



# EASA

## Ontario Chapter

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### Chapter Bylaws

(Revised September 2009)

#### Article I – Name

##### Section 1: Name

The name of this organization shall be the Ontario Chapter of the Electrical Apparatus Service Association (hereinafter sometimes referred to as “EASA Ontario Chapter”). The location of its administrative office shall be at the address of the Secretary or any such other place as may be designated from time to time by the Board of Directors.

#### Article II – Objects

##### Section 1: Scope

The scope of this organization shall be all territory within its geographical boundaries as specified in its Chapter.

##### Section 2: Objects

The objects of the organization shall be:

- (a) To foster the trade, commerce and interest of those engaged in the business of servicing and marketing electrical, electronic and mechanical apparatus.
- (b) To correct trade abuses relative thereto.
- (c) To secure freedom from unjust or unlawful exactions.
- (d) To collect and disseminate information of value to members.
- (e) To promote uniformity in the trade customs of those having a common interest in the industry.
- (f) To arbitrate differences between members.
- (g) To encourage friendly relations among members.
- (h) To promote voluntary standards and cooperation in order to avoid undue government intervention.

#### Article III – Membership

##### Section 1: Membership Qualifications

(a) 1. **Active Members** of this Chapter shall be firms engaged in the business of servicing and selling electrical, electronic and/or mechanical apparatus, which are Active members of the Association.

Members must meet the following qualifications:

- A. Have been in business at least one year, except a newly established or acquired location of an Active member firm is eligible for Active membership regardless of its length of time in business as long as it meets all other membership requirements;
- B. Have at least two full-time employees;
- C. Have been approved for membership;
- D. Agree to be bound by and comply with the provisions of the Bylaws of the Chapter.

2. Where an Active member is a part of a business organization which has more than one such location, each facility is eligible to apply for its own membership in the Chapter and the benefits of membership

shall not be made available to, nor be used by, any such separate facility which does not hold its own membership in the Chapter.

(b) **Affiliate Members** of this Chapter shall be firms which are not eligible as Active members, as defined under Article III, Section 1(a). The number of Affiliate members may be limited by the Board of Directors. Affiliate members must meet the following qualifications:

1. Be engaged in a business with interests identified with and similar to those of the Association;
2. Have been in business at least one year;
3. Have a sound financial condition and practice good business ethics.

(c) **Privileged Members** shall be persons who have rendered service to the Chapter and desire to remain involved with the Chapter.

(d) **Special Members** shall be Chapter Past Presidents; and those persons, firms or institutions meeting qualifications approved by the Board of Directors.

(e) Where "member" is referred to in these Bylaws, it is intended to mean an Active or Affiliate member firm, or an individual Privileged or Special member, unless otherwise stated.

(f) Eligibility for membership under these classifications shall be determined by the Board of Directors in its sole discretion.

(g) Reinstatement of previous members will require reapplying as a new member.

## **Section 2: Firms**

(a) Each member firm in good standing shall file with the Chapter a written designation of a full-time employee of the firm who shall have full authority to act for the member of this Chapter.

(b) Each Active member shall be entitled to one vote.

(c) Affiliate members shall not be entitled to vote, but may serve as a Chapter Officer in the position of Treasurer. They shall be allowed other privileges subject to such restrictions as may be determined by the Board of Directors.

(d) Privileged and Special members shall not be entitled to vote or hold office, but shall be allowed other privileges subject to such restrictions as may be determined by the Board of Directors.

## **Section 3: Membership Application**

(a) Application for Active membership shall be made upon forms provided for such purpose. The applicant, if eligible and approved by the Active members, shall, upon payment of dues and/or fees, become an Active member of the Chapter.

1. Any objection to an application will be dealt with promptly and membership status may be suspended until further investigation.

2. Upon acceptance, the Vice President will introduce the new member.

(b) Application for Affiliate membership shall be made upon forms provided for the purpose. The applicant, if approved by the Board of Directors and the membership, shall, upon payment of dues and/or fees, become an Affiliate member of the Chapter.

(c) Application for Privileged membership shall be made in writing to the Chapter Secretary. The applicant, if approved by the Board of Directors, will not be required to pay dues. The Chapter shall pay all dues and/or fees for the first year of EASA International membership. Subsequent annual payment of such dues and/or fees shall rest solely with the member.

(d) Special membership shall not require an application and such members will not be required to pay dues. Upon notification in writing to the Chapter Secretary, the Chapter shall pay all dues and/or fees for the first year of EASA International membership. Subsequent annual payment of such dues and/or fees shall rest solely with the member.

## **Section 4: Membership Termination**

(a) A member may terminate his Chapter membership at any time by written notice to the Chapter Secretary, with such termination being effective upon receipt.

(b) Should any Active member cease to be actively engaged in the activities described in Article III, Section 1(a) of these Bylaws, said member shall notify the Chapter Secretary and resign from the Chapter.

(c) Members may be censured, suspended or expelled by the Board of Directors for violation of the Bylaws of the Chapter, or for conduct contrary to the best interests of the Chapter. Disciplinary action shall be approved by two-thirds (2/3) vote of the Board of Directors, provided that a statement of the charges shall have been mailed by registered mail to the member under charge at his last recorded address at least thirty (30) days before such action is taken. Such statement shall be accompanied by a notice of when and where the Board is to take action. The member shall have an opportunity to be heard at any disciplinary hearing conducted by the Board. Members of the Chapter shall be deemed to have consented to the right of the Chapter to impose such disciplinary action. The Board of Directors shall have sole discretion regarding the discipline of a member and its decision is final and binding.

#### **Section 5: Change Of Name Or Firm Ownership**

(a) If a member changes its name without any change in controlling ownership interest, it shall notify the Chapter Secretary within sixty (60) days of the official name change.

(b) If the controlling ownership in an Active member firm is sold or transferred in any manner, the member shall notify the Chapter Secretary within sixty (60) days of such event. If the firm still meets the Membership Qualifications of Article III, Section 1, membership shall continue.

(c) No membership can be transferred.

### **Article IV – Board Of Directors**

#### **Section 1: Policies**

The Board of Directors shall determine the policies of the Chapter in accordance with the charter and these Bylaws, and may adopt such rules and regulations as are required for the conduct of its business.

#### **Section 2: Authority**

The Board of Directors shall have the power to act for, and on behalf of, the Chapter.

#### **Section 3: Composition**

The Board of Directors shall consist of the President, Vice President, Secretary, Treasurer and the Immediate Past President.

#### **Section 4: Immediate Past President**

If a change in the office of President occurs, or if an Immediate Past President is unable to serve during an administrative year, the Board of Directors shall determine who will fulfill the duties of the Immediate Past President, and that person shall be a Past President of the Chapter.

#### **Section 5: Meetings**

(a) The Board of Directors shall meet at their discretion, usually six (6) times during the Administrative Year.

(b) Special meetings of the Board may be called at any time by the President or at the request of a majority of the Board of Directors. Ten (10) days written notice shall be provided for all such special meetings, with such notice stating the purpose of the meeting. At any special meeting, the Board shall only consider those matters stated in the notice.

#### **Section 6: Officer Elections**

At the first meeting of the Administrative Year, every two years, the Election of Officers shall take place as required and announced by the Board of Directors. The Chapter shall elect from its membership, the Chapter officers provided for in Article VI for the forthcoming Administrative Years.

#### **Section 7: Secret Ballots**

Upon request of any two (2) members of the Board of Directors, secret ballots will be used in voting.

### **Section 8: President**

The President of the Chapter shall be the Chairman of the Board of Directors.

### **Section 9: Telephone Meetings**

Where the President, or a majority of the Board of Directors are of the view that a matter affecting the Chapter is of an emergent nature requiring the prompt attention of the entire Board of Directors, then, under such circumstances, the Board of Directors may conduct a special meeting by telephone conference call. All action taken at such telephonic meetings shall be subject to the same quorum, voting, notice and other requirements as any other meeting of the Board of Directors, and any action taken at such telephonic meeting shall have the same force and effect as a meeting of the Board in person. At any such meeting, the first order of business shall be the consideration of whether there is an emergency. A majority of the Board must find that an actual emergency exists before the Board can consider the stated purpose of the meeting.

### **Section 10: Resignation And Removal**

(a) A Director may terminate his directorship at any time by written notice to the Chapter Secretary, with such termination being effective upon receipt.

(b) If a Board member fails to perform the duties of the office entrusted to him or is guilty of misconduct involving moral turpitude, he may be removed for such due cause by a two-thirds (2/3) vote of the Board of Directors. Notice to a Director whose removal is to be considered shall be provided at least thirty (30) days before said meeting, at which the Director shall have the opportunity to be heard.

(c) All Chapter property given him in his capacity as a Director shall be returned upon termination.

## **Article V – Nominating Committee**

### **Section 1: Composition**

The Nominating Committee shall consist of the three (3) most recent Past Presidents who are available and willing to serve. The most recent Past President shall serve as Chairman.

### **Section 2: Officers**

The Nominating Committee shall provide a slate of nominees for President, Vice President, Secretary and Treasurer.

## **Article VI – Officers**

### **Section 1: Positions**

The elected officers of the Chapter shall be the President, Vice President, Secretary and Treasurer, all of whom shall be elected to a term of two (2) years. All officers shall be the official Chapter representative of an Active Member. The Treasurer is the one position that may be held by an Affiliate member who may be reelected for consecutive terms.

### **Section 2: President**

The President shall be the Chief Executive Officer of the Chapter and shall preside at all Chapter meetings. He shall perform all duties as are provided for in the Bylaws and shall implement the policies of the Board of Directors and such other duties as usually are incidental to this office, including representing EASA Ontario Chapter at International meetings.

### **Section 3: Vice President**

The Vice President shall, during the absence or disability of the President, exercise all the powers and discharge all the duties of the President until the President shall return or his successor be chosen.

### **Section 4: Secretary**

The Secretary shall be responsible for seeing that the proceedings of the meetings of the Chapter and Board of Directors are properly minuted.

#### **Section 5: Treasurer**

The Treasurer shall be responsible for the supervision and administration of all funds belonging to the Chapter in accordance with the adopted budget and the decisions of the Board. Withdrawals and payments of such funds shall require the signature of the Treasurer or President.

#### **Section 6: Additional Duties**

All officers are subject to such further duties and responsibilities as designated by the Board of Directors or the President.

#### **Section 7: Expenses**

The President, Vice President, Secretary and Treasurer shall serve without pay. Said officers shall be reimbursed for their reasonable expenses incurred in connection with Chapter business.

#### **Section 8: Representation Change**

All officers must remain the official Chapter representatives of the same member firm during their term of office. If such employment changes, then the officer shall automatically be disqualified from his position. Upon such a change in employment, that officer is immediately eligible for reelection provided he again becomes employed by an Active member, or Affiliate in the case of Treasurer, and is designated their official representative.

#### **Section 9: Vacancies**

Any vacancy in office shall be filled within ninety (90) days in the same manner as said office was originally filled. Any officer elected to fill such vacancy shall serve until the expiration of the term of the officer being replaced.

### **Article VII – Committees**

#### **Section 1: Standing Committees**

Standing Committees of the Chapter shall be Audit, Budget, Finance and Membership. Such committee members shall be appointed by the President for his Administrative Years, except as otherwise specified herein.

#### **Section 2: Special Committees**

Special Committees may be appointed by the President for his Administrative Years.

#### **Section 3: Accountability**

All Committees shall report to the President and the Board of Directors.

### **Article VIII – Chapter Meetings**

#### **Section 1: Meetings**

The meetings of the Chapter shall be held at such time and place as determined by the Board of Directors. The Chapter usually meets three (3) times per year. Members shall be given at least thirty (30) days notice thereof by mail.

#### **Section 2: Scope**

The meetings of the Chapter are for the presentation and discussion of papers, reports and resolutions and for the transaction of any other business of the Chapter. Questions affecting the policy of the Chapter may be raised for discussion at such meetings, but may not be voted on at such meetings unless the same shall have been referred in writing to the Chapter membership not less than thirty (30) days prior to the

meeting.

### **Section 3: Agenda**

The order of the business at meetings shall be as follows:

- a. Roll Call
- b. Reading of Minutes of Previous Meeting
- c. Reading of Communications
- d. Report of Officers
- e. Report of Committees
- f. Unfinished Business
- g. New Business
- h. Introduction of New Officers
- i. Adjournment

### **Section 4: Language**

The official language of the Chapter is English.

## **Article IX – Vote And Quorum**

### **Section 1: Voting**

Except as otherwise provided herein, action of the members of the Chapter shall be taken as follows:

(a) By majority vote of the Active members of the Chapter, in person or represented by proxy at a meeting. When voting for substitution, alteration, amendment or repeal of any action of the Board of Directors, an affirmative two-thirds (2/3) vote shall be required.

(b) The Board of Directors shall have the power to call for voting by Active members of the Chapter via mail, fax, email or other methods approved by the Board. Such ballots shall be effective upon majority approval.

### **Section 2: Proxies**

Voting representatives of Active members may be represented by written proxy.

### **Section 3: Quorum**

(a) Twenty-five percent (25%) of the total Active members in good standing of the Chapter present, in person, or by proxy, shall constitute a quorum at all meetings of the Chapter.

(b) A two-thirds (2/3) attendance of the members of the Board of Directors shall constitute a quorum at its meetings.

(c) A majority of the voting members of a committee shall constitute a quorum at its meetings.

(d) In a mail ballot at least forty percent (40%) of the total Active membership must vote.

## **Article X – Indemnification of Officers and Directors**

### **Section 1: Indemnification**

The Chapter shall indemnify any and all of its directors, officers and committee members, former directors, officers and committee members against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having such a director, officer or committee member responsibility, except in relation to matters as to which any such director or officer shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

## **Article XI – Calendar**

**Section 1: Fiscal Year**

The fiscal year of the Chapter shall be from January 1 through December 31.

**Section 2: Administrative Year**

The Administrative Year of the Chapter shall be from the close of the Chapter's annual business meeting to the close of the Chapter's annual business meeting of the following year. In the event no annual business meeting of the Chapter is held in any year, the new Administrative Year shall begin on January 1. The Board of Directors shall then hold its first meeting within sixty (60) days.

**Section 3: Membership Year**

The Membership Year shall be from January 1 through December 31.

**Article XII – Finances****Section 1: Fees And Dues**

Each member shall pay such fees, dues and/or assessments in whatever amount and manner as may be determined by the Board of Directors. Any amount due the Chapter becomes delinquent sixty (60) days after date of invoice. If a member is delinquent on March 31, membership shall automatically terminate unless otherwise allowed by the Board of Directors. Dues will not be refunded for the current Membership Year for any reason.

**Section 2: Budget**

The Board of Directors shall adopt a budget prior to the beginning of the Fiscal Year and may make periodic adjustments to this budget.

**Section 3: Expenditure Limitations**

No one shall incur any obligation on behalf of or in the name of the Chapter in excess of the budgeted amount without the prior approval of the Board of Directors.

**Section 4: Reimbursement Of Expenses**

- (a) Claims for reimbursement must be submitted within sixty (60) days of the date incurred.
- (b) Notwithstanding any language to the contrary in these Bylaws, claims for reimbursement after sixty (60) days for budgeted expenses may be approved by the Chairman of the Board. Claims in excess of the budgeted amount may be approved by the Board of Directors.

**Section 5: Financial Statements**

A yearly financial statement shall be prepared. Such statement shall be audited by a Certified Public Accountant. The preparation and audit of the financial statement shall be supervised by the Audit Committee and presented to the Board of Directors by the Chapter Treasurer at the first meeting of the Board following the close of the Chapter's Fiscal Year. Interim financial reports, without audit, shall be provided upon request of the Board of Directors.

**Article XIII – Procedures****Section 1: Notices**

The President shall notify all Board members of meetings of the Board of Directors. The Chapter Secretary shall notify all members of General Meetings.

**Section 2: Proposals**

Each member of the Chapter may submit questions, proposals or resolutions to the Board of Directors for its consideration. These items shall be submitted in writing to the Chapter Secretary at least thirty (30) days in advance of a Board meeting.

**Section 3: Board Recommendations**

If the Board finds that any matter before it affects the fundamental policies of the Chapter that requires action by the members, the Board shall prepare its recommendations in the form of a mail ballot for vote by the members in accordance with these Bylaws.

**Section 4: Parliamentary Procedure**

Except as otherwise provided herein, Robert's Rules of Order, as amended from time to time, shall govern any question of parliamentary procedure.

## **Article XIV – Dissolution**

### **Section 1: Vote**

The Chapter may only be dissolved by a two-thirds (2/3) vote of the membership at a special meeting called for that purpose.

### **Section 2: Asset Distribution**

In the event of dissolution of the Chapter, its surplus funds and other assets shall be divided among the members in good standing at the time, in proportion to the amount of dues paid by each member during the preceding Fiscal Year.

## **Article XV – Bylaw Amendments**

### **Section 1: Board Approval**

Amendments to these Bylaws must first be approved by the Board of Directors.

### **Section 2: Notice**

Notice of proposed amendments to the Bylaws must be given to the Board of Directors not less than fourteen (14) days nor more than sixty (60) days prior to the meeting at which such amendments will be considered. Changes may be made to the proposed amendment at the meeting at which it is considered. Notice of proposed amendments to the Bylaws must be given to the voting membership not less than thirty (30) days prior to the:

- (a) Meeting at which such amendments will be considered, or
- (b) Date when mail balloting is closed.

### **Section 3: Membership Approval**

Upon Board approval, the amendments shall be approved by the Chapter membership:

- (a) At an annual or special meeting by a two-thirds (2/3) vote; or
- (b) By mail ballot in accordance with Section 1(b) of Article IX.

## **Article XVI – Miscellaneous**

### **Section 1: Gender And Plurals**

Where appearing in these Bylaws, the masculine gender shall include the feminine and neuter genders, and the singular shall include the plural, and vice versa, unless the context clearly indicates a different meaning.

### **Section 2: Captions**

The paragraph and margin headings in these Bylaws are for convenience only. They do not represent a part of these Bylaws and in no way shall be used to construe or modify the provisions of these Bylaws.

### **Section 3: Amendments**

Resolved that these Bylaws on policy may be changed or amended from time to time.