

**CONSTITUTION OF THE
SOFTWARE, TECHNOLOGY AND EMBEDDED PRACTITIONERS (STEP)
CHAPTER OF
ENGINEERS GEOSCIENTISTS MANITOBA**

1. INTERPRETATION

Unless the context otherwise requires:

- (a) The name "Association" means Engineers Geoscientists Manitoba.
- (b) "Council" means the council of the Association.
- (c) "Members" means members of the Association.
- (d) "Chapter Members" means members of the Chapter

2. CHAPTER NAME

The name of the Chapter is "The SOFTWARE, TECHNOLOGY AND EMBEDDED PRACTITIONERS (**STEP**) Chapter of Engineers Geoscientists Manitoba".

3. CHAPTER FOCUS

The chapter shall focus on the practice of engineering and technology development with the Manitoba Software and Embedded Development Communities and promote standards of excellence and cooperation.

4. PURPOSE

The purpose of the Chapter is to assist the Association in achieving its Ends as they relate to the Chapter Focus (Section 3).

To achieve this purpose, the Chapter shall endeavor to:

- (a) Encourage and assist in the registration and licensing of individuals who are qualified to become part of the Chapter Focus.
- (b) Support professional development within the Chapter Focus.
- (c) Increase Chapter Member engagement with the Association.

5. CONTINUANCE

Council may declare the Chapter inactive, suspend the operation of the Chapter or dissolve the Chapter for any of the following reasons:

- (a) Failure to achieve its Purpose (Section 4);
- (b) Failure of the Chapter to abide by the Chapter Constitution and Bylaws; and
- (c) Contravention of the Association Profession Act, or the Association Bylaws, or the Policies of the Association.

6. MEMBERSHIP

The criteria for Chapter Membership is as follows, Chapter Members shall be:

- a) members or intern members of the Association, and
- b) fall within the Chapter Focus (Section 3).

The Chapter Executive shall be responsible for determining whether applicants fall within the Chapter Focus and maintaining the Roster of Chapter Members.

All who request membership within the Chapter and meet the criteria for Chapter Membership shall be added as Chapter Members. No fee shall be charged for Chapter Membership.

Only Chapter Members shall have voting privileges at Chapter meetings.

The Chapter may, by Chapter Bylaw, create categories for associate members, referred to as Associates within this Constitution. Associates are distinct from Chapter Members. Associates may fail to meet either or both of the criteria for Chapter Membership. The criteria for Associates shall be defined by the Chapter within their Bylaws.

Associates shall not have voting privileges and shall not be included in the membership total used to calculate Chapter funding from the Association (Section 14.(a) [Chapter Support]). Associates may attend meetings and/or volunteer on Chapter committees, if allowed to do so by the Chapter Bylaws.

7. MEETINGS

- (a) Meetings shall be called by the Chapter Executive
- (b) The Chapter shall hold no fewer than two meetings annually, one of which shall be the Chapter Annual General Meeting.
- (c) Quorum for the Chapter general meetings shall be the lesser of 50% of the Chapter Membership or ten Chapter Members.
- (d) The Chair, or the Vice Chair if the Chair is absent, shall preside at any General Meeting. If neither is present, the Chapter Members present shall choose one of their number to preside.
- (e) Robert's Rules of Order shall govern the conduct of all meetings unless otherwise specifically mentioned herein.

8. EXECUTIVE

- (a) The Executive of the Chapter shall consist of the following officers, which shall also constitute the Executive Committee:
 - Chair
 - Vice Chair
 - Past Chair
 - Secretary
 - Treasurer
 - A maximum of 5 additional Chapter Members.
- (b) The offices of Secretary and Treasurer may be combined
- (c) The Executive of the Chapter shall be elected at the Chapter Annual General Meeting in accordance with Section 10 [Nominations].
- (d) The terms of office for officers of the Executive, except for the Past Chair, shall be for two years with one-half of the Executive to be elected each year.

- The Past Chair term of office shall be one year. The terms of office shall begin immediately after the Chapter Annual General Meeting.
- (e) The Past-Chair shall be an ex officio executive committee member.

9. VOTING

- (a) Resolutions put to a vote at any meeting shall be decided by a show of hands. There shall be no right to vote, or to be represented, by proxy.
- (b) The Chair shall not vote, except to cast the deciding vote in the event of a tie.
- (c) Any matter may be voted on by email ballot, if initiated by the Executive. A vote so taken shall have the same force and effect as if the vote had been taken at the meeting. When using an email ballot, the ballot shall be provided to all Chapter Members at least 14 days in advance of the voting deadline.
- (d) Any resolution for Council adopted by the Chapter is not binding on Council, but shall be considered by Council.

10. NOMINATIONS

- (a) The Secretary of the Chapter shall collect a slate of nominees to fill the appropriate positions on Executive. Any Chapter Member may nominate one name for each of the available positions.
- (b) Written nominations from the Chapter Membership may be made at least 14 days prior to the Chapter Annual General Meeting. Each written nomination must be accompanied by the written consent of the nominee and the signatures of at least three other Chapter Members. Additional nominations may be made from the floor at the Chapter Annual General Meeting.
- (c) The office of any officer of the Executive shall be considered vacant upon:
 - i. receipt in writing of the officer's resignation by the Secretary.
 - ii. the officer ceasing to be a member of the Chapter (Section 6. [Membership]).
 - iii. the officer being absent for three consecutive meetings of the Executive.
- (d) The Executive shall fill a vacancy under 10(c) by appointing an officer from within the membership of the Chapter. Such an appointment shall be valid until the end of the term of the position vacated.

11. DUTIES OF EXECUTIVE OFFICERS

Generally the duties of the Executive officers shall be as follows, except where the Executive Committee may assign otherwise.

- (a) Chair
 - i. The Chair shall, when in attendance, preside at meetings of the Chapter and of the Executive, shall be an ex-officio member of all committees and shall cause an annual report on the activities of the Chapter to be prepared for submission to the Chapter Annual General Meeting, to Council, and to the Annual General Meeting of the Association.

- ii. The Chair, or a designate, shall, at the invitation of Council, attend one meeting of the Council annually, to report on the activities of the Chapter.
 - iii. The Chair, or a designate, shall, attend the Annual General Meeting of the Association.
 - iv. The Chapter shall make Council aware of any items with regards to the Chapter Focus that may improve or hinder the professions' ability to self-regulate.
- (b) Vice-Chair
- i. The Vice-Chair shall assist the Chair in carrying out activities of the Executive and shall act as chair in the event of the absence of the Chair at meetings of the Chapter.
- (c) Past-Chair
- i. The Past-Chair shall assist the Chair as requested, and shall convene and chair the first Executive Meeting following the Chapter Annual General meeting.
- (d) Secretary
- i. The Secretary shall have charge of all papers and digital files, carry on all correspondence directed by the Executive, cause a record to be made of all Executive and General Meetings, keep such records, make such reports and perform such other duties as are incidental to that office and properly required by the Chapter and the Association.
 - ii. The Secretary shall maintain the Roster of Chapter Members. The roster shall list the names, email addresses, and professional status of each of the Chapter Members.
 - iii. The Secretary shall notify the Chapter Members of all Chapter meetings and assist the Chair in the preparation of the Annual Reports.
- (e) Treasurer
- i. The Treasurer shall account for all monies received and expended by the Chapter and shall maintain adequate records of the same.
 - ii. The Treasurer shall pay all accounts approved by the Executive and shall conduct all bank transactions.
 - iii. The Treasurer shall keep a regular account of all transactions for examination by the Executive, present a statement of Revenue and Expenditures to the Annual Meeting of the Chapter, and forward the statement to Council upon its acceptance by the Chapter.
- (f) Additional Roles
- i. The Executive may assign additional duties as required.

12. CHAPTER COMMITTEES

The Executive Committee may establish committees of the chapter, committee terms of reference, and shall appoint the chair and members to such committees.

13. MINUTES

The Executive shall cause minutes to be recorded of each Executive Committee Meeting and of each general meeting of the Chapter showing:

- (a) All appointments to offices made by the Executive.
- (b) The names of all officers and the number of Chapter Members present at each meeting.
- (c) All resolutions and proceedings of all meetings of the Chapter and of the Executive and of any Committee.

The Executive shall forward minutes of the Chapter Annual General Meeting to Council.

14. CHAPTER SUPPORT

- (a) The Association shall provide funding to the Chapter based upon a per capita amount for each Chapter Member. The Chapter Membership total shall be based on the annual submission to Council of the Roster of Chapter Members. The roster shall be submitted to the Council two months before the end of the Association's fiscal year (June 30th).
- (b) The Association shall cover the expenses of the Chapter chair or designate to attend Council meetings at Council's request, and to attend the Annual General Meeting of the Association as required by Section 11 [Duties of Executive Officers].
- (c) The Association shall cover the expenses of a Chapter Member and guest, designated by the Chapter Executive, to attend the Annual Association Gala event, if requested to by the Chapter
- (d) The Chapter may request funding from the Association for special events.
- (e) The President-Elect of the Association may be used by the Chapter as the point of contact on Council
- (f) The Association shall provide the Chapter a sub-domain of the Association's website.

15. FINANCES

- (a) The Executive shall cause true accounts to be kept of all monies received and expended by the Chapter and of the assets and liabilities of the Chapter.
- (b) The fiscal year of the Chapter shall coincide with the fiscal year of the Association (June 30th).
- (c) The Chapter shall submit a budget to the Council two months before the end of the Association's fiscal year (June 30th).
- (d) The Chapter shall submit a financial report for the preceding year to Council at the beginning of each fiscal year of the Association
- (e) The funds granted to the Chapter by the Association shall be used to assist in defraying the costs not readily recovered through normal fund raising.
- (f) All monies received by the Chapter shall be deposited in the name of the Chapter in a deposit-gathering institution which is a member of the Canadian Deposit Insurance Corporation.
- (g) All payments shall be made by cheque in the name of the Chapter and shall be signed by any two of:
 - i. the Treasurer;
 - ii. the Chair;
 - iii. the Secretary

16. CHAPTER CONSTITUTION AND BYLAWS

- (a) The Chapter may propose amendments to this constitution which shall be subject to approval by Council
- (b) Amendments to the Chapter Constitution shall become effective when approved by Council.
- (c) The Chapter may create and amend Chapter Bylaws
- (d) The Chapter Bylaws shall not contravene the Engineering and Geoscience Professions Act, the Association Bylaws, or the Chapter Constitution.
- (e) Notice in writing of any meeting of the Chapter at which any amendments to the Chapter Bylaws or Constitution are to be considered shall be given to the Chapter Members at least 14 days before the date of that meeting.
- (f) Amendments to the Chapter Bylaws shall become effective when approved by the Chapter. The Chapter shall notify Council of any approved Bylaw changes.
- (g) Changes to the Constitution and Bylaws shall require the support of a simple majority (>50%) of total votes.

<hr/> <p>Jason Mann, PGeo President Engineers Geoscientists Manitoba</p> <p>Date:</p> <hr/>	<hr/> <p>Christopher Otto, PEng Chair SOFTWARE, TECHNOLOGY AND EMBEDDED PRACTITIONERS (STEP) Chapter</p> <p>Date:</p> <hr/>
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**BYLAWS OF THE
SOFTWARE, TECHNOLOGY AND EMBEDDED PRACTITIONERS (STEP)
CHAPTER OF
ENGINEERS GEOSCIENTISTS MANITOBA**

1. Purpose

The purpose of the Chapter is as laid out in the Chapter Constitution. The purpose of these Bylaws is to supplement and clarify, but not to supersede, the Constitution of the Chapter and the Bylaws of the Association, and those documents shall govern, in addition that:

- a. The intent of this group is to promote technical issues and skill amongst the software and embedded communities. We embrace and encourage diverse opinions and debate on subjects that directly impact our membership and area of focus. The executive and their representatives will endeavor to promote this philosophy during our meetings and events.

2. Events

The Chapter shall plan a minimum of 1 event each year. All Chapter members and members at large may participate in chapter events. If events are held for public purposes, then there are no restrictions on participation.

3. Organization

The Executive may create volunteer positions to assist in chapter business as required.

4. Finances

- a. Meetings shall be self-financed.
- b. The Chapter may solicit contributions or support at the discretion of the Executive Committee.

5. Membership

In addition to the inclusion of EGM membership, the chapter will include and encourage associate membership. Associate members are persons affiliating with the chapter who are not members of Engineers Geoscientists Manitoba.

- a. Associate Members are allowed the following rights and are encouraged to:
 - i. Serve on chapter committees
 - ii. Volunteer at chapter events
 - iii. Attend and participate in chapter meetings
- b. Dues/Membership fees may be decided by the Executive in accordance with the Act and By-laws governing Engineers Geoscientists Manitoba.

6. Chapter Committees

The Chapter may form committees to assist with furthering the goals of the Chapter.
All committees must:

- a. Report to at least one full chapter member
- b. Be sanctioned by the Executive.

Once approved by the membership in accordance with the Constitution and Bylaws dated June 22, 2021, these bylaws shall govern.

As approved by the Chapter at the meeting on June 22, 2021.

<hr/> Christopher Otto, PEng Chair Date: <hr/>	<hr/> Ben White, EIT Secretary Date: <hr/>
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