



## **Environmental Operators Certification Program Society**

### **CONSTITUTION**

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### **BYLAWS**

**June 23<sup>rd</sup>, 2016**  
**Annual General Meeting**  
**Burnaby, BC**

# Environmental Operators Certification Program Society

## CONSTITUTION

- 1) The name of the Society is 'Environmental Operators Certification Program Society' hereinafter referred to as the Society.
- 2) Mission Statement of the Society is: "To protect human health, the environment, and the investment in facilities through increased knowledge, skill, and proficiency of the members of the Program in all matters relating to water treatment and distribution and wastewater collection, treatment, reuse, and disposal."
- 3) Purpose of the Society:
  - a) Promote and increase by all lawful means the knowledge, skill, and proficiency of the Members of the Society in all matters relating to water, waste, and wastewater works by:
    - i) Establishing examinations and prescribe experience and education suitable to qualify for admission to the Society;
    - ii) Making available technical data;
    - iii) Coordinating and stimulating research activity;
    - iv) Producing information bulletins;
    - v) Arranging, on a federal, provincial, territorial, regional and municipal basis, activities and projects of common interest to members;
    - vi) Cooperating with established authorities and persons interested in the dissemination of technical knowledge;
    - vii) Liaising with federal, provincial, territorial, regional and municipal agencies of governments to discuss matters of concern to the Society;
    - viii) Recognizing service and achievement in the Society and its activities;
    - ix) Encouraging public understanding of matters of concern to the Society;
    - x) Encouraging the selection of careers in the water and wastewater fields.
  - b) Establish classification systems for water, waste, and wastewater works and systems.
  - c) Establish standards and processes for certification of Operators of water, waste, and wastewater systems.
  - d) Co-operate with other organizations having similar allied objects, and to join, associate with, and affiliate with, such other organizations upon such terms and conditions as may be mutually beneficial.
  - e) Work with organizations in the design and development of training programs, relevant to the certification of water, waste, and wastewater Operators.
  - f) Further the technical interest and education in the design, construction, operation, and management of water, waste, and wastewater, or such other disciplines as may from time to time be approved by the Society.
  - g) Promote efficient use and protection of drinking water and other environmental resources.
  - h) Give consideration to provincial, territorial, and national policies and legislation on environmental resources.
  - i) Undertake such other activities as may be deemed appropriate.

- 4) Franchise
  - a) The exclusive service area of the Society shall be the Province of British Columbia and the Yukon Territory.
- 5) The purposes of the Society shall be carried out without the object of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes. This provision is unalterable.
- 6) Paragraphs 2 and 4 are alterable.

# BYLAWS

## Article 1 Membership

1. All candidates for membership and all members shall have a recognizable interest in the furtherance of the objectives of the Society as set forth in the Constitution, and shall carry on their business or profession in an ethical manner, and in conformity with generally accepted principles of conduct.
2. The members of the Society shall be:
  - 2.1. Those persons who were members in good standing as of June 30, 2008 and those persons who subsequently become members in accordance with these bylaws and in either case, have not ceased to be members;
  - 2.2. The Directors elected under Part 5 of these bylaws for so long as they hold the office of Director.
3. A person who has satisfied the requirements for certification under the society's Classification and Certification Policy may apply to the Directors for membership in the society and on acceptance by the Directors is a member.
4. Associate Memberships are available to those individuals who are not Certified Operators, but are currently directly involved in, or in the past have been involved in, the water, wastewater, or both industries as managers or administrators.
5. Every member must uphold the constitution and comply with these bylaws.
6. The Directors are responsible for setting the annual membership dues.
7. A person ceases to be a member of the society:
  - 7.1. by delivering his or her resignation in writing to the Secretary of the society or by mailing or delivering it to the address of the society;
  - 7.2. on his or her death;
  - 7.3. on being expelled;
  - 7.4. on his or her certification expiring or being revoked in accordance with Article 1, Section 7;
  - 7.5. on his or her annual dues having not been paid within three hundred and sixty-four (364) days of the due date established by the Directors.
8. A member may be expelled by a special resolution of the members passed at a general meeting:
  - 8.1. The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion;
  - 8.2. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing, except a member who:
  - 9.1. has failed to pay his or her current annual membership fee, or any other subscription;
  - 9.2. owes any debt owing to the to the society; or,

- 9.3. has failed to complete his or her Continuing Education Requirement by the required deadline;  
and,
- 9.4. that member remains not in good standing so long as any of these conditions remain true.

## **Article 2 Direction and Management of the Society**

1. The Society will be governed by a Board comprised of nine Directors, each of whom must be:
  - 1.1. elected by the members; and,
  - 1.2. each of whom shall be entitled to vote at a meeting of the Board.
  
2. Each of the nine positions for an elected Director must be filled by a person who meets one of the following qualifications:
  - 2.1. four positions must only be filled by a member who, at the time of their election, are Certified Operators by the Society, and in good standing;
  - 2.2. one position must only be filled by a person who advises or has advised in the operation or design of facilities that treat water, waste, or wastewater;
  - 2.3. one position must only be filled by a person who is or has been employed in an administrative capacity in a local, regional, provincial or federal government agency directly involved in the water, waste, or wastewater operation field;
  - 2.4. one position must only be filled by a person who is or has been employed by a municipality, regional district, or commercial or industrial operation that employs Certified Operators and who holds the position of a city or regional engineer, Director of public works, technical superintendent, or equivalent position;
  - 2.5. one position must only be filled by a person who is or has been a faculty or staff member at a post-secondary education institution whose major field of activity is in the training of water, waste, or wastewater Operators.
  - 2.6. one person must only be filled by a person who is a member-at-large who has demonstrated commitment to the training and certification of water, waste, and wastewater Operators.
  
3. The following persons shall serve as Directors of the Society without a vote and who will not count toward a quorum of the Directors:
  - 3.1. A Director appointed by the Ministry of Environment of the Province of British Columbia;
  - 3.2. A Director appointed by the Ministry of Health of the Province of British Columbia; and,
  - 3.3. the immediate Past Chair of the Society, subject to the approval of the Directors.
  
4. The Directors shall meet as soon as practicable following each Annual General Meeting and shall elect from amongst themselves the Officers of the Board.
  
5. The Officers of the Board are the Chair, Chair-Elect, Secretary, and Treasurer:
  - 5.1. The Chair shall have general supervision of the affairs of the Society and shall perform such duties as are prescribed in the Bylaws;
  - 5.2. The Chair-Elect shall assist the Chair in the performance of his or her duties. The Chair-Elect shall act in the absence of the Chair as required.
  - 5.3. The Secretary shall:
    - 5.3.1. Make or cause to be made all required filings of the Society with the registrar;
    - 5.3.2. Prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of Directors and members (such books to be kept at the registered office of the Society).

- 5.4. The Treasurer shall have primary responsibility of overseeing the management and reporting of the Society's finances, and will chair the Finance Committee.
- 5.5. The Chair and Chair-Elect shall each serve a maximum of two consecutive one year terms as Chair and Chair-Elect.
- 5.6. The Chair, Chair-Elect, Secretary, and Treasurer must not hold more than one office at the same time.
- 5.7. The signing authority of the Society shall be decided by the Board.
- 5.8. The members serving on the Board shall not receive remuneration from the Society for fulfilling Board duties and responsibilities. However, Directors may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 5.9. The Board may establish and fill the paid position of Chief Executive Officer (CEO) to manage the operations of the Society for such remuneration as will be determined by the Board from time to time.
- 5.10. In the event that the position of CEO is not established or filled, the Board or its delegate will assume the responsibilities of managing the operations of the Society.
- 5.11. Other paid positions may be created by the CEO in accordance with the annual budget approved by the Board.
- 5.12. The affairs of the Society will be governed by the Board under such rules as the Board may determine, subject to the specific conditions of the Constitution and Bylaws.
- 5.13. The Chair of the Society, or other Board member designated by the Chair, shall be the presiding officer of the Board.
- 5.14. The Board shall hold a minimum of four meetings per year, one of which shall be at the time of the Annual General Meeting. The meetings shall be called by the presiding officer of the Board. A minimum of seven (7) days' notice shall be provided, unless waived by unanimous agreement of the Board members. A Board meeting may be conducted in person, by telephone conference, or by other electronic medium where Board members are able to communicate with each other. A quorum of the Board members must be present.
- 5.15. A quorum of the Board shall consist of a majority of the voting Directors.
- 5.16. Unless otherwise specified, motions will be passed by a majority vote. At a Board meeting conducted in person, voting will be by a show of hands. At a Board meeting conducted by telephone conference, voting will be by verbal indication, by facsimile vote or by electronic ballot. At a Board meeting conducted by other electronic medium, voting will be by electronic ballot.
- 5.17. A motion to rescind a previously passed motion must be passed by a two-thirds majority vote. In the event of a tied vote by a quorum of the Board, the motion will fail.

## **Article 3 Elections and Appointments**

### **1. Board**

- 1.1. The Board may determine that the election of Directors is to be conducted by ballot. In such a case, the Board must:
- 1.2. appoint a ballot returns officer, who must not be a member of the Board of Directors of the society;
- 1.3. not less than 90 days before the next Annual General Meeting, issue a call for nominations, which must provide for a period of not less than 14 days for nominations to be filed;
- 1.4. not less than 60 days before the next Annual General Meeting, send voting ballots to all members in good standing, which ballots must specify that completed ballots are to be sent to the returns officer no later than 30 days before the next Annual General Meeting;
- 1.5. make arrangements to have the votes counted by the returns officer and have the results announced at the next Annual General meeting;
- 1.6. make available for the inspection of any member who so requests all ballots returned to the returns officer prior to the specified return date.
- 1.7. The Board may determine that voting on any matter other than the election of Directors shall be by ballot and in such cases must ensure that:
- 1.8. the precise form of question(s) to be decided, together with any supporting documents, shall be sent to each member a minimum of twenty-eight (28) days before the voting deadline as indicated on the form (the "Closing Date"); and,
- 1.9. any opposing documents received by the secretary on or before fourteen (14) days before the Closing Date shall forthwith be sent to the members.
- 1.10. All Directors elected at an Annual General Meeting shall be elected for a term ending on the date of the third Annual General Meeting after their election.
- 1.11. A Director may serve a maximum of two consecutive three-year terms.
- 1.12. An election may be by acclamation, otherwise it must be by ballot. Ballots may be mail out ballot or electronic ballot.

### **2. Nominations Committee**

- 2.1. A Nominations Committee will be chaired by a Past Chair and will include a minimum of one other member of the Society as appointed by the Board.
- 2.2. At the request of the Board, the Nominations Committee will publish a call for nominations at least ninety (90) days prior to the date of the Annual General Meeting.
- 2.3. Nominations must be received by the Nominations Committee no later than seventy-six (76) days prior to the date of the Annual General Meeting. Any nominations received later than seventy-six (76) days prior to the date of the Annual General Meeting will not be considered.
- 2.4. The Nominations Committee will receive and verify the nominations.
- 2.5. A nomination shall not be considered by the Nominations Committee unless it has been submitted by a member of the Society in good standing, and is supported by a minimum of three Certified Operators who are in good standing.
- 2.6. The Nominations Committee will submit to the Elections Committee the verified nominations for each position to be elected.



### **3. Elections Committee**

- 3.1. An Elections Committee will be comprised of a minimum of two Society members appointed by the Board and the Society's staff.
- 3.2. The Elections Committee shall prepare a ballot containing the names of all candidates verified by the Nominations Committee.
- 3.3. In a procedure to be determined by and in the sole discretion of the Elections Committee, all necessary ballots shall be prepared and sent to each registered member of the Society at the member's last recorded address, electronic mail address or facsimile number at least sixty (60) days prior to the date of the Annual General Meeting.
- 3.4. The election closes and ballots shall be received by the Elections Committee by noon thirty (30) days prior to the date of the Annual General Meeting. Ballots received after that time shall not be counted.

### **4. Voting**

- 4.1. All Certified Operator members of the Society, in good standing, are eligible to vote;
- 4.2. All votes for the election of officers and Directors shall be cast by marking the ballot against the names to be elected.
- 4.3. Voting for less than the full slate of candidates shall not invalidate the ballot.
- 4.4. Ballots shall be counted at least ten (10) days prior to the date of the Annual General Meeting under the supervision of the Elections Committee.
- 4.5. On completion of the counting of the ballots, the Elections Committee shall deliver the results of the poll to the Chair, together with the tally sheets.
- 4.6. The Chair or the Elections Committee shall inform each candidate in the election of the results and the results shall be announced at the Annual General Meeting

### **5. Vacancies**

- 5.1. If a Director resigns his or her office, or otherwise ceases to hold office, the remaining Directors may appoint a person who meets the qualifications of the Director who has ceased to hold office according to Article 2, Section 1. A Director so appointed holds office only until the Annual General Meeting, but is eligible for re-election
- 5.2. Should the office of the Chair become vacant, the Chair-Elect shall assume the functions and duties of the Chair for the remainder of that term of office and the position of Chair-Elect shall remain vacant until the next election. Duties and responsibilities of the Chair-Elect shall be assigned by the Board to the Secretary, or one or more of the Directors.
- 5.3. Should the office of Chair-Elect become vacant, the position shall remain vacant until the next election. At the next election both Chair and Chair Elect positions shall be up for election.
- 5.4. Should the office of the Secretary become vacant, the Board shall appoint a Director to the position of Secretary.

### **6. Removal of Directors or Officers**

- 6.1. Any Director or officer may be removed by special resolution, passed by a 75% affirmative vote of the eligible members present at an Annual General Meeting, special meeting or general meeting of the Society members.

#### **Article 4 Annual General Meeting**

1. The place of the Annual General Meeting shall be fixed by the Board. The meeting shall take place not more than fifteen (15) months after the previous Annual General Meeting.
2. Any special or other General Meeting shall be held at such place and time as the Board may determine.
3. A quorum of the Annual General Meeting, special meeting or general meeting shall be nineteen (19) voting members and voting shall be by majority vote unless otherwise stipulated.
4. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated.
5. The Chair of the Society, the Chair-Elect, or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
6. No proxies will be allowed for voting purposes.
7. Not less than fourteen (14) days before the Annual General Meeting, special meeting or general meeting, the Secretary shall send notice of the meeting to all members of the Society.
8. The Secretary shall present the minutes of the previous Annual General Meeting to the Society members at the Annual General Meeting.
9. The Treasurer shall present the financial statements to the Society members at the Annual General Meeting.
10. The Society shall appoint an auditor at its Annual General Meeting for the following fiscal year.
11. The results of the election are announced and the new Board takes office at the conclusion of the Annual General Meeting.

## **Article 5 Use of Funds and Borrowing Power**

1. The use of the funds of the Society is subject to the discretion of the Board, having regard to the constitution of the Society.
2. The Board may authorize borrowings or a line of credit to finance capital programs or to balance floating rate obligations of the Society not to exceed 5% of the Society's annual operating budget and not to extend for periods in excess of a year in any single instance of a temporary loan, and that such loans be exclusively for the purpose of addressing cash flow fluctuation resulting from normal operating activities.

## **Article 6 Audit of the Accounts**

1. The Board must ensure accounts are audited annually.

## **Article 7 Custody and Use of the Seal of the Society**

1. The Board shall provide for the safe custody of the seal of the Society, which shall not be affixed to any instrument except by authority of a Resolution of the Board.

## **Article 8 Alteration of the Constitution and Bylaws**

1. Amendments to the Constitution and Bylaws may be proposed by a majority of the Board or by a petition to the Board by nineteen (19) eligible voting members.
2. Notices of proposed amendments and the complete text of a proposed amendment shall be sent to each eligible voting member at least thirty (30) days before it is to be voted upon.
3. Amendments to the Constitution and Bylaws may be made by a seventy-five (75) percent affirmative vote of the eligible voting members present and voting at an Annual General Meeting, special meeting or general meeting of the Society members.

## **Article 9 Minutes, Documents and Records**

1. The documents, including accounting records of the Society, shall be open to inspection by Society members upon demand at any reasonable time.
2. The Board may set terms, limits, and conditions on the access to which members and anyone may have to the financial and other records of the Society, including:
  - 2.1. the days and hours during which a person may view or obtain any records to the Society;
  - 2.2. any fees that the Society may charge to access or view any records to the Society; and,
  - 2.3. any persons who may have different rights to access different kinds of records of the Society.

## **Article 10 Protection of Directors, Officers of the Society**

1. The Society may indemnify and protect any Director or past Director for any claim, loss, or expense, except for any claim, loss, or expense suffered by that Director resulting from that Director's own fraudulent or dishonest act, borne or suffered by a Director associated with the exercise of that Director or past Director's duties.
2. The Society may procure insurance to fulfil its obligations to indemnify and protect its Directors and past Directors.



## **Article 11 Dues Structure**

1. The annual membership fee shall be set by the Board from time to time as required to ensure adequate funds are available for the proper governance, administration and operation of the Society.
2. Fees are due on the 1<sup>st</sup> of January of each calendar year.

## **Article 12 Fiscal Year**

1. The fiscal year for the Society will be January 1st to December 31st.

### **Article 13 Dissolution of the Society**

1. In the event of the need to dissolve the Society a special committee will be formed consisting of the Chair, Past Chair, Secretary and Treasurer to bring about an orderly dissolution of the Society.
2. In the event of dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations concerned with water and wastewater management, or organizations promoting the same objectives of this Society as may be determined by the members of the Society at the time of dissolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization; provided that such organization referred to in this paragraph shall be a charitable trust recognized by the Canada Revenue Agency as being qualified under the provisions of the Income Tax Act (Canada) as it now exists or as it may hereafter be amended.

#### **Article 14 Special Note on Gender Reference, Singular and Plural**

1. Personal pronouns used in these Bylaws referring to either the masculine or feminine gender shall be considered interchangeable where applicable and as the context requires or permits.
2. Words importing the singular include the plural and vice-versa.