

# **Chartered Professionals in Human Resources of Prince Edward Island Association**

## BY-LAWS

Article 1 - Definitions	Article 10 – Annual General Meeting
Article 2 - Objects	Article 11 – Election of Directors and Officers
Article 3 - Membership	Article 12 – Removal of Officers or Directors
Article 4 – Termination of Membership	Article 13 – Indemnification of Directors
Article 5 – Dues	Article 14 – Financial
Article 6 – Board of Directors	Article 15 – Fiscal Year
Article 7 – Officers	Article 16 – Miscellaneous
Article 8 – Committees of the Board	Article 17 – By-Law Amendments
Article 9 – Association Meetings	

### **ARTICLE 1 – DEFINITIONS**

In these clauses:

- a. "Association" means the Chartered Professionals in Human Resources of Prince Edward Island Association.
- b. "Board" means the Board of Directors of CPHR PEI.
- c. "CPHR PEI" means the Chartered Professionals in Human Resources of Prince Edward Island Association.
- d. "Member" means a person who has satisfied all requirements for membership and remains in good standing.
- e. "Past Chair" means the most recent former chair.
- f. "Ex officio" means by virtue of their position.
- g. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a General or Special Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
- h. In the by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice

versa.

i. In the event of any dispute arising as to the true interpretation, intent, or meaning of any By-Law, rule, regulation, resolution, policy or report in connection with CPHR PEI, the interpretation, intent or meaning provided by the Board shall be final, binding, and conclusive with regard to any such dispute.

j. The division of the By-laws into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation of the By-Laws and may be changed at any time by the Board without member approval.

k. References in these By-Laws to Articles and Sections are to Articles and Sections of these By-Laws unless the context otherwise requires.

## **ARTICLE 2 – OBJECTS**

2.1 The objects of the Association, as outlined in the Association’s Memorandum of Association, are:

- a. Advance the human resources profession in the province.
- b. Enhance the capabilities of human resources practitioners through professional development opportunities and setting professional and ethical standards to influence organizational excellence.
- c. Promote and encourage leadership and expertise within the human resources profession through collaboration and knowledge sharing.
- d. Support professional standards and certification at it relates to Human Resources.
- e. Protect the public interest as it relates to the practice of Human Resources Management.

## **ARTICLE 3 – MEMBERSHIP**

3.1 The applicants for incorporation of the Corporation shall be the first members of the Corporation.

3.2 There are five (5) standing categories of membership.

a. Chartered Member

Chartered membership is open to individuals who have met, and continue to meet, the requirements for certification. Chartered members have voting privileges and are eligible to serve in all Board and committee positions.

b. Candidate Member

Candidate membership is open to individuals who have completed the requirements to be a candidate. Candidate members have voting privileges, are eligible to serve on committees, however are not eligible to serve in Board positions.

c. Student Member

Student membership is open to individuals registered full-time in a post secondary program. Student members do not have voting privileges and are not eligible to serve in Board positions but are eligible to serve on committees.

d. Associate Member

Associate membership is open to individuals who have an interest in, or are working in, human resources but do not meet other categories of membership.

e. Honourary Member

Honourary membership may be conferred on persons who have made outstanding contributions to the field of human resources or to the Association. Honourary members have voting privileges and are eligible to serve in all Board and committee positions. Honourary members are appointed for life and are exempt from paying membership dues.

f. Additional categories of membership may be added or removed by resolution of the Board of Directors.

3.3 Membership in the Association is not transferable.

3.4 Applications for membership in the Association shall be made on the forms provided by the Association. The Association will determine the appropriate membership category based on the individual's qualifications. The Officers shall have the final decision as to membership in the case of appeal.

#### **ARTICLE 4 – TERMINATION OF MEMBERSHIP**

4.1 Any member may be suspended and/or expelled from the Association for just and sufficient cause. Authority for such disciplinary action is vested in the Board of Directors and a decision as to the appropriate action shall be by a majority vote of the Board. However, no decision shall be taken by the Board of Directors without first notifying the said member in writing of such action and allowing the said member an opportunity of rebuttal to the charges made against the member. The member may appeal to the Association membership at a Special Meeting called for this purpose. (See Article 9.4)

4.2 Failure to pay annual dues within sixty (60) days of the notification date shall be sufficient cause for cancellation or suspension of membership.

## ARTICLE 5 – DUES

5.1 Membership dues shall be established by the Board of Directors from time to time.

5.2 The expulsion or withdrawal, whether voluntary or involuntary, change in membership category or certification status of any member shall not entitle such member to a refund of paid membership dues or other sums that may have been contributed by such members to the funds of the Association.

## ARTICLE 6 – BOARD OF DIRECTORS

6.1 The management of the Association is the responsibility of the Directors. The number of elected Directors shall be no less than five (5) and no more than nine (9), which includes the Officers as outlined in Article 7 of these By-Laws. The subscribers to the Memorandum of Association shall be the first Directors of the Association.

6.2 The Board shall be appointed or elected in accordance with Articles 10 and 11.

6.3

a. Any member of the Association who is ordinarily a resident of Prince Edward Island shall be eligible to be elected a Director of the Association, subject to Article 3.

b. The Board may also appoint one (1) Public Director who is not a member of the Association or working in the field of Human Resources. A Public Director is appointed and has voting privileges. The term of a Public Director may be one or two years, which may be renewed. Public Directors may be provided an honorarium as outlined in Association policies.

6.4 Subject to Article 11.2, at the first General or Annual General Meeting of the Association and at every succeeding Annual General Meeting, the Directors whose terms are complete shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected.

6.5 Meetings of the Board of Directors shall be held at least four (4) times per year and as often otherwise as the business of the Association may require and shall be called by the Chair. For all Board meetings, notice is required and must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the Directors seven (7) days prior to the meeting,
- (c) be given to the Directors by delivery, e-mail, telephone, fax and/or other electronic means,
- (d) the non-receipt of notice by any Director shall not invalidate the proceedings.

Notice can be waived for Board meetings with the advanced agreement of the majority of the Board.

Approved by Founding Directors March 1, 2017

Amended July 19, 2017

6.6 Quorum shall consist of 51% of the Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.

6.7 Motions at Board Meetings may be passed by a simple majority.

6.8 The Chair, or in the Chair's absence, the Vice-Chair or, in absence of both of them, any Director appointed from among those Directors present, shall preside as chair at meetings of the Board.

6.9 The Chair shall only be entitled to vote in the case of an equality of votes.

6.10 The Board of Directors will determine the Association's participation and representation at CPHR Canada (Chartered Professionals in Human Resources of Canada).

6.11 The Board of Directors may engage contractors and staff as may be appropriate and determine their titles, duties, responsibilities and remuneration.

## **ARTICLE 7 – OFFICERS**

7.1 The Officers of the Association shall consist of the Chair, Vice-Chair, Treasurer, and the Past Chair. The following outlines the responsibilities of each position:

### **a. Chair**

The Chair, subject to the control of the Board, shall have the general charge and control of the business and affairs of the Association. Nominees for the office of Chair shall usually be current members of the Board of Directors who have served a minimum of two consecutive years immediately prior to becoming Chair. The Chair shall Chair all Association and Officer meetings at which the Chair is in attendance, except where the Chair chooses to step aside. (See Article 6.8, and 7.1.b & e)

The role of the Chair is a two (2) year term. Upon completion of the two-year term, the Chair shall not offer for any other position and will automatically assume the role of Past Chair. (See Article 7.1.d)

### **b. Vice-Chair**

The Vice-Chair shall, in the absence or inability of the Chair to act, perform all the duties and have the authority vested in the Chair by these By-Laws.

In addition, the Vice-Chair shall:

- (a) have responsibility for the preparation and custody of all books and records including: minutes of Special, General and Annual General Meetings, minutes of the Board of Directors' meetings, minutes of Officers' meetings, and the register of members; and
- (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the

Board of Directors; and  
(c) have other duties as assigned by the Board.

c. Treasurer

The Treasurer shall have the responsibility for the custody of all financial books and records of the Association. The Treasurer will keep an accurate and complete record of the receipts and disbursements of all monies belonging to and received by the Association. The Treasurer shall render a financial statement of the affairs of the Association at the Annual General Meeting and at such other times as required by the Board. The eligibility requirements for the position of Treasurer include financial expertise and training however membership in the Association is not required.

d. Past Chair

The Chair will become Past Chair immediately following his/her term as Chair. In the absence of the Chair and the Vice-Chair, the Past Chair shall perform the duties of Chair. The role of Past Chair is a one (1) year term.

## **ARTICLE 8 – COMMITTEES OF THE BOARD**

8.1 The Directors may, by resolution, appoint or dissolve one or more committees. Committees may consist of Directors, Members in good standing, or a combination of both. The Chair shall be an *ex officio* member of each committee.

8.2 The Board of Directors shall approve the mandate, responsibilities and terms of reference for Committees.

### 8.3 Authority of Committees

The Board of Directors has the power at any time to grant, revoke or override any authority given to committees, and to terminate the appointment or change the membership of a committee and to fill vacancies in it.

## **ARTICLE 9 – ASSOCIATION MEETINGS**

9.1 An annual schedule of Association meetings shall be drawn up by the Association at the first meeting following the annual election of Directors.

9.2 The conduct of ordinary meetings of the Association may be carried out in person, by telephone, or by other electronic means that allows for real time interaction of the attendees and that accurately projects the input of one attendee so that all other attendees are simultaneously able to hear and

respond without delay. Meetings addressing Special Resolutions must be conducted in person, with proxy voting permitted.

9.3 Decision making shall be by consensus whenever possible; however, and unless otherwise provided by the By-Laws or other statutes, a simple majority is sufficient to carry any motion. A meeting Chair shall only be entitled to vote in the case of an equality of votes.

9.4 General and Special Meetings of the Association may be called by the Board, or by a written request signed by at least twenty-five (25) voting members. Notice of the holding of the meeting shall be given by telephone, delivery or otherwise communicated by electronic means at least fourteen (14) days prior to the time fixed for such meeting.

9.5 Proxy votes for ordinary and Special Resolutions shall be allowed at all meetings of the Association membership subject to notice of the proxy being given by the member in writing and deposited with the Chair of the meeting at, or prior to, its commencement. The proxy may be given to any other voting member who shall be entitled to vote on behalf of the member who gave the proxy.

9.6 Quorum shall consist of 15 members eligible to vote, including proxies received, at any Special, General, or Annual General Meeting of the Association, provided at least ten (10) are present in person.

9.7 No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum is present at the commencement of such meeting.

## **ARTICLE 10 – ANNUAL GENERAL MEETING**

10.1 The Annual General Meeting of the Association shall be held at least once in every calendar year, and not more than three (3) months after the end of the Association's fiscal year. Notice of the holding of the meeting shall be given by telephone, delivery or otherwise communicated by electronic means at least fourteen (14) days prior to the time fixed for such meeting.

## **ARTICLE 11 – ELECTION OF DIRECTORS AND OFFICERS**

11.1 The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected. The first directors may be elected for additional terms subject to these bylaws.

11.2 The annual election of the Directors shall be concluded by the Annual General Meeting each year or, where required, a Special Meeting of the Association. Directors shall be elected by a simple majority of members casting votes.

11.3 The Board of Directors retains the power to authorize electronic voting for elections and regular motions. For Special Resolutions voting must be conducted in person or by proxy. (See Article 9.5)

11.4 The Nominating Committee shall present a slate of candidates in accordance with Association policies for consideration of the membership. As part of the nominations process, members may nominate themselves or others in the form prescribed by the Association for consideration by the Nominating Committee. Current Officers and Directors, excluding the Chair, are eligible for nomination in any position subject to Article 11.5.

11.5 Except as noted elsewhere in these By-Laws, Board Members shall hold office for a term of two (2) years. The terms are on a staggered basis. All Directors, except the Chair, may serve for a maximum of six (6) consecutive years (see Article 11.6). Directors who have served their maximum of six (6) consecutive years on the Board are not eligible for re-election for a period of two (2) years, at which point the cycle begins again.

11.6 Candidates for Chair may serve a maximum of six (6) consecutive years prior to becoming Chair. After their term as Chair, the Chair automatically becomes Past Chair and serves as Past Chair for a period of one (1) year. Upon completion of the term as Past Chair, the Director is not eligible for re-election for a period of two (2) years.

## **ARTICLE 12 – REMOVAL OF OFFICERS OR DIRECTORS**

12.1 In the event that a Director resigns from office, moves out of the Association's geographic territory, or ceases to be a member of the Association (other than what is permitted in 6.3b and 7.1c where membership is not required), whereupon that office as Director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Association. The person so appointed shall hold office for the remainder of the vacated term. In the event a Director resigns from office prior to the completion of their term for any reason other than assuming another Director position, they are not eligible for re-election for a period of two (2) years.

12.2 The Board, by resolution, may remove a Director or Officer before the expiration of the term.

12.3 A Director shall be suspended from office and from fulfilling any official duties by Board resolution if the said person is under disciplinary investigation. See also Article 4.1.

## **ARTICLE 13 – INDEMNIFICATION OF DIRECTORS**

13.1 No Director shall be liable for the acts, receipts, neglects, or defaults of any other Board Director or for joining in any receipts or other act of conformity, or for any loss or expense happening to the



Association through the act or omission of any Association member or for any loss occasioned by any error of judgment or oversight on his or her part or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto unless the same shall happen through his or her own malfeasance or dishonesty.

13.2 Every Board Director, his or her administrators, estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a) All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him or her, in or about the execution of the duties of his or her office.
  
- b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **ARTICLE 14 – FINANCIAL**

14.1 All monies collected shall be handled in accordance with Association procedures.

14.2 All cheques and payment orders issued in the name of the Association shall be signed by two (2) persons authorized by the Board for that purpose. Any one (1) authorized person may endorse and deposit collections on the Association's account for the credit of the Association.

14.3 No Director, Committee member, or Association member shall receive any compensation from the Association, nor shall the Association incur any liability for such compensation, unless authorized by the Board of Directors. 'Compensation' is defined as fee for work performed and does not include reimbursement of approved expenses for Association work or honoraria for special contributions to the Association. Eligible expenses will be reimbursed according to Board Policy.

14.4 The finances of the Association will be managed in accordance with currently accepted accounting principles and subjected to external review. Financial statements covering the previous fiscal year shall be provided to each member of the Association following the end of that fiscal year.

14.5 The books, accounts and records of the Association shall be reviewed at least once every year with a minimum of a Notice to Reader completed by a duly qualified chartered professional accountant appointed for that purpose at the annual general meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the next annual general

meeting of the Association. The books and records of the Association may be inspected by any member of the Association after the annual general meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

#### **ARTICLE 15 – FISCAL YEAR**

15.1 The fiscal year of the Association shall begin on the first day of January and end on the last day of December.

#### **ARTICLE 16 – MISCELLANEOUS**

16.1 The books and records of the Association may be inspected by any member at the Association office at any reasonable time, by appointment.

16.2 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association as prescribed by resolution of the Board of Directors.

16.3 The borrowing powers of the Association may be exercised by Special Resolution of the members.

#### **ARTICLE 17 – BY-LAW AMENDMENTS**

17.1 Subject to the articles, the by-laws of the Association may be repealed or amended by resolution enacted by a majority of the Directors at a Board meeting and sanctioned by a special resolution of the members in good standing voting, in person or through proxy, at the Special, General or Annual General Meeting where the special resolution is presented. The Association shall distribute the proposed amendment resolution to the Membership ten (10) days prior to the meeting at which such amendment will be considered.

Any such By-Law, amendment, or repeal shall be effective from the date of passage by the Board until the next meeting of the Members where it may be confirmed, rejected, or amended by the Members. If the By-Law, amendment, or repeal is confirmed by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment, or repeal ceases to have effect if it is not submitted to the Members for the next meeting of Members or if it is rejected by the Members at the meeting.

The By-Laws shall only be amended by Special Resolution approved by three-fourths of the members who vote at the meeting in person or through proxy.

17.2 Any voting member may propose amendments to these By-Laws to the Association for consideration a minimum of ninety (90) days prior to the Annual General Meeting.