so signed are binding upon the Chapter without any further authorization of formality. The Executive may from time to time appoint any Officer or any person on behalf of the Chapter, either to sign documents generally or to sign specific documents.

### **12.7. Borrowing by the Society**

The Edmonton Chapter will not be permitted to borrow money; secure any such debentures; securities or invest in other borrowing liabilities.

### **12.8. Fiscal Year End**

The financial year of the Edmonton Chapter shall terminate on the last day of December in each year.

### **12.9. Chapter Financial Reports**

The Chapter Treasurer shall ensure that all financial matters are done in accordance with the CSSE by-laws and overlook the following financial activities;

- 12.9.1. Present regular financial status updates at the Executive Committee meetings;
- 12.9.2. Regularly inform the Chapter Board Members the general status of the financial records during regular members meetings;
- 12.9.3. Upon request of a Chapter Member provide details of the Chapter's current financial status;
- 12.9.4. Annually perform an informal audit of the Chapter's financial records, a member of the Chapter (excluding Board Members) shall be enlisted to participate in this audit;

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### **12.10. Charitable Donations**

From time to time the Executive Committee has authority to make a resolution to make a charitable donation from the Edmonton Chapter funds which meet the following criteria;

12.10.1. The donation must be to a Canadian cause;

12.10.2 The donation will:

12.10.2.1 aid in the relief of some calamity affecting people. The calamity must have been declared a “disaster” by local, provincial or federal authorities, or

12.10.2.2 be directed towards an event or organization that supports health and safety initiatives;

12.10.3. The donation shall not exceed five thousand dollars (\$5,000.00). Any donation in excess of that amount must receive approval from the Chapter membership;

12.10.4. Chapter membership shall be advised of all donations;

12.10.5. There is no mandate to donate on any prescribed time frame;

12.10.6. All donations shall be based on the Chapter's financial capabilities to reasonably support such a donation;

12.10.7. Criteria for donations and any subsequent changes to the criteria shall be shared with Chapter members.

### **12.11 CSSE Edmonton Chapter Credit Card**

The chapter chair or other executive member may be provided a credit card to facilitate the payment for chapter activities and purchases. The following controls are in place to prevent abuse of this card.

12.11.1 The credit card limit shall be set at \$10,000.00.

12.11.2 Credit card statements shall be sent  
to [treasurer@edmontoncsse.org](mailto:treasurer@edmontoncsse.org).

12.11.3 Receipts shall be forwarded to the treasurer as soon as possible after the transaction.

12.11.3.1 An electronic copy suffices for timely compliance with this policy. Original receipts shall be provided within a reasonable time.

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12.11.4 The credit card shall only be used for the following purposes

- Expenses related to budgeted events and purchases managed by the following committees
  - Golf Committee
  - NAOSH Committee
  - Meetings and Events Committee
  - Education Committee
  - Outreach Committee
  - Communications Committee
  - Chapter chair discretionary expenses as approved by the chapter budget

12.11.4 The Treasurer shall:

12.11.4.1 Reconcile each statement with submitted receipts to ensure all expenses are validated

12.11.4.2 Ensure all expenses are approved as per submitted budgets

12.11.4.3 Ensure the statement is paid in full each month

12.11.4.4 The chapter chair will be asked to reimburse any expenses not related to chapter operations

### **12.12 CSSE Electronic Transaction Protocol**

The treasurer is authorized to make payments for functions and events utilizing electronic banking solutions. The following controls are in place to prevent abuse.

12.12.1. The maximum daily limit for transfers is set at \$3000.00 by the bank.

12.12.2. Payments may only be made to persons or organizations pre-authorized by the executive committee.

12.12.3. The committee may authorize payments to

- Venues which host chapter events when an invoice detailing the expenses has been validated by the organizers of the event, or
- Provide refunds for expenses incurred in support of events or chapter activities approved in budgets once receipts are provided.

12.12.4 Each electronic transaction shall be noted to indicate the purpose of the transaction.

12.12.5 The Treasurer shall reconcile each electronic transaction on the statement with submitted receipts to ensure all expenses are validated and recorded.

12.12.6 Abuse of this process will be a discussion point at an executive committee meeting and may result in a motion to ask the Treasurer to resign their position.

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### **12.13 Travel Expenses**

Members may occasionally be required to travel outside the chapter's geographical area to attend meetings or conduct chapter business. Travel expenses for these events may be refunded as follows

12.13.1 The following may be refunded upon presentation of a receipt

- Hotel accommodations
- Taxi fares
- Bus fares
- Airline fares
- Rental car fees

12.13.2 Private Vehicle Mileage may be reimbursed at the rate set by the Government of Alberta in the TRAVEL, MEAL AND HOSPITALITY EXPENSES POLICY, current edition.

### **12.14 Refunds without a receipt**

Occasionally a member may lose a receipt for an allowable expense. In these circumstances, a refund may still be possible if the following are accomplished.

- A request for refund with an explanation of the lost receipt must be made in an email to the treasurer, and
- A member of the executive must validate the expense.

Proof of the expense may be available in the form of a bank or credit card statement.

## **13. AMENDMENT OF BY-LAWS**

### **13.1. Requirements for Amendment of By-Laws**

The By-laws of the Edmonton Chapter may be repealed, amended, altered or added to by a majority of the Executive Members of the Board at a meeting of the Board.

### **13.2. Whom may propose amendments to Operations Manual**

Amendments to the Operations Manual may be proposed by any member eligible to vote.