



NIAGARA  
ELECTRICAL  
ASSOCIATION

# **BY-LAWS AND CONSTITUTION**

*These By-Laws and Constitution were originated and printed March 26, 2003*

<b>BY-LAW – 1 – MEMBERSHIP .....</b>	<b>3</b>
QUALIFICATION OF MEMBERSHIP .....	3
<b>BY-LAW - 2 - TERMINATION OF MEMBERSHIP .....</b>	<b>3</b>
<b>BY-LAW - 3 – ATTENDANCE .....</b>	<b>3</b>
<b>BY-LAW - 4 - MENDERSHIP FEES .....</b>	<b>4</b>
ANNUAL FEE.....	4
FEE ADMINISTRATION .....	4
<b>BY-LAW - 5 - POWERS OF THE DIRECTORS.....</b>	<b>4</b>
<b>BY-LAW - 6 - ELECTION OF DIRECTORS.....</b>	<b>4</b>
<b>BY-LAW – 7 – OFFICERS .....</b>	<b>6</b>
<b>BY-LAW - 8 - COMMITTEES: .....</b>	<b>7</b>
FUNCTIONS OF STANDING COMMITTEES .....	7
<b>BY-LAW - 9 – MEETINGS .....</b>	<b>8</b>
DIRECTORS MEETING.....	8
<b>BY-LAW - 10 - FINANCE .....</b>	<b>8</b>
GENERAL REVENUES.....	8
INVESTMENTS.....	9
DISBURSMENTS.....	9
FINANCIAL YEAR.....	9
BANKING.....	9
DISSOLUTION.....	10
<b>BY-LAW - 11 - AMENDMENTS AND INTERPRETATION .....</b>	<b>10</b>
AMENDMENTS.....	10
INTERPRETATIONS.....	10

## **BY-LAW – 1 – MEMBERSHIP**

### **QUALIFICATION OF MEMBERSHIP**

1. Membership in the Association shall be restricted to residents of the Region of Niagara.
2. Membership is open to ail individuals in the Electrical field.
3. Membership shall represent a cross-section of Contractors, Maintenance Personnel, Distributors/Wholesalers, Electric Utility Companies, Motor Shops or other Electrical related businesses.
4. Any person holding a recognized Electrical Contractor's license and/or operating an Electrical Contracting Business may make application for Membership in the Niagara Electrical Association. All applications for Membership shall be reviewed by the Membership Committee and approved by the full Membership. The Membership Committee may, with the approval of the Board of Directors, refuse said application if they consider an applicant unfit for Membership.
5. Associate Members may be admitted to the association at the discretion of the Board of Directors. All applications shall be reviewed by the
6. Membership Committee and approved by the full Membership. Associate members shall enjoy all the rights and privileges of Membership. The Board of Directors may approve associate Membership of Registered Apprentices, except that no Apprentice Associate may hold office or vote on association business. The Board of Directors may refuse application if they consider an applicant unfit for Membership.
7. All motions of Membership questions shall be separate from all other questions of business of the Association. All motions on membership that have an objection raised shall be voted upon by secret ballot.

## **BY-LAW - 2 - TERMINATION OF MEMBERSHIP**

1. Any member may resign from the Organization by giving notice in writing to the Membership Chairman or Secretary.
2. Membership in the Association shall automatically terminate of death or on the removal of a member from the Region of Niagara.
3. If any member fails to pay any personal indebtedness due the Association .within ninety (90) days after the due date, the Secretary, with the concurrence of the President, shall in writing advise the member that his rights and privileges in the Association have been suspended and if the indebtedness is not satisfied within the following thirty (30) day period, the member's name will be brought before the Board of Directors for consideration of termination of membership. Such termination of membership shall not cancel the said indebtedness. .

Nothing in this clause shall restrict the power of the Board of Directors to make whatever arrangements they deem prudent in unusual or hardship . situations. Under this clause, termination of membership shall be by resolution of the Board of Directors and members.

## **BY-LAW - 3 – ATTENDANCE**

The Association shall recognize that family, business and/or civic responsibilities and member health shall take precedence over Niagara Electrical Association meeting.

## **BY-LAW - 4 - MEMBERSHIP FEES**

### ANNUAL FEE

The Association Secretary or Treasurer shall on December 1<sup>st</sup> annually invoice each active member of the Association an annual fee as per the Schedule of Fees.

### FEE ADMINISTRATION

Any surplus of fees collected shall be used in the general administration of the Association affairs.

No later than the regular meeting in October of each year, the Board of Directors shall submit to the members for their approval, a Schedule of Fees that shall be in effect for the next fiscal year commencing January 1<sup>st</sup>.

## **BY-LAW - 5 - POWERS OF THE DIRECTORS**

- The affairs of the Association shall be managed by the Board of Directors made up of eleven (11) members, which include the officers and the immediate past president.
- All active members of the Association shall be eligible to hold office in the Association.
- The officers and members of the board of directors shall be installed during and assume office at the conclusion either a Special or a Regular Meeting of Members, and that each director's term of office shall be for a period of two years commencing the month of January of the set year.
- Upon death, resignation, incapacitation or ceasing to be an active member of any director, or in the event of the failure of any director to carry out the duties of his office, the Board of Directors may declare the said office vacant and shall select a successor to fill the unexpired term of the office providing a quorum of directors remain in office.
- Whereas the Board of Directors shall exercise the general management of the affairs of the Association such duties as are required under the Constitution and By-Laws and shall be subject to the directions of the members of the Association.
- The directors may from time to time on behalf of the Association give to any director or officer or member of the Association, the undertaking of the Association, to indemnify and save harmless out of the funds of the Association any such director, officer or member sustains or occurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office and all costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Association except such costs, charges, or expenses as are occasioned by his own willful neglect or default.

## **BY-LAW - 6 - ELECTION OF DIRECTORS**

The immediate past president shall be a member of the Board of Directors ex-officio. Should he be unable to serve, the next immediate past president that is willing to serve shall automatically become a member of the Board of Directors in his place.

No later than the regular meeting of members in October of each year, the immediate past president and the two prior immediate past presidents who are willing to serve shall form a nominating committee. The nominating committee shall select a slate of nine (9) directors, who shall not include members of the nominating committee. For presentation to the members.

The slate of nine (9) directors shall be:

- Immediate Past President
- President President-Elect
- Vice President
- Secretary
- Treasurer
- And
- Three (3) Directors at large

The nominating committee may indicate beside a director's name, a standing committee for which that director has agreed to service as Chairman.

The nominating committee must consult with and receive the concurrence to stand for election of each member nominated.

No later than the regular meeting of the Association in November every other year, the Nominating Committee shall present its slate of directors for the next succeeding year to the members.

The Association's Secretary shall mail, E-mail or fax a notice to each member of the Association advising:

1. The date and place of the meeting to elect the Board of Directors of the Association.
2. The slate of Directors presented by the Nominating Committee, and any other members who have been nominated for the Board of Directors.

The President shall accept additional nominations for the Board of Directors from the members at the meeting at which the Nominating Committee presents its slate of directors that are to be elected. Each nomination shall be moved, seconded and have the concurrence of the person being nominated. A nomination may be for the Board of Directors at large or for a specific office.

At the meeting of members to elect the Board of Directors, the Chairman of the Nominating committee shall read the notice of election of the nominees for all offices. If there shall be only one member nominated for any office, the President shall forthwith declare that member elected.

If there is more than one (1) nominee for any office, a secret ballot shall be held and a plurality of the vote shall elect the candidate. In the event of a tie vote, the President shall have a casting vote to decide the office.

The Association Secretary shall also file the prescribed notification of change of Directors under the Business Corporation Act of Ontario.

The Board of Directors, (for the current year) has the authority to fill any position on the incoming Board of Directors, if an opening occurs before the elections.

## **BY-LAW – 7 – OFFICERS**

The officers of the Association shall be the President, Secretary and Treasurer. The officers of the Association shall be members of the Board of Directors. They shall be elected or appointed and hold office as prescribed in By-Law 6.

- **PRESIDENT** - The President shall exercise general supervision and control over the interests and affairs of the association, subject to the directions of the Board of Directors. The President shall preside at all meetings of the Board of Directors and the members of the association at which he is present.
  - The President shall perform such duties as usually pertain to the office of the President.
- **PRESIDENT-ELECT** - The President-Elect shall be vested with all the powers and perform all the duties of the President in the absence of the President from his office and shall also have such powers and duties as may from time to time be assigned to him by the Board of Directors.
- **VICE-PRESIDENT** - The vice-president shall be vested with all the powers and shall perform all the duties of the President in the absence of both the President and the president-elect. He shall also have such powers and duties as may from time to time be assigned to him by the Board of Directors.
- **SECRETARY** - The Secretary or his designate shall attend all meetings of the Board of Directors, and all meetings of the members and act as the official secretary thereof. He shall keep and preserve a true and correct record of all business transacted at these meetings.
  - The Secretary shall have custody of the minute books and other official documents and records of the Association.
  - The Secretary, or in his absence the President, shall sign with such other signing officers as may be authorized from time to time, all legal documents in the name of the Niagara Electrical Association when required.
  - The Secretary shall perform such duties as the President or the Board may from time to time properly require him to do.
  - Copies of all minutes of the Board of Directors meeting and minutes of the monthly meeting shall be transmitted to the members of the Board of Directors.
- **TREASURER** - The treasurer shall have the care and custody of all the funds and securities of the Association and shall deposit the same in the name of the Association in such financial institution(s) as the Board of Directors by resolution may direct from time to time.
  - The Treasurer, with such other members of the Association, as may be authorized by the Board of Directors from time to time, shall be a signing officer for all the banking and investment documents in the name of Niagara Electrical Association.
  - The Treasurer shall at all times have access to all financial records and accounts of all committees, projects or financial functions approved by the Board of Directors.
  - The Treasurer shall make a report monthly to the Board of Directors being a summary of the financial position of the Association. He shall prepare and present to the Board of Directors for presentation to the members an annual financial statement of the Association. Such financial statement(s) shall be presented to the Board within sixty (60) days of the year end.
  - The accounts of the Treasurer shall be audited annually by an auditor or auditors appointed by the Board of Directors. The report of the auditor(s) shall be presented to the Board of Directors within a reasonable period of time.

## **BY-LAW - 8 - COMMITTEES:**

There shall be established in the Association each year, the following standing committees:

- Membership
- Ad/Promo/Website
- Sunshine
- Scholarships
- Apprenticeship Program
- Programs
- Training
- Golf Tournament

The Chairman of each committee shall be a member of the Board of Directors or a member recommended by the Board of Directors.

The authority to appoint the members to and fill any vacancies in all committees shall be vested in the President. Notwithstanding, the President may accept the recommendations of the Board of Directors and/or the Membership.

In addition to the standing committees, the Board of Directors may form from time to time, constitute special committees and establish their duties and responsibilities.

Each committee and each event in each committee shall, unless imposed by the Board of Directors, submit a budget for approval by the Board of Directors. Committee Chairman shall present periodic reports to the Board and/or Members. Each event Chairman, within thirty (30) days after the conclusion of the event, provides a financial report, to the Treasurer.

### **FUNCTIONS OF STANDING COMMITTEES**

The duties and responsibilities of the standing committees shall be determined from time to time by the Board of Directors. Notwithstanding the foregoing and without limiting the power of the Board of Directors, the functions of the standing committees shall be as follows: .

- **MEMBERSHIP:** shall be responsible to attract new members to the Association from the various electrical fields, encourage the interest and participation of each member in the Associations affairs and activities.
- **AD/PROMO/WEBSITE:** shall be responsible for all promotions and advertising for the Association.
- **SUNSHINE:** shall be responsible for all welfare and care of our members through sickness, caring and death of a loved one.
- **SCHOLARSHIP:** shall be responsible for all scholarships set forth by the Board of Directors.
- **APPRENTICESHIP:** shall be responsible for all apprenticeship programs and the proa10ting of it through various avenues that are available.
- **PROGRAMS:** shall be responsible for all monthly meetings including locations, programs, meals and fellowship. He will also be responsible for all special events that might be held during the year.
- **TRAINING:** shall be responsible for all training programs that may be a benefit to our membership.

- **GOLF TOURNAMENT:** shall be responsible for all phases of running the annual NEA Golf Tournament.

## **BY-LAW - 9 – MEETINGS**

- Regular meetings of members shall be held the second Wednesday of every month except during the months of June, July, August and September. When the members by resolution, cancel a meeting for whatever reason they deem appropriate.
- Special Meeting of members may be called at any time, upon the request by the President or upon the request by any five (5) members of the Association.
- The Secretary shall notify the members by E-mail, Fax or Telephone of the up coming meeting no later then six (6) days prior to the regular scheduled meeting.
- Notice for special meetings shall be by E-mail, Fax or Telephone no later then four (4) days prior to the special meeting.
- The accidental omission to give notice of the non-receipt of any notice to any member shall not invalidate any resolution passed or any proceeding taken at any meeting.
- A quorum of members for the transaction of any business shall be twelve (12) members in person. Proxies shall not be permitted.
- Each member shall be entitled to one vote on any motion. Unless otherwise specified in the By-Laws, each motion shall require a simple majority of members present to pass. Voting shall be by show of bauds or, upon demand by any member, by poll. The President's declaration of the result of the vote shall be conclusive.
- In the event of a tie vote, the president-shall have a casting vote in addition to his member's vote.

### DIRECTORS MEETING

- The president may call when necessary, a Board of Directors meeting giving the date, time and place of meeting and where possible send director members a copy of the agenda.
- Special Meetings of the Board of Directors may be called at any time, if requested by the President or any two (2) members of the Board of Directors to the Association's Secretary.
- A quorum of Directors for the transaction of any business shall be six (6) Directors in person. Proxies shall not be permitted.
- Unless otherwise prescribed in the By-Laws, each motion shall require a simple majority of members present to pass. Voting shall be by show of hands.
- In the event of a tie vote, the President shall have a casting vote in addition to his Director's vote.
- Minutes of Board of Directors meeting shall not require the approval of the Board if such minutes or amended minutes shall be ratified by the members of the Association at a duly calked members meeting.

## **BY-LAW - 10 - FINANCE**

### GENERAL REVENUES

The general revenues of the Association shall be derived from:

1. Surplus fees paid by the members as prescribed in by-laws
2. Special assessments for specific purposes that may from time to time be levied by the Board of Directors against the members.



3. Receipts from various activities of the Association as authorized by the Board of Directors.
4. Unsolicited donations from individuals or corporations who support the objects of the Association, and
5. Investment income.

### INVESTMENTS

Revenues deemed by the Board of Directors to be surplus to the current requirements may be invested from time to time in:

1. Insured accounts or investments of Canadian financial institutions and/or
2. Direct obligations of the Government of Canada or the province of Ontario.

Such investments shall be registered in the name of "Niagara Electrical Association" and the custody of any investment certificates or documents shall be as determined by the Board of Directors and as recommended by the Treasurer.

Income earned from any investments may be reinvested or credited to the General revenues of the Association.

### DISBURSMENTS

The Treasurer shall pay all disbursements as he sees fit to operate the regular business of the Association and report same at the regular Board of Directors meeting. The final approval of the disbursements will be approved at the next regular monthly general meeting.

The Treasurer shall at the first meeting of members in each fiscal year, present to the members, a budget for the year's estimate of the Association's revenue, the Association's administrative expenses, and the Association's activity expenses.

Members, who incur personal expenses in and about the performance of their duties to the Association, may be entitled to reimbursement in full or in part when approved by the Board of Directors.

### FINANCIAL YEAR

The financial year of the Association shall be from the first day of January to the Thirtieth-first (31) of December.

### BANKING

The Association's bank accounts shall be kept in such Canadian financial institutions that are members of the Canada Deposit Insurance Corporation and may be changed from time to time as recommended by the Treasurer.

Cheques on the bank accounts, draft drawn or accepted by the Association, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer(s) or person(s) as the Board of Directors may by resolution from time to time designate.

Cheques, promissory notes, bills of exchange, order for payment of money and other negotiable instruments may be endorsed for deposit to the credit of the Association's bank account by such officer(s) or person(s) as the Board of Directors by resolution from time to time designate or they may be endorsed for such deposit by means of a stamp bearing the Association's name.

The Board of Directors may from time to time; rent safety deposit boxes in the name of the Association and shall determine the member(s) who shall be the signing officers for such boxes.

There shall be a minimum of two signatures for all Association documents and instruments.

### **DISSOLUTION**

In the event that the Association should fold or disband, the Board of Directors shall immediately call a special general meeting of the members to consider:

1. The dissolution of the Association under the Ontario Business Corporation Act.
- Or*
2. The continuance of the Association under another service, charitable or not-for profit organization.

In the event of dissolution of the Association, the assets of the Association shall be distributed in accordance with the objects specified in the Letters Patent or Supplementary Letter Patent of the Association.

All resolutions shall require a two-third (2/3) vote of the members present.

## **BY-LAW - 11 - AMENDMENTS AND INTERPRETATION**

### **AMENDMENTS**

Unless otherwise prescribed in the By-Laws, and the By-Laws of the Association may be amended by a simple majority vote of the members present at any regular meeting of the Association, provided that notice of any proposed amendment shall have been given in writing to all members one(1) week prior to the date at which such amendments is to be voted on.

### **INTERPRETATIONS**

Unless the context otherwise specifies in the By-Laws or any resolution of the Association:

"Assoc. or Association" shall mean the Niagara Electrical Association. . "Year" refers to the fiscal year of. the Association.. . .

Any references to the words "he", "his", "him", "man", "Chairman" or "men" is for descriptive purpose only and shall not, in any way, be construed to limit the application of the By-law or Section in which they appear to the masculine gender.