
Quebec Chapter BY-LAWS

ARTICLE 1: NAME

This chapter shall be known as the SOCIÉTÉ CANADIENNE D'INGÉNIÉRIE DES SERVICES DE SANTÉ (SCISS) - SECTION DU QUÉBEC (CANADIAN HEALTHCARE ENGINEERING SOCIETY (CHES) – QUEBEC CHAPTER).

ARTICLE 2: OBJECTIVES

- a) To promote, develop, and disseminate healthcare engineering technology;
- b) To compare and exchange provincial experience;
- c) To promote the principle of integrated design by improved collaboration between the professions (team approach);
- d) To promote more efficient management of operation, maintenance, fire protection, and safety of healthcare facilities, their engineering systems, equipment and buildings;
- e) To collaborate with other provincial organizations;
- f) To provide educational opportunities to increase knowledge and competence in the field of healthcare systems;
- g) To formulate and communicate ideas and advice to governments and the public, on issues and policy related to all aspects of engineering in Quebec Healthcare Facilities.

ARTICLE 3: MEMBERSHIP

1. Membership in this Society shall include any person who is active in the delivery of healthcare engineering technology in the areas of administration, planning and design, construction, operations and maintenance and other related disciplines.
2. Membership shall become effective upon receipt of a formal application and membership dues.
3. There shall be six (6) types of membership, as follows:
 - 1) REGULAR MEMBERSHIP: **A person is eligible for Regular Membership who is** active in the healthcare field in the areas described above. **Regular** Membership entitles the member to all basic privileges and responsibilities in the Society. Regular Members have voting privileges, and may hold executive rank.
 - 2) STUDENT MEMBERSHIP: **A person is eligible for Student Membership who is** following a course of study or training in engineering which could, upon completion make them eligible for regular membership. **Student Members may not vote or hold office in the Society.**
 - 3) ASSOCIATE MEMBERSHIP: Individuals and organizations interested in the objectives pursued by the Society but who are peripherally involved in the delivery of healthcare services **are eligible for Associate Membership and shall designate one individual as their member. Associate Members may not hold office in the Society but receive all other privileges of a Regular Member. Any change to the designate shall be reported to the Membership Chair.**

- 4) HONORARY MEMBERSHIP: *An individual who is not a member and who has contributed to the accomplishment of the objectives of the Society or who has performed special service for the Society may be proposed for Honorary Membership. Such a person shall be recommended by the Membership Committee for consideration by the Executive. Honorary Members shall not pay fees and may not hold office or vote in the Society.*
 - 5) EMERITUS MEMBERSHIP: *A person is eligible for Emeritus Membership who has been an active Regular Member of the Society for a minimum of five years and who is no longer active in healthcare engineering. Emeritus Members shall pay a membership fee equal to 25% of the Regular Membership fee and shall receive a discount on the registration fee at any Society's conference. Emeritus Members shall have all of the privileges of a Regular Member.*
 - 6) LIFETIME MEMBERSHIP: *A member is eligible for Lifetime Membership who has a record of outstanding achievement on behalf of CHES. This membership shall be conferred on the approved recommendation of the National Board of Directors, and shall be initiated by a recommendation by the Quebec Chapter Executive. Lifetime Members shall not pay fees. Lifetime Members shall have all of the privileges of a Regular Member.*
4. Termination of membership:
- 1) A member in good standing can resign their membership by submitting a resignation to the **Board of Directors**.
 - 1) **The Board of Directors** may suspend or expel a member for non-payment of annual dues, or for any conduct or reason which the **Board of Directors** considers not to be in the best interests of the Society. The suspended member shall have the option of appeal, and a decision shall be made regarding termination of membership by an Appeal Committee consisting of three members at large.
 - i) The first member to be appointed by the member suspended.
 - ii) The second member to be appointed by the Provincial Chair and the appropriate Chapter Chair (if a formed Chapter).
 - iii) The third member, who will act as Chairman, to be appointed by the other two members of the Appeal Committee.
 - 2) Loss of eligibility A member who **no longer meets the requirements of eligibility as stated in Article 3** is no longer eligible for membership in the Society and his membership shall be automatically terminated at the end of the term of which dues have been paid.
 - 3) Nonpayment of dues: Membership of any person, who is 90 days in arrears in the payment of annual dues from the membership renewal date, **no longer receives membership benefits**.

ARTICLE 4: DUES

1. Annual dues shall be established by the **Board of Directors** of the Society.
2. The National Society collects the Chapter dues which are then forwarded to the Chapter.
3. Dues shall not be refundable due to termination of membership.
4. Any donation, money or material, shall become the property of the Society and shall be used for the purpose designated by the donor.

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ARTICLE 5: MEETINGS

1. The Society shall meet every year in Quebec, unless members resolve otherwise, to deal in a formal setting with matters of a policy nature and other business.
2. Special meetings of the membership may be called by the Chair of the **Board of Directors**, or upon petition of at least 20% of the membership.
3. The membership shall be given 30 calendar days notice, in writing or by email, prior to the date of annual or special meetings.
4. Special meetings of the **Board of Directors** may be called by the Chair or upon petition of the majority of its members.
5. Quorum:
 - a) A quorum of the **Board of Directors** present at the meeting shall consist of a majority of its elected provincial members.
 - b) The quorum for a membership meeting, annual or special, shall be of ten (10) members present and in good standing. A member in the Regular Membership, **Associate Membership, Lifetime Membership, or Emeritus Membership** classification shall be entitled to move or second motions at any such meetings and shall have one vote. Proxy voting will not be permitted.
6. The Chair of the **Board of Directors** shall preside at meetings. In his absence, the Vice-Chair shall assume the chair.
7. At any meeting, member(s) or Committee members may move and second a motion or prepare a resolution to cover the intent, and the motion or the resolution shall be referred to the Resolution by the By-Law Committee for further study and be reported back to the member(s) or committee by the Provincial Executive.

ARTICLE 6: CHAPTER RESPONSIBILITIES (As per Canadian Healthcare Engineering Society National By-Laws)

1. A provincial Chapter of the Society must establish an approved set of By-Laws, as recommended to the chapter membership by the chapter **Board of Directors**. A provincial Chapter must be self-supporting financially and therefore responsible for maintaining its own financial records, filing appropriate notices and forms with provincial and federal tax authorities and maintain necessary insurance coverage.
2. A Provincial Chapter, at the time of affiliation with the Canadian Healthcare Engineering Society, shall have at least 10 regular members in good standing with the Society and shall maintain this minimum membership in the Chapter after the approval and acknowledgement of the National **Board of Directors**.
3. The purpose of Provincial Chapter of the Society is to provide an organized structure at the local level for members of the Society and others in the engineering field of healthcare facilities to facilitate their working together in areas of common interest; to conduct educational programs; to serve as a resource to the related local healthcare associations; to provide channels of communications between the Society and local groups, and to promote the purpose of and membership in the Society.
4. Provincial Chapters shall have the authority to use the name and logo of the Society. The Chapter shall be known by Province, territory or district name of the Society.
5. Provincial Chapter organization and operation shall be in accordance with the Chapter manual of operation prepared by the Canadian Healthcare Engineering Society, as amended and updated from time to time.

ARTICLE 7: BOARD OF DIRECTORS

1. The affairs of the Society shall be managed by the **Provincial Board of Directors**.
2. The **Board of Directors** shall consist of the Chair, Immediate Past Chair, Vice-Chair, the Secretary, the Treasurer, and appointed Committee Chairs.
3. Executive officers shall be elected for a two-year term by the members of the Society **by secret ballot**. No officer may serve more than two consecutive terms in any one office.
4. Eligibility:
 - a) To be eligible to the office of Chair, a member in the Regular, **Emeritus, or Lifetime** Membership classification must have served as an active Vice Chair of the **Board of Directors** for at least one term (2 years), except where his term as Vice Chair has been shorter due to the death or resignation of the Chair he succeeds.
 - b) To be eligible to the office of Vice Chair, a member in the Regular, **Emeritus, or Lifetime** Membership classification must have served for 2 years as an active member **on either** the **Provincial Board of Directors**, or **Provincial Committee Chair**. The Vice Chair shall assume the duties of the Chair at the Chair's request and shall assume the position of Chair at the end of the Chair's term of office.
5. Where there is a vacancy in the **Board of Directors** for any reason, the remaining members of the **Provincial Board of Directors** shall appoint a member of the Society to fill the vacancy. The appointee shall hold office for the balance of the unexpired term of the vacating member.
6. Removal of Officers, Directors or members of the **Provincial Board of Directors**
 - a) If any member of the **Board of Directors** is unable to attend a meeting of the Executive, he/she shall so inform the Secretary prior to the meeting. If an elected member of the Executive absents himself/herself without the approval of the Executive, from three (3) consecutive meetings of the Executive of which he/she received due notice, the Executive may declare the seat to be vacant.
 - b) A **Board of Directors** member, a Director or an Officer may be removed from office by a two third (2/3) majority vote at a special meeting of the **Board of Directors**.

ARTICLE 8: RESPONSIBILITIES OF OFFICERS

1. The Chair shall act as Chair of the meetings of the **Board of Directors** and of the General Meetings and Special General Meetings of the Society Chapter. The Chair has a deciding voice only when voting has resulted in a tie.
2. The Vice Chair shall be vested with the powers, and perform all the responsibilities of the Chair in the absence, disability, or refusal to act by the Chair, together with such other powers and responsibilities, if any, as may from time to time be assigned to him, by the Executive.
3. The Secretary shall issue or cause to be issued, notices for all meetings of the **Board of Directors** and the Society, have charge of the minutes and records of the Society, record and maintain the minutes of the **Board of Directors** and other meetings of the Society; sign with the Chair or other signing officers of the Society such instruments requiring his signature, and perform such other duties as the terms of his engagement, or this By-Law calls for, or the **Board of Directors** may, from time to time, properly require of him.

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4. The Treasurer shall have the care and custody of all funds and securities of the Society, and shall deposit them in the name of the Society in such bank or banks, or with such depository or depositories, as the **Board of Directors** may direct. He shall, at all reasonable times, exhibit his books and accounts to any member of the executive upon written request at the office of the Society or the place of business of the Treasurer during business hours. He shall be responsible for the preparation and show from whom all income has been received, and to whom and for what reason all disbursements have been made.
5. No officer, Director or member of the **Board of Directors** shall receive any remuneration for his/her services.
6. Reasonable out-of-pocket expenses, when properly substantiated, and at the discretion of the **Board of Directors**, may be paid to a member of the **Board of Directors**, or to any other member who attends **Board of Directors** meetings or who acts on behalf of the Society away from his usual place of residence.
7. The use of paid temporary help may be authorized as needed by the **Board of Directors**.
8. Certifying of documents issued by the Provincial Society and the withdrawal of Society assets from depositories may only be carried out by the Treasurer, the Chair, the Vice-Chair and the Secretary. At least two signatures are required for each withdrawal of Society assets.

ARTICLE 9: STANDING COMMITTEES

1. Standing committees may include the following:
 - a) Membership Committee
 - b) Education Committee
 - c) **Communications** Committee
 - d) Resolution and By-Law Committee
 - e) Any other Committee deemed necessary by the **Board of Directors**.
2. The Chair of all Standing Committees shall be appointed by the Provincial **Board of Directors**.

ARTICLE 10: ELECTIONS

1. Every two (2) years or at another period determined by the **Board of Directors**, at the members' annual meeting, the incoming Chair will be installed in office and the positions of Vice Chair, Secretary and Treasurer will be filled in accordance with the votes of the members as indicated in the ballots received.
2. A Nominating Committee Chair shall be appointed at the first **Board of Directors** meeting following their General Meeting to serve for the ensuing two years. The Nominating Committee shall consist of three members of the Society, one of whom shall be the Chair. The other two members shall be selected by the Chair from the members at large and be subject to the approval of the Executive. The **Board of Directors** shall fill any vacancies which may occur in the Nominating Committee.

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3. The time schedule for election procedures is as follows:

At least three (3) months prior to a General Meeting, the Nominating Committee Chair shall issue a call for nominations.

One (1) month prior to the meeting, a second call is to be issued.

The Chair shall collect biographies and statements from each nominee and prepare a ballot. The ballot shall be **provided** to the membership during the General Meeting.
4. The Nominating Committee shall prepare a list of additional nominees to provide regional and/or discipline representation to be included on the ballot with the nominees from the membership. The Committee's candidates shall not be identified in any way.
5. Nominations shall be signed by at least one members of the Society and the nominee must signify his consent to the nomination in writing. **A member of the Society who is eligible to hold office in the Society may nominate himself for an office(s).** For a nominee to be eligible for more than one office, he is required to state an order of preference for the offices.
6. Elections shall be conducted by ballot, and counted under the supervision of scrutineers which will be appointed by the **Board of Directors**. Confidentiality of ballots will be maintained.
7. In the case of an equality of votes for any office or position, the Nominating Committee shall cast the deciding vote.

ARTICLE 11: AUDITORS

1. An auditor shall be appointed at each annual meeting who will review the books each year and the Treasurer shall submit an official financial report to the membership which contains a statement of income and expenditure for the preceding fiscal year, together with a balance sheet, the report of the auditor, and any other information required by the By-Laws or by resolution of a previous annual meeting.
2. An audited financial report shall be presented to the members at each annual meeting.
3. The fiscal year and the membership year shall be from April 1st to March 31st.

ARTICLE 12: AMENDMENTS

1. Proposed additions to, amendments to, or revision of the By-Laws shall be submitted:
 - a) by the **Board of Directors**, or
 - b) by petition of at least ten (10) members in good standing of the Regular Membership.

Such proposals shall be forwarded to all members at least ninety (90) days prior to the General Meeting or a Special General Meeting.
 2. Any amendment to, rescission of, or addition to the By-Laws shall be effective when ratified by more than fifty percent of the votes received from members entitled to vote. The Chair shall not vote except to cast a tie-breaking vote.
 3. By-Laws can only be changed every two (2) years.
 4. All votes must be by ballot.
 5. **Voting** must follow procedures laid out in Article 10.
 6. Results of the vote will be announced at the next General Meeting of the membership and the amendment(s) shall become effective on that date.
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ARTICLE 13: DISCLOSURE OF CONFLICT OF INTEREST

1. Each **Quebec Chapter** Executive Officer, or nominee for the position of officer or director, shall make written disclosure of any interest that might result in a conflict of interest, upon nomination to an office before appointment to fill the office, and annually during the term of office. Written disclosure shall be made to the **Provincial Board of Directors**. In the event that the conflict of interest is serious enough to jeopardize the interest and welfare of the Society, the Executive Officer, Director, or nominee shall resign from office, or retract the nomination.

ARTICLE 14: INDEMNIFICATION OF DIRECTORS OR OFFICERS

1. The **Canadian Healthcare Engineering Society - Quebec Chapter** shall indemnify any Director or Officer or former Director or Officer of the Society against any expenses actually and necessarily incurred or imposed (including but not limited to, judgments, costs and counsel fees) in connection with the defense of any action, suit or proceeding in which involvement occurred by reason of being or having been such Director or Officer of the Society, except in relation to matters as to which such Director or Officer of the Society, except in relation to matters as to which such Director or Officer shall be adjudged in any action suit, or proceeding to be liable for negligence or misconduct in the performance of a duty for the Society. Such indemnification shall not be deemed exclusive of other rights to which such Director or Officer may be entitled, under any other By-Laws, agreement, a vote of the Members or as a matter of Law, or otherwise.

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