

CANADIAN ENERGY WORKERS ASSOCIATION

BYLAWS

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ARTICLE I – NAME

Section 1. Name.

- 1.1 The name of the organization is the Canadian Energy Workers Association (“the Association” or “CEWA”).
- 1.2 The principal office of the Association will be in Edmonton. The Executive Board may, by resolution, change the location of the principal office.

ARTICLE II – MEMBERSHIP

Section 1. Membership.

- 2.1 Everyone who is within the bargaining unit represented by the Association or any of its Chapters is eligible for membership.
- 2.2 The Executive Board may decide on the procedure governing application for membership.

Section 2. Member Rights.

- 2.3 A person who has been expelled from membership or is under suspension is not entitled to:
 - (a) hold any office in the Association;
 - (b) attend any meeting of the Association or a district, or
 - (c) vote on any issue except matters related to the ratification of a collective agreement.

Section 3. Dues and Fees.

- 2.4 The membership of the Association shall set the dues which shall be paid by every member. Dues are collected as a condition of employment, irrespective of section 2.6 of these bylaws.

Section 4. Compliance With Bylaws.

- 2.5 Every member will comply with the bylaws of the Association.

Section 5. Termination.

- 2.6 A person ceases to be a member of the Association upon:
 - (a) submitting a written notice of resignation to the CEWA Secretary-Treasurer; or
 - (b) ceasing to be a member of the bargaining unit represented by the Association or any of its Chapters.

ARTICLE III - OFFICERS AND DUTIES

Section 1. Election, Term of Office.

- 3.1 The CEWA Business Manager, CEWA Vice-President and CEWA Secretary-Treasurer shall be elected by secret ballot of all of the members of the Association.
- 3.2 If no nominations are received for an office, the office will be declared vacant and may be filled by the Executive Board as provided by these bylaws.
- 3.3 If only one nomination is received for an office, the person so nominated shall be declared elected.
- 3.4 If more than one nomination is received for an office, the CEWA Secretary-Treasurer will direct the taking of a ballot, listing all of the nominees. One ballot shall be sent to

each member of the Association at least 30 calendar days before the annual general meeting. The ballot will specify the date by which the ballot is to be returned.

3.5 The return date on the ballot will be not less than 15 calendar days after the ballot was sent.

3.6 The ballots will be counted by the Ballot Committee, or if by Electronic Ballot, electronic results will be verified, then certified by the Chief Electoral Officer who shall declare the successful candidate. A designate to act as Chief Electoral Officer will be appointed by the Executive Board when the Chief Electoral Officer is an incumbent and is running for re-election.

3.7 The CEWA Business Manager, CEWA Vice-President and CEWA Secretary-Treasurer shall take office at the annual general meeting and shall hold office for three years or until their successor is elected.

Section 2. Eligibility.

3.8 The CEWA Business Manager, CEWA Vice-President and CEWA Secretary-Treasurer are eligible for re-election.

3.9 Every member who is a permanent employee and has served a minimum of one full term on the Executive Board or as a Chapter Officer, during the previous 10 years, is entitled to be nominated for CEWA Business Manager, CEWA Vice-President or CEWA Secretary-Treasurer.

Section 3. Nominations.

3.10 At least 60 calendar days before the annual general meeting, the CEWA Secretary-Treasurer will send a call for nominations to each member of the Association. The call for nominations will specify the date by which nominations must be returned. The return date will be at least 15 calendar days after the date the call for nominations is sent.

3.11 A nomination is valid only if it is signed by two members, other than the nominee, and the nominee indicates their acceptance to stand.

Section 4. Duties of the Business Manager.

3.12 The CEWA Business Manager shall:

- (a) exercise general management and supervision over the affairs of the Association, subject to these bylaws, CEWA policy, and the directions of the membership and the Executive Board,
- (b) preside at all meetings of the Association and of the Executive Board,
- (c) be a voting member of every committee established by the Executive Board,
- (d) be responsible, together with the CEWA Secretary-Treasurer, for the operation of all bank accounts of the Association, including but not limited to, the issuance of all cheques, payment orders, drafts and investments for surplus funds, all in accordance with the general knowledge and consent of the Executive Board.

3.13 The other members of the Executive Board shall assist the CEWA Business Manager as required and shall perform such other duties as may be assigned by the Executive Board.

Section 5. Duties of the Vice-President.

3.14 If the CEWA Business Manager is absent or unable to act, the CEWA Vice-President shall act in the place of the CEWA Business Manager.

3.15 The CEWA Vice-President shall:

- (a) assist the CEWA Business Manager as required,

(b) shall perform such other duties as may be assigned by the Executive Board.

3.16 If the CEWA Vice-President is absent or unable to act, the Executive Board shall appoint someone to act in the place of the CEWA Vice-President.

Section 6. Duties of the Secretary-Treasurer.

3.17 The CEWA Secretary-Treasurer shall:

- (a) be responsible, together with the CEWA Business Manager, for the operation of all bank accounts of the Association, including but not limited to, the issuance of all cheques, payment orders, drafts and investments of surplus funds, all in accordance with the general knowledge and consent of the Executive Board.
- (b) be responsible for the accurate and detailed financial records, including books of account,
- (c) have full access to the funds, books and records of the Association and shall deal with them as directed by the Executive Board,
- (d) approve the prepared minutes of meetings of the Association and the Executive Board, and shall have custodial care of those minutes,
- (e) report on the finances of the Association at every general meeting of the Association and at any time required by the Executive Board,
- (f) allow any member of the Association access to the books and records at the Association's headquarters during normal business hours, and
- (g) be the Chief Electoral Officer of the Association, responsible for the conduct of elections and mail or electronic ballots, subject to these bylaws.

3.18 If the CEWA Secretary-Treasurer is absent or unable to act, the Executive Board shall appoint someone to act in the place of the CEWA Secretary-Treasurer.

Section 7. Ceasing to be an Officer.

3.19 The CEWA Business Manager, CEWA Vice-President or CEWA Secretary-Treasurer may be removed from office by resolution supported by at least two-thirds of the members present and voting at a general meeting of the Association.

3.20 A motion to remove the CEWA Business Manager, CEWA Vice-President or CEWA Secretary-Treasurer is not in order unless:

- (a) at least five percent of the members of the Association (calculated from the date on which the first notice is given) give notice to the Executive Board of their intention to make such a motion, such notice to be in the form of a petition or individual letters or some combination thereof; and
- (b) the Executive Board has given notice of the proposed motion to all members at least 21 calendar days in advance of the meeting.

3.21 A meeting to consider a motion to remove the CEWA Business Manager, CEWA Vice-President or CEWA Secretary-Treasurer shall be held within 60 calendar days of notice having been given under section 3.20 of these bylaws. The 60-day period shall begin from the date on which the five-percent requirement is met.

Section 8. Filling Officer Vacancies.

3.22 The members of the Association may, upon removing a person from office, fill the vacancy as per sections 3.23 to 3.27 of these bylaws.

3.23 If the office of CEWA Business Manager is vacated, the CEWA Vice-President shall act as CEWA Business Manager until the vacancy is filled or for 60 calendar days, whichever first occurs. The acting CEWA Business Manager shall convene a meeting of the Executive Board as soon as possible following the vacancy occurring.

- (a) If the office of CEWA Business Manager is vacated and there are 12 months or less remaining in the term of office of the CEWA Business Manager, the vacancy shall be filled by the CEWA Vice-President.
- (b) If the office of the CEWA Business Manager is vacated and there are more than 12 months remaining in the term of office of the CEWA Business Manager, the vacancy shall be filled by a by-election.

3.24 If the office of the CEWA Vice-President or the CEWA Secretary-Treasurer is vacated, a member of the Executive Board shall act as CEWA Vice-President or the CEWA Secretary-Treasurer until the vacancy is filled or for 60 calendar days, whichever first occurs.

- (a) If the office of CEWA Vice-President or the CEWA Secretary-Treasurer is vacated and there are 12 months or less remaining in the term of office for that position, the vacancy shall be filled by appointment of the Executive Board.
- (b) If the office of CEWA Vice-President or the CEWA Secretary-Treasurer is vacated and there are more than 12 months remaining in the term of office for that position, the vacancy shall be filled by a by-election.

3.25 If, as a result of a vacancy, there are not enough remaining members of the Executive Board to form a quorum the remaining members of the Executive Board shall immediately call a meeting of the membership.

3.26 A by-election to fill a vacancy shall be held in the same manner as an election for that office.

3.27

- (a) A member appointed to fill a vacancy holds office for the unexpired term of the vacant position.
- (b) A member who is elected to fill a vacancy holds office for the term of the position.

ARTICLE IV – EXECUTIVE BOARD

Section 1. Composition.

4.1 There shall be established an Executive Board, consisting of:

- (a) the CEWA Business Manager;
- (b) the CEWA Vice-President;
- (c) the CEWA Secretary-Treasurer;
- (d) the President of every Chapter; or their designee.

Section 2. Ceasing to Hold Office.

4.2 A member of the Executive Board shall cease to hold their office:

- (a) when notice is given in writing to the Association they resign from office, or
- (b) if they miss 3 meetings of the Executive Board without just cause.

Section 3. Eligibility.

4.3 No person shall hold more than one office on the Executive Board.

Section 4. Duties of the Board.

4.4 The Executive Board shall have general control and management of the Association's affairs, subject to these bylaws and the directions of the membership.

Section 5. Regular Meetings.

4.5 The Executive Board shall meet at least twice a year, upon the call of the CEWA Business Manager.

4.6 Unless otherwise required by these bylaws or law:

- (a) every member entitled to attend the meeting has one vote;
- (b) all questions will be decided by a majority of votes;
- (c) in the event of a tie, the motion shall be lost.

Section 6. Special Meetings.

4.7 The CEWA Secretary-Treasurer will call a meeting of the Executive Board to be held within 10 calendar days of receiving a written request signed by one-half of the members of the Executive Board. The request must set out the nature of the business to be transacted at the meeting.

Section 7. Notice.

4.8 Unless otherwise required by these bylaws or law:

- (a) notice of a meeting will be given to all those entitled to attend the meeting at least 14 calendar days before the meeting.

4.9 Notice of a meeting may be waived if:

- (a) all the members entitled to vote at the meeting are present; or
- (b) those absent from the meeting have indicated, in writing, that they consent to the meeting being held in their absence; or
- (c) the matter to be decided or presented is of a nature that is impacted by timelines determined outside of these bylaws.

4.10 Notice of a meeting may be given in person, in writing, by telephone or by electronic communications.

4.11 No error or omission in giving notice of a meeting shall invalidate the meeting.

4.12 The statutory declaration of the person giving notice of a meeting is conclusive evidence that notice was given.

Section 8. Quorum.

4.13 A quorum of the Executive Board is one-half of the members of the Executive Board. No business shall be transacted unless a quorum is present.

Section 9. Method of Meeting.

4.14 Unless otherwise required by these bylaws or law:

- (a) meetings of the Executive Board may be held by teleconference, videoconference or any other electronic means by which each of the participants may read or hear the comments of all other participants;

ARTICLE V - MEETINGS OF THE MEMBERSHIP

Section 1. Annual General Meeting.

- 5.1 The annual general meeting of the Association will be held at a time and place selected by the Executive Board.
- 5.2 The annual general meeting shall be held within 15 months of the last preceding annual general meeting.
- 5.3 Minutes of an annual general meeting shall be available to the members within ninety (90) days of the Annual General Meeting.
- 5.4 Bylaw and policy amendments adopted at an annual general meeting shall be highlighted in the Bylaws and policy documents and the Bylaws and policy documents shall be available to the members within ninety (90) days of the Annual General Meeting
- 5.5 The CEWA Secretary-Treasurer shall prepare a budget for the new fiscal year of the Association that will be presented at the annual general meeting of the membership for approval.

Section 2. Special General Meeting.

- 5.6 The CEWA Business Manager or the Executive Board may request a special general meeting of the membership at any time.
- 5.7 The CEWA Secretary-Treasurer will call for a special general meeting of the membership to be held within 10 calendar days of receiving a written request signed by:
 - (a) one half of the Executive Board; or
 - (b) five percent of the membership.

The request shall specify the business to be transacted at the meeting and no business other than that specified shall be considered.

Section 3. Notice.

- 5.8 At least 60 calendar days prior to the date of the annual general meeting, the CEWA Secretary-Treasurer shall give notice to all those entitled to attend the meeting, inviting any proposed resolutions or proposed bylaw amendments to be submitted no less than 30 calendar days prior to the date set for the meeting.
- 5.9 Unless otherwise required by these bylaws or law:
 - (a) every member entitled to attend the meeting has one vote;
 - (b) all questions will be decided by a majority of votes;
 - (c) in the event of a tie, the motion shall be lost.
- 5.10 Notice of a meeting may be given in person, in writing, by telephone or by electronic communications.
- 5.11 No error or omission in giving notice of a meeting shall invalidate the meeting.
- 5.12 The statutory declaration of the person giving notice of a meeting is conclusive evidence that notice was given.

Section 4. Quorum.

- 5.13 A quorum for a general meeting is 3 percent of the most current membership total at the time of the meeting. No business will be transacted unless a quorum is present.

Section 5. Proxy Voting.

- 5.14 No member may vote by proxy.

Section 6. Mail or Electronic Votes.

- 5.15 The Executive Board may direct the taking of a mail ballot or electronic ballot on any question, which the membership could decide at a general meeting, except a motion to amend these bylaws.
- 5.16 When so directed, the CEWA Secretary-Treasurer shall direct the taking of a ballot setting out the question to be decided. A ballot, together with any explanatory material approved by the Executive Board, shall be sent to each member of the Association entitled to vote on the matter. The ballot shall specify the date by which it must be returned.
- 5.17 Upon the date set for the return of ballots, the Ballot Committee shall count the paper ballots. In the case of electronic balloting, the Chief Electoral Officer or designate shall certify the result of the ballot to the Executive Board.
- 5.18 A decision of the membership by ballot shall be as binding as a decision made at a general meeting.

ARTICLE VI – COLLECTIVE AGREEMENTS

Section 1. Bargaining Team Appointment.

- 6.1 The Executive Board, in consultation with the officers of the appropriate Chapter, will appoint a bargaining team, which shall be responsible for negotiating a collective agreement between the Association and the respective employer.
- 6.2 The bargaining team may, with the concurrence of the Executive Board, obtain such professional assistance as it requires.

Section 2. Collective Agreement Ballot.

- 6.3 Upon concluding a tentative collective agreement, the bargaining team shall submit it to Executive Board and the appropriate Chapter Officers. The CEWA Secretary-Treasurer will immediately direct the taking of a ballot of the Association or the Chapter, as the case may be, on whether the memorandum of agreement should be ratified or not.
- 6.4 Upon ratification, a collective agreement shall be signed by the CEWA Business Manager and one other member of the bargaining team.

Section 3. Observance of Collective Agreements.

- 6.5 Every member of the Association or a Chapter shall observe and actively promote the observance of any collective agreement made by the Association that relates to that member.

Section 4. Successor Corporations.

- 6.6 The Association will apply for certification of its former members working for successor corporations.

ARTICLE VII - COMMITTEES

Section 1. Special Committees.

- 7.1 The Executive Board or the Chapter Officers may establish a committee, determine the membership and set the terms of reference for it.

ARTICLE VIII - DISCIPLINE

Section 1. Offenses.

8.1 Every member is guilty of an offense against these bylaws who:

- (a) fails to account for any funds in their care;
- (b) improperly reveals any of the confidences of the Association;
- (c) fails to pay any dues, fees, fines or levies within 30 calendar days of their being due;
- (d) fails to carry out the duties assigned to them;
- (e) makes a false charge against another member of the Association;
- (f) fails to uphold any provision of these bylaws; or
- (g) does anything which is contrary to the best interests of the Association.

Section 2. Preferring Charges.

8.2 Any member may bring a charge against another member by giving written notice and particulars to the CEWA Secretary-Treasurer.

Section 3. Notification of Charges.

8.3 Upon receiving notice of a charge, the CEWA Secretary-Treasurer shall provide the member being charged with:

- (a) a copy of the notice and particulars; and
- (b) notice of the date, time and location at which the charge will be considered by the Executive Board.

Section 4. Right To Attend Hearing.

8.4 A member charged with an offense is entitled to appear before the Executive Board and make representations orally or in writing. If the member does not appear, the Executive Board may consider the charge in their absence.

Section 5. Executive Board Consideration of Charges.

8.5 The Executive Board shall consider every charge, which is brought and shall:

- (a) find the charge is without merit;
- (b) reprimand the member;
- (c) caution the member;
- (d) suspend the member for a specific term; or
- (e) by two-thirds' majority vote, expel the member.

8.6 At any stage during the disciplinary process, the Executive Board may suspend a charged member pending a final decision.

Section 6. Notification of Result.

8.7 If the charged member does not appear before the Executive Board, the CEWA Secretary-Treasurer shall immediately notify them of the Council's decision in writing by registered mail.

Section 7. Appeals.

8.8 A member who has been suspended or expelled by the Executive Board may appeal the decision to a general meeting of the membership. The member may file their appeal by

giving notice to the CEWA Secretary-Treasurer within 30 calendar days of the Executive Board's decision.

8.9 On an appeal, the membership may, by two-thirds' majority after a vote by secret ballot, overrule the decision of the Executive Board and impose any penalty, which the Executive Board could have imposed.

Section 8. Return to Membership.

8.10 A member who has been expelled shall not be allowed to return to the membership unless, in the opinion of the Executive Board, there are extenuating circumstances or the person's subsequent record justifies readmission. An expelled member may apply for readmission at any time.

ARTICLE IX - CHAPTERS

Section 1. Chapters.

9.1 The Executive Board may, from time to time, establish Chapters, consisting of those members in a given location or with such other commonality as the Executive Board may determine. The Executive Board may, as required, change or abolish Chapters.

9.2 Chapters shall discuss their own affairs as well as the affairs of the Association as they relate to that Chapter and decide on representations to make to the Executive Board.

Section 2. Chapter Membership

9.3 A member of the Association is also a member of the Chapter to which the member is assigned.

Section 3. Chapter Officers

9.4 Each Chapter shall elect Chapter Officers, consisting of:

- (a) a President
- (b) a Vice-President/Treasurer(s)
- (c) a Communication Officer(s), and
- (d) a number of Directors to be determined by the size of the Chapter, recommended by the Chapter Officers and approved by the Executive Board.

Section 4. Chapter Officer Election, Term of Office.

9.5 Chapter Officers shall be elected by secret ballot of all of the members of the Chapter.

9.6 If no nominations are received for an office, the office will be declared vacant and may be filled by the Chapter Officers as provided by these bylaws.

9.7 If only one nomination is received for an office, the person so nominated shall be declared elected.

9.8 If more than one nomination is received for an office, the CEWA Secretary-Treasurer will direct the taking of a ballot, listing all of the nominees. One ballot shall be sent to each member of the Chapter at least 30 calendar days before the annual general meeting. The ballot will specify the date by which the ballot is to be returned.

9.9 The return date will be not less than 15 calendar days after the ballot was sent.

9.10 The ballots will be counted by the Ballot committee and certified by the Chief Electoral Officer who shall declare the successful candidate.

9.11 Elected Chapter Officers shall take office at the annual general meeting and shall hold office for two years or until their successors is elected.

Section 5. Chapter Officer Eligibility.

- 9.12 All Chapter Officers are eligible for re-election.
- 9.13 No person shall hold more than one office in the Chapter.
- 9.14 Every member of a Chapter who is a permanent employee is entitled to be elected as a Chapter Officer.

Section 6. Chapter Officer Nominations.

- 9.15 At least 60 calendar days before the annual general meeting, the CEWA Secretary-Treasurer will send a call for nominations to each member of the Chapter. The call for nominations will specify the date by which nominations must be returned. The return date will be not less than 15 calendar days after the date the call for nominations is sent.
- 9.16 A nomination is valid only if it is signed by two members, other than the nominee, and the nominee indicates their acceptance to stand.

Section 7. Chapter Officer Regular Meetings

- 9.17 The Chapter Officers shall meet at least twice a year, at the call of the President.

Section 8. Chapter Officer Special Meetings.

- 9.18 The President will call a meeting of the Chapter Officers to be held within 10 calendar days of receiving a written request signed by any two Chapter Officers. The request must set out the nature of the business to be transacted at the meeting.

Section 9. Chapter Officer Meeting Quorum.

- 9.19 The quorum for a meeting of the Chapter Officers is one-half of the officers. No business shall be transacted unless a quorum is present.

Section 10. Removal of Chapter Officers.

- 9.20 A motion to remove a Chapter Officer is not in order unless:
 - (a) at least three members within the affected Chapter give notice to the CEWA Secretary-Treasurer of their intention to make such a motion, such notice to be in the form of a petition or individual letters or some combination thereof; and
 - (b) the CEWA Secretary-Treasurer has given notice of the proposed motion to all members of the Chapter at least 21 calendar days in advance of the meeting.
 - (c) the request to remove a Chapter Officer from office will be brought to the Executive Board for investigation to provide alternate recommendations or to determine merit. This request will be addressed by the Executive Board within 15 calendar days of its receipt.
- 9.21 A Chapter Officer may be removed from office by resolution supported by at least two-thirds of the members present and voting at a general meeting of the Chapter.
- 9.22 A meeting to consider a motion to remove a Chapter Officer shall be held within 60 calendar days of notice having been given under section 9.20 of these bylaws. The 60-day period shall begin from the date on which the third member has indicated intention of making such a motion.
- 9.23 A person who is proposed to be removed from office is entitled to speak to the motion and vote upon it.

Section 11. Filling Chapter Officer Vacancies.

- 9.24 The members of the Chapter may, upon removing a person from office, fill the vacancy as per sections 9.25 to 9.29 of these bylaws.
- 9.25 If the office of any Chapter Officer is vacated, the vacancy shall be filled by another Chapter Officer until a successor is appointed or elected or for 60 calendar days, whichever first occurs.
 - (a) If the office of a Chapter Officer is vacated and there are 12 months or less remaining in the term of office for that position, the vacancy shall be filled by appointment of the Chapter Officers.
 - (b) If the office of a Chapter Officer is vacated and there are more than 12 months remaining in the term of office for that position, the vacancy shall be filled by a by-election.
- Except that if the office of Director is vacant, the Chapter Officers shall appoint a successor from that district until a successor is elected or for 60 calendar days, whichever first occurs.
- 9.26 If, as a result of a vacancy, there are not enough remaining Chapter Officers to form a quorum, the remaining Chapter Officers shall immediately call a meeting of the members of the Chapter.
- 9.27 A by-election to fill a vacancy shall be held in the same manner as an election for that office.
- 9.28
 - (a) A member appointed to fill a vacancy holds office for the unexpired term of the vacant position.
 - (b) A member who is elected to fill a vacancy holds office for the term of the position.
- 9.29 If an elected position within a Chapter is vacant because no one is willing to accept nomination or appointment, the Executive Board, in consultation with the Chapter, will determine a course of action to ensure that the affairs of the Chapter and the Association are conducted according to these bylaws.

Section 12. Chapter Meetings

- 9.30 Chapters shall convene an annual meeting of the membership of the Chapter at least once in each fiscal year.
- 9.31 The Chapter Officers may request a special general meeting of the membership of the Chapter at any time.
- 9.32 The Chapter President will call for a special meeting of the membership of the Chapter to be held within 10 calendar days of receiving a written request signed by:
 - (a) any two Chapter Officers; or
 - (b) five per cent of the membership of the Chapter.The request shall specify the business to be transacted at the meeting and no business other than that specified shall be considered.
- 9.33 A quorum for a meeting is 3 percent of the most current membership total in the Chapter at the time of the meeting. No business will be transacted unless a quorum is present.

Section 13. Notice

- 9.34 Unless otherwise required by these bylaws or law:

- (a) notice of a meeting will be given to all those entitled to attend the meeting at least 14 calendar days before the meeting;
- (b) meetings of the Chapter Officers may be held by teleconference, videoconference or any other electronic means by which each of the participants may read or hear the comments of all other participants;
- (c) every member entitled to attend the meeting has one vote;
- (d) all questions will be decided by a majority of votes;
- (e) in the event of a tie, the motion shall be lost.

9.35 Notice of a meeting may be waived if:

- (a) all the members entitled to vote at the meeting are present; or
- (b) those absent from the meeting have indicated, in writing, that they consent to the meeting being held in their absence; or
- (c) the matter to be decided or presented is of a nature that is impacted by timelines determined outside of these bylaws.

9.36 Notice of a meeting may be given in person, in writing, by telephone or by electronic communications.

9.37 No error or omission in giving notice of a meeting shall invalidate the meeting.

9.38 The statutory declaration of the person giving notice of a meeting is conclusive evidence that notice was given.

ARTICLE X - PARLIAMENTARY AUTHORITY

10.1 On any procedural matter on which these bylaws and the Societies Act are silent, *Roberts' Rules of Order* (latest version) will apply.

ARTICLE XI – AMENDMENT AND SPECIAL RESOLUTION

11.1 These bylaws may be amended by special resolution approved by not less than three-quarters of the members present and voting at a general meeting of the membership.

11.2 No amendment may be considered unless notice of the amendment has been given to the CEWA Secretary-Treasurer at least 30 calendar days in advance of a general meeting of the membership and the CEWA Secretary-Treasurer has given every member of the Association at least 21 calendar days notice of the proposed amendment.

ARTICLE XII – FINANCES, BORROWING AND RECORDS

Section 1. Fiscal Year.

12.1 The fiscal year of the Association will be June 1 to the following May 31, unless changed by resolution of the Executive Board.

Section 2. Deposit of Funds

12.2 The funds of the Association shall be kept in such chartered bank, trust company, credit union or Treasury Branch as the Executive Board may direct.

Section 3. Borrowing.

12.3 For the purpose of carrying out its objects, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Association,

and in no case shall debentures be issued without the sanction of a special resolution of the Association.

Section 4. Delegation of Authority

12.4 The Executive Board shall appoint, by resolution, those persons who are entitled to sign cheques and evidence of indebtedness on behalf of the Association. At least two persons so appointed shall sign any such cheque or evidence of indebtedness.

Section 5. Appointment of Auditor and Audits

12.5 The Executive Board shall, at the first meeting following the annual general meeting, appoint auditors to audit the financial affairs of the Association. The auditors shall be qualified accountants. The auditors' report will be submitted at the annual general meeting of the membership.

12.6 The Executive Board may require an audit at any other time.

Section 6. Records Inspection.

12.7 The financial records of the Association are open for review by any member during the regular business hours of the Association.

Section 7. Corporate Seal.

12.8 The seal of the Association will be kept in the custodial care of the CEWA Business Manager at the Association office and shall be used as directed by the Executive Board. Any document executed under seal shall be signed by persons authorized by the Executive Board.

Section 8. Remuneration.

12.9 Unless authorized at any meeting and after notice for same shall have been given no officer or member of the Association shall receive any remuneration for their services.

12.10 The membership may, on the recommendation of the Executive Board, set the remuneration to be paid to some or all of the members of the Executive Board.

ARTICLE XIII – INTERPRETATION

13.1 In these bylaws, words importing the singular shall include the, and vice versa, unless the context otherwise requires.