

## SOCIETY BYLAWS

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## **BY-LAW I**

### **CONSTITUTION**

The Corporation shall be governed by the following Constitution:

#### **ARTICLE I - NAME**

This organization shall be known as SOCIETY NAME which shall be abbreviated to NAME and shall be referred to as the Society.

#### **ARTICLE II - OBJECTIVES**

The objectives of the Society shall be:

To advance scientific, engineering, and technical knowledge in the field of nondestructive testing throughout YOUR COUNTRY, without pecuniary gain to its members, through instruction, training, research and the compilation and dissemination of information relating to nondestructive testing useful to industry and to the individual and therefore beneficial to the general public.

#### **ARTICLE III - LIMITATIONS and ENDORSEMENT**

##### **Section 1 - Limitations**

The following limitations shall apply to the operation and activities of the Society:

(1)None of the Society funds shall be used for the benefit of any individual, except that salaries and/or other compensation may be paid to Society Staff.

(2)The Society shall engage only in activities which are consistent with the aims and objectives of the Society.

##### **Section 2 - Endorsement**

The seal, name, or approval of the Society shall be used only in connection with activities which are consistent with the aims and objectives of the Society.

#### **ARTICLE IV -NONRESPONSIBILITY OF THE SOCIETY**

The Society shall not be responsible for any personal views, theories or statements made by its members which may appear in papers, publications or articles, nor for such discussions presented at its meetings.

#### **ARTICLE V - MEMBERSHIP**

All persons, corporations, firms, partnerships, organizations and institutions interested in the field of nondestructive testing shall be eligible for membership in this Society providing that they meet the requirements stated in Article III, Section 2 of By-Law II, and pay such dues as set forth in the By-Laws of the Society or as may be established by the Board of Directors.

**ARTICLE VI - MANAGEMENT**

The affairs of the Society shall be managed by a Board of Directors. The Society for the conduct of its affairs may adopt By-Laws and rules not inconsistent with this Constitution and may provide methods for amending or repealing such by-laws, rules, and regulations different from the methods of amending this Constitution. This Constitution together with the By-Laws shall be deemed to constitute the regulations of the Society.

**ARTICLE VII - INCOME and PROPERTY**

All income and property of the Society shall be applied solely towards the promotion of the objectives of the Society.

**ARTICLE VIII - DISSOLUTION**

Application for the surrender of the letters patent of the Society may be made if approved by not less than two-thirds of the Board of Directors and sanctioned by a resolution passed by not less than four-fifths of the members present at a duly constituted special general meeting.

**BY-LAW II**

**ARTICLE I - CORPORATE SEAL**

The seal of the Society shall be in such form as shall be described by the Board of Directors and shall have the words "FULL COMPANY NAME HERE" and "PROFESSIONAL INTEGRITY & EXCELLENCE" around the periphery and the letters "NAME" in the centre. The seal shall be maintained in the National office and shall be under the custody, care and control of the Board of Directors.

**ARTICLE II - HEAD OFFICE**

The National Office of the Society shall be located at a place determined by the Board of Directors, where the business of the Society may be carried on.

**ARTICLE III - MEMBERSHIP**

**Section 1 - Classification of Membership**

The membership of the Society shall consist of the following classes: Individual Members, Sustaining Members, Corporate Members, Student Members, Retired Members, Honourary Members and International Members.

**Section 2 - Application for Membership**

**A.** Application for Membership in the Society, as an individual, sustaining or corporate member shall be in writing in such form and in such detail as established by the National Office, shall be signed by the applicant and shall be accompanied by the first year's fees, which shall be returned to the applicant if the applicant is not accepted. Such application shall be presented to the National Office.

**B.** The Board of Directors shall consider applications for membership and the applicants shall be notified of a placement in the appropriate class of membership.

### **Section 3 - Qualifications for Membership**

#### **A. Individual Members:**

(i) All persons of good character who are engaged in or interested in furthering the objectives of the Society are eligible for admission as Individual Members.

#### **B. Sustaining Members:**

(i) A Sustaining Member shall be a corporation, firm, partnership, organization or association possessing the desire to promote the welfare of Chapters of the Society by contributing an established fee for that purpose.

(ii) Sustaining Members shall be enrolled in the Chapter, or Chapters, specified in the admission application, if they so desire.

(iii) Sustaining Members may enrol in more than one Chapter by paying the established fee for each specified Chapter.

(iv) A Sustaining Member may name one individual to act as voting representative for each admission fee. The Sustaining Member representative shall have the rights and privileges of an Individual Member.

#### **C. Corporate Member:**

(i) A Corporate Member shall be a corporation, firm, partnership, organization or association possessing the desire to promote the welfare of the Society by contributing an established fee for that purpose.

(ii) Corporate Members procured by submission of application through a Chapter of the Society, shall be enrolled in that Chapter, if they so desire.

(iii) Corporate Members may name three delegates as Individual Members, divided among one, two or three different Chapters, if they so desire. The delegates shall hold the same rights and privileges as an Individual Member.

#### **D. Honourary Members:**

(i) An Honourary Member shall have made outstanding contributions to the Society through services as an officer, member or benefactor to the Society.

(ii) Honourary Members may be nominated by the Board of Directors.

(iii) Honourary Members shall be elected by the affirmative vote of two-thirds or more of the voting members of the Board.

(iv) Honourary Memberships shall be bestowed for the life of the individual, who shall be entitled to all the rights and privileges of Individual Members.

**E. Student Members**

(i) A Student Member shall be a person who is interested in the purposes of the Society and who is currently enrolled in a school, college or university as a full-time student.

(ii) Student membership shall not extend for more than one (1) year beyond the period of enrolment as a student.

(iii) Student Members may not vote or hold a position on the National Board of Directors.

**F. International Members**

(i) Persons interested in the COMPANY and its publications, who reside outside Canada, are eligible for admission as International Members.

(ii) International Members may not vote or hold a position on the National Board of Directors.

**Section 4 - Voting Rights**

Individual Members and delegates of Sustaining and Corporate Members are entitled to cast one vote in person on each question arising at any Chapter, annual or special meeting and on each question submitted to the general membership.

**Section 5 - Delinquency and Expulsion**

**A.** Members delinquent two (2) months in payment of annual fees shall be suspended and shall not then receive the publications of the Society until such arrears are paid. Any members, whose fees to the Society remain unpaid for a period of one (1) calendar month after the final notice for the same has been mailed to the member to the mailing address shown on the official records of the Society for the member in question, shall automatically cease to be a member. To be reinstated, the member must reapply for membership as detailed in Section 2 of this Article.

**B.** The Board may revoke any membership. Cause for revocation of membership include; violation of the Constitution or By-Laws of the Society or its Chapters, wilful acts of conducts prejudicial to the interests and objectives of the Society. The person whose membership is to be revoked must be given written notice of the cause for expulsion and shall be given thirty (30) days after the date of mailing of the notice to appeal the decision. The person may request to be heard by the Board at a duly called meeting and can be represented by counsel at such hearing.

### **Section 6 - Membership List and Records**

The records of the Society, including the complete membership list, shall be considered confidential and shall not be made available "except with special authorization of the Board of Directors." The Chapters chairperson shall be provided with their respective current membership rolls.

### **Section 7 - Fees**

**A.** Membership fees shall be established by the Board and may be altered from time to time as the needs arise.

**B.** Regardless of the date of application and payment of fees for membership, a member's fees shall cover twelve months from the date of acceptance of his application.

**C.** A member's renewal fee shall become due and payable on the anniversary of his acceptance to membership.

### **Section 8 -Remission of Fees to Chapters**

The Society shall remit to each Chapter, at least three times per year, that fraction of the annual fees received that has been authorized by the Board if Directors. The fraction of fees to be remitted to the Chapters are as follows:

**A.** 20% of the collected fees of Individual Members.

**B.** 50% of the membership for a Sustaining Member.

**C.** 15% of the membership for a Corporate Member.

### **Section 9 - Voluntary Cessation of Membership**

**A.** Any member may relinquish the membership by filing a written resignation with the Executive Committee of the Chapter with which it is affiliated or with the National Office. No fees covering the remainder of the period in which the resignation is processed shall be remitted to the member resigning.

**B.** Any member resigning shall have the privilege of resuming membership without penalty by making the fee payment current as detailed in Section 2 of this Article.

## **ARTICLE IV - CHAPTERS**

### **Section 1 - Authorization**

The Board may, at its discretion, authorize the organization of Chapters within selected geographical areas for the purpose of furthering the objectives of the Society.



## **Section 2 - Formation**

**A.** Members or applicants for membership in any region desiring to form a Chapter shall call a meeting, set up a temporary organization and pass a resolution authorizing the filing of a petition to the Board of Directors of the National Office asking for the formation of a Chapter.

**B.** The petition shall set forth facts designated to show that the formation of a Chapter is advisable and shall state the proposal location of the Chapter. The petition shall be signed by at least twenty (20) persons who are members of the Society, or are applying for membership and shall be forwarded to the Board of Directors for consideration.

## **Section 3 - Issuance of Charter**

Upon authorization of the Board, a charter shall be granted to each Chapter recognizing it as an agency of the Society and granting authority to it to carry on the work of the Society, subject to the rights, privileges and obligations provided for in this Constitution and in the By-Laws. If a Chapter should dissolve for any reason, the charter shall be returned to the Secretary of the Society.

## **Section 4 - Rules for Chapter Government**

Each Chapter shall establish its rules for Chapter Government, which shall be consistent with the Constitution and the By-Laws of the Society. Each Chapter shall file its proposed Rules and all subsequent amendments, with Headquarters. The Chapter Rules or amendments shall become effective upon acceptance by the Board of Directors.

## **Section 5 - Conduct of Affairs**

Each Chapter shall submit such reports of its operations and activities, financial and otherwise and shall adhere to such additional rules and regulations as may specified by the Board or in the Constitution or By-Laws. A minimum of two (2) meetings a year shall be necessary to maintain a Chapter in good standing.

## **Section 6 - Financial Responsibility**

Effective control over the accountability for all of its funds, property and other assets shall be the responsibility of each Chapter. The Chapter Treasurer shall file a financial statement in conformance with provincial and federal laws, with the Treasurer of the Society no later than December 31st of each year, showing all of the Chapter's receipts and disbursements for the fiscal year just concluded. The fiscal year shall be from January 1st to December 31st.

## **Section 7 - Chapter Activities**

Each Chapter is encouraged to organize and conduct technical and educational activities appropriate for its area and in keeping with the objectives of the Society.

**Section 8 - Revocation or Return of Charter**

**A.** The Charter of any Chapter may be revoked without prejudice to the members of the Chapter, by the affirmative vote of two-thirds of the Board, providing that just cause for such action is shown at a hearing by the Board duly called and held after at least thirty (30) days notice in writing to the Chairman and Secretary of the Chapter that a proposal has been made for the revocation of the Charter. The notice shall set forth the reasons advanced for the revocation of the Charter. Representatives of the Chapter, not exceeding five (5) in number, shall be entitled to appear and be represented by counsel in opposition to the revocation at any such hearing by the Board.

**B.** Upon revocation or return of the Charter of a Chapter, the affairs of the Chapter shall be closed under the supervision of the Board and the funds and other property remaining after payment of debts and obligations of the Chapter shall be transferred to the Society.

**ARTICLE V - OFFICERS**

**Section 1 - President**

**A.** The President shall be executive head of the Society, acting by and with the approval of the Board.

**B.** The President shall preside at all meetings of the Board and at all annual and special business meetings of the Society, and shall perform such other duties as are delegated by the Board.

**C.** The President may appoint ad hoc committees.

**D.** The President shall fill, by appointment, all vacancies on committees, subject to the approval of the Board.

**Section 2 - Past President**

The immediate Past President shall act in an advisory capacity and shall perform such duties as are delegated by the President or the Board.

**Section 3 - Vice President**

The Vice-President shall prepare to maintain a strong organization and thus continue the objectives of the Society during the following year when becoming President.

The Vice-President shall recommend all appointments for the following year to each Committee, including the Chairman, to take effect by and with the approval of the Board. The Vice President shall perform such other duties as are delegated by the President or the Board and shall chair meeting of the Board in the absence of the President.

**Section 4 - Treasurer**

**A.** The Treasurer shall keep, or cause to be kept, complete records of all monies received and disbursed by or on behalf of the Society, and shall ensure or cause to be ensured that proper receipts are secured for all monies disbursed.

**B.** The Treasurer shall be the financial officer of the Society and shall report the financial condition of the Society to the Board, whenever requested, and to the membership at the Annual General Meeting of the Society.

**C.** The Treasurer shall perform such other duties as are delegated by the President of the Board.

**Section 5 - Secretary**

**A.** The Secretary shall keep, or cause to be kept, full and complete records of all activities of the Society.

**B.** The Secretary shall keep, or cause to be kept, full and complete records of all meetings of the Board, and of all annual or special meetings of the Society.

**C.** The Secretary shall give, or cause to be given, notice of all meetings of the Board, and of all annual or special meetings of the Society.

**D.** The Secretary shall perform such other duties as are delegated by the President or the Board.

**Section 6 - Executive Committee**

**A.** The President, Vice President, Secretary, Treasurer and three (3) Directors shall be known as the Executive Committee of which four (4) shall constitute a quorum, one of which shall be the President or Vice-President. The Executive Committee shall deal with the business of the Society arising between meetings of the Board of Directors and all members of the Board shall be advised prior to the holding of any meetings of the Executive Committee. The Executive Committee shall submit forthwith minutes of such meeting with its proposals or recommendations or both in the form of a report to the Board of Directors for ratification prior to their implementation. All votes in favour or against the report must be submitted to the Secretary in writing not later than fourteen (14) days from the mailing date of the report and any vote not received within the fourteen day period shall be deemed approval of the report.

**B. Executive Director**

The Board may employ an Executive Director to serve as the administrator of the operations of the Society. Who shall direct the activities of National Office and of the Staff of the Society, and shall perform such other duties as may be assigned by the Board within the framework and intent of the Constitution and By-Laws. The office of the Executive Director shall be at the National Office. The Executive Director shall recommend the employment of staff and the compensation for same, subject to the

approval of the Board, and is responsible for the execution of instructions given by the Board.

### **Section 7 - Records**

All board members should forward all records to the National Office for approval.

### **Section 8 - Reports**

**A.** The President, Secretary, Treasurer and such other officers or employees as shall be designated by the Board shall present annual reports at each annual meeting of the Society. A summary of these reports shall be published in a regular publication of the Society which is distributed to the entire membership.

**B.** Each officer of the Society shall send copies of all correspondence and reports to the President and the Secretary.

**C.** Except as expressly provided in the Constitution or By-Laws, all questions which shall come before the Board shall be decided by a Majority of the votes cast.

**D.** Minutes of the meeting of the Board shall be promptly submitted by the Secretary to all officers and members of the Board following all meetings.

### **Section 9 - Payment of Necessary Expenses**

The Board may pay or authorize the payment of the necessary expenses of any member of the Board, committee or member of the committee, and of employees of the Society, provided that such expense actually were incurred by each person or committee in the discharge of duties for which they were elected, appointed or employed.

### **Section 10 - Bonds**

The Board may secure, at the expenses of the Society, a corporate surety bond or bonds covering all members of the Board, Chapter officers and such other personnel as the Board may determine, in such form and in such amounts as may from time to time be prescribed by the Board.

### **Section 11 - Regulation**

The Board shall regulate its own proceeding and may, by resolution, delegate specific powers to specific committees approved by the Board.

## **ARTICLE VI - BOARD OF DIRECTORS**

### **Section 1 - Officers of Board**

The affairs of the Society shall be managed by the Board of Directors consisting of the President, Immediate Past President and a minimum of eight (8) Directors and a maximum of twenty (20). Nine (9) members of the Board shall constitute a quorum, providing the President or Vice President is one of those nine (9) members.

### **Section 2 - Chairman**

The President shall serve as Chairman of the Board and shall preside at all Board meetings.

### **Section 3 - Succession and Election**

Two officers of the Society, the Office of President and the Office of Past President, shall be filled through succession of the Vice-President and the President, respectively. The Vice-President, the Secretary, the Treasurer and eight (8) Directors shall be elected from the members of the Society.

### **Section 4 - Vacating Office**

The office of a member of the Board of Directors shall be automatically vacated: If the person shall resign their office by delivering a written resignation to the Secretary of the Society.

### **Section 5 - Removal**

**A.** The Board, by vote at a meeting with a quorum of at least nine (9) members present, with three quarters of these members voting in favour, may remove any member from elected or appointed position on the Board or any committee, thereby creating a vacancy.

**B.** If at a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that they be removed from office.

**C.** On death.

### **Section 6 - Filling Vacancies**

**A.** If, for any reason, the office of President become vacant the Vice-President shall become President.

**B.** Except as provided above in Section 6 A, if a vacancy occurs in any office or on the Board, a majority of the remaining members of the Board, regardless of their number, shall appoint an eligible and qualified member to fill the vacancy for the unexpired term.

### **Section 7 - Board Meetings**

**A.** At least three (3) meetings of the Board shall be held in each fiscal year.

**B.** Meetings shall be called at such times and places as may be decided by majority vote of the total membership of the Board or be designated by the President.

**C.** The members of the Board shall be given at least ten (10) days written notice of each meeting of the Board.

**D.** An agenda of items to be considered for Board action shall be prepared and followed in conducting Board meetings. The agenda should be sent to the Board Members 10 days prior to the meeting.

## **ARTICLE VII - NOMINATION, ELECTION and TERM OF OFFICE**

### **Section 1 - Appointment of Nominating Committee**

The President shall appoint, approximately four (4) months prior to the AGM, a Nominating Committee, consisting of at least five (5) society members in good standing, one of whom shall be the Immediate Past President and who shall be Chairman of the Committee.

### **Section 2 - Geographical and Chapter Representation**

The Nominating Committee members shall be selected so that Chapters are represented and geographical representation is achieved.

### **Section 3 - Slate of Officers and Directors**

It shall be the duty of the Nominating Committee to select a slate of Officers and Directors for each elective office or position on the Board which shall become vacant at the close of the next annual general meeting of the Society. The report of the Nominating Committee, giving the selection of candidates shall be submitted to the Secretary of the Society approximately three (3) months before AGM.

### **Section 4 - Requirements for Nomination**

Before the name of any candidate for membership on the Board is announced, the Secretary shall confirm that the candidate:

- (a) is a member in good standing of the Society;
- (b) has indicated an understanding of the duties required, availability, and willingness to serve if elected; and
- (c) has served on the preceding board as a member of the Executive Committee if nominated for position of Vice President.

### **Section 5 - Announcement of Nominating Committee**

The names of the Nominating Committee members shall be published in the next issue of an official publication of the Society following their appointment.

### **Section 6 - Announcement of Slate of Officers and Directors**

The names for nominees for the offices shall be published by the Secretary following the submission of the report of the Nominating Committee to the Secretary.

### **Section 7 - Additional Nominations**

After publication of the Nominating Committee's report, and at any time prior to one (1) month before the next AGM, additional nominations, except for vacancies on the Executive Committee, may be made in writing to the Secretary at the National Office. Such nominations must be signed by at least ten (10) members of the Society in good standing. Such nominees shall be processed by the Secretary for compliance with Section 4 of this article.

### **Section 8 - Election**

#### **(i) No Additional Nominees**

If by one (1) month before the AGM no valid petition for additional nominees are received by the Secretary, the nomination shall close automatically. At the next annual general meeting of the Society, the Secretary shall cast the unanimous vote of all members for the election of the nominees of the Nominating Committee even though a quorum may not be present.

### **Section 9 - Term of Office**

**A.** The Term of Office of each member of the Board shall begin on the day after the annual general meetings of the Society at which they have been duly elected and shall last until their successor is qualified and takes office.

**B.** The President shall serve a term of two (2) years. The President shall have served as Vice-President immediately prior to taking office and shall become Past President for a term of two (2) years when the term of President is completed.

**C.** The office of Vice-President shall be filled by succession from either the Office of Secretary or Treasurer, and shall serve a term of at least one (1) year.

**D.** A Treasurer and four (4) Directors shall be elected to the Board in off-numbered years and shall hold office for a term of two (2) years.

## **ARTICLE VIII - MEETINGS**

### **Section 1 - Annual General Meeting**

The time and place of the Annual General Meeting shall be prescribed by the Board. In no event, however, shall the meetings be held more than twelve (12) months apart.

### **Section 2 - Special Meetings**

**A.** Special meetings of the Society may be called by the Executive for business of a special nature.

**B.** Upon written request to the Secretary by thirty (30) members of the Society the President shall call a special meeting at which a quorum of the Board (Article VI, Section I) must be present, stating the business for which the meeting is called and no other business shall be entertained or transacted at this meeting.

### **Section 3 - Notice of Annual General or Special Meeting**

**A.** The members of the Society shall be given written notice of the annual general meeting at least thirty (30) days in advance.

**B.** The members of the Society shall be given at least two (2) weeks notice of a special meeting.

#### **Section 4 - Other Meetings or Conferences**

The Society shall hold educational, technical or engineering meetings or conferences at such times and at such places as the Board may determine.

#### **Section 5 - Quorum**

At all duly called annual general and special business meetings of the Society, a quorum shall consist of ten (10) members present in person. A majority of the members present, although no a quorum, may adjourn the meeting.

#### **Section 6 - Rules of Order**

**A.** Unless otherwise specified in the Constitution or By-Laws, Robert's Rules of Order shall apply at all meetings.

**B.** Unless otherwise specified in the Constitution or By-Laws, all questions which come before the Society shall be decided by a majority of the votes cast.

#### **Section 7 - Financial Status**

The board shall present at the Annual General Meeting an audited report of the financial status of the Society as of the end of the previous fiscal year.

### **ARTICLE IX - COMMITTEES**

#### **Section 1 - Appointments**

Standing Committees with duties assigned by the Board shall be appointed by the President, and, with the exception of the Nominating Committee (Article VII Section I) shall be subject to approval of the Board.

#### **Section 2 - Committee Description**

The detailed description of all Committees with the size, term of office and delegated responsibilities as decided by the Board, shall be documented in the Society's records.

#### **Section 3 - Executive Committee**

The Executive Committee acts on behalf of the Board during intervals between Board meetings. The Executive Committee shall consist of; President, Vice-President, Treasurer, Secretary and three (3) Directors. A majority of its members, present in person, shall constitute a quorum for the transaction of business, but said majority shall include either the President or Vice-President.

#### **Section 4 - Chapter Advisory Committee**

The Chapter Advisory Committee shall assist and advise Chapters in fostering the technical objectives of the Society and in matters pertaining to organizational operations and fiscal procedures.



**Section 5 - Constitution and By-Laws Committee**

The Constitution and By-Laws Committee shall consider and report on all matters relating to the Constitution and By-Laws and shall recommend to the Board any amendments which seem advisable.

**Section 6 - Educational Committee**

The Educational Committee shall work to increase the number and competence of persons studying and teaching the science of nondestructive testing, and to provide educational programs for the technical development of NDT technicians and responsive to the NDT needs of the Canadian industry.

**Section 7 - Membership Committee**

The Membership Committee shall organize programs to achieve and maintain a membership of such technical capability and in such numbers that shall enable the Society to accomplish its stated purpose.

**Section 8 - Conferences and Seminar Committee**

The Conference and Seminar shall coordinate the participation of the Society in Canadian engineering conferences and congresses, including the organization of technical seminars to be sponsored by the Society during these conferences and congresses.

**Section 9 - Finance Committee**

The Finance Committee shall supervise the financial affairs of the Society under the direction of and with the approval of the Board. The Treasurer shall be the Chairman of this Committee.

**Section 10 - Publication Committee**

The Publication Committee shall be responsible for all the business transactions dealing with the official periodical (magazine) of the Society, called the "TECHNICAL JOURNAL".

**Section 11 - Committee Meetings: Minutes and Reports**

Each Committee shall meet as frequently as is necessary, and in any event, at least once each year. Each committee shall issue minutes of its meetings and the Chairman shall submit an annual report to the Board of Directors.

**Section 12 - Dissolution of Committee**

In the event of dissolution of a committee, its funds shall revert to the Society's treasury and all documentation will be handed over to the secretariat.

## **ARTICLE X - OPERATION AND GOVERNMENT**

### **Section 1 - Government**

The Society shall be governed by its Constitution and By-Laws, in harmony therewith. Further definition and details of operating procedures shall be found and maintained in the Society's Operating Procedures.

### **Section 2 - Staff**

**A.** The Board may appoint an Executive Director to direct the activities of the National Office and to perform such other duties as may be delegated by the Board. The Executive Director shall be accountable only to the Board.

**B.** The Board may, at its discretion, pay a salary or otherwise compensate the Executive Director and such other employees as it may find necessary to conduct the work of the Society.

### **Section 3 - Financial**

**A.** The fiscal year of the Society shall commence on January 1st and terminate on Dec. 31st of each year.

**B.** Any appropriation of funds other than approved in the current fiscal budget of the Society shall not be made until approved by the Board.

### **Section 4 - Publication**

Reports of the business, finance and news of the Society of interest to the members shall be issued in the form of a TECHNICAL PUBLICATION which shall be published periodically and shall be the official publication of the Society.

### **Section 5 - Certification of Contracts and Documents**

Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by any two of the President, Vice-President, Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Society when required may be affixed to contracts, documents and Instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

### **Section 6 - Banking Arrangement**

The banking business of the Society, or any part thereof, shall be transacted with such bank, trust company or other firm or corporate carrying on a Banking business as the Board of Directors may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Society's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided,

included, but without restricting the generality of the foregoing, the operation of the Society's accounts; the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Society; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the Society's behalf to facilitate such banking business.

## **ARTICLE XI - DONATIONS AND FUNDS**

### **Section 1 - Acceptance**

Subject to the approval of the Board of Directors, the Society may accept donations, bequests and endowments for the purpose of furthering its objects.

### **Section 2 - Specified or Unspecified**

Donations, bequests and endowments accepted by the Society when unspecified by the donors as to use shall be deemed to be for the general purpose of furthering the objects of the Society and shall be dealt with accordingly. Donations, bequests and endowments accepted by the Society for specific purposes shall be deposited in separate trust accounts and shall be dealt with in accordance with the terms of the grant for the purpose specified therein.

### **Section 3 - Additional Funds**

Funds in excess of those provided by the annual dues which may be needed for research and other work shall be secured by voluntary contributions to be solicited from members and from others specially interested.

### **Section 4 - Funds from the Dissolution of Chapter**

Upon the dissolution of a Chapter, the Board of Directors shall determine the manner in which the funds held to the credit of the dissolved Chapter or Region shall be applied to further the objectives of the Society.

## **ARTICLE XII - AUDITORS**

The Board of Directors shall appoint an auditor to audit the accounts of the Society at National Office annually. The enumeration of the auditor shall be approved by the Board of Directors.

**ARTICLE XIII - AMENDMENT OF BY-LAWS**

The By-Laws of the Society, save and except By-Law I, may be repealed or amended by By-Laws enacted by a majority of members of the Board of Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds of the members of the Society present at a special meeting duly called for the purpose of considering the said By-Laws, provided that the enactment, repeal or amendment of such By-Law shall not be endorsed or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

Revised by: