



Environmental Operators Certification Program Society

CONSTITUTION

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BYLAWS

16th June 2022

Environmental Operators Certification Program Society

CONSTITUTION

- 1) The name of the society is Environmental Operators Certification Program Society.

- 2) The purpose of the society is to:
 - a) Promote and increase by all lawful means the knowledge, skill, and proficiency of the Members of the Society in all matters relating to water, waste, and wastewater works by:
 - i) Establishing examinations, and prescribe experience and education suitable to qualify for admission to the Society;
 - ii) Making available technical data;
 - iii) Coordinating and stimulating research activity;
 - iv) Producing information bulletins;
 - v) Arranging, on a federal, provincial, territorial, regional, and municipal basis, activities and projects of common interest to members;
 - vi) Cooperating with established authorities and persons interested in the dissemination of technical knowledge;
 - vii) Liaising with federal, provincial, territorial, regional, and municipal agencies of governments to discuss matters of concern to the Society;
 - viii) Recognizing service and achievement in the Society and its activities;
 - ix) Encouraging public understanding of matters of concern to the Society;
 - x) Encouraging the selection of careers in the water and wastewater fields.
 - b) Establish classification systems for water, waste, and wastewater works and systems.
 - c) Establish standards and processes for certification of Operators of water, waste, and wastewater systems.
 - d) Co-operate with other organizations having similar allied objects, and to join, associate with, and affiliate with, such other organizations upon such terms and conditions as may be mutually beneficial.

- e) Work with organizations in the design and development of training programs, relevant to the certification of water, waste, and wastewater Operators.
- f) Further the technical interest and education in the design, construction, operation, and management of water, waste, and wastewater, or such other disciplines as may from time to time be approved by the Society.
- g) Promote efficient use and protection of drinking water and other environmental resources.
- h) Give consideration to provincial, territorial, federal, and First Nation policies and legislation on environmental resources.
- i) Undertake such other activities as may be deemed appropriate.

Environmental Operators Certification Program Society

BYLAWS

Article 1 Membership

1. All candidates for membership and all members shall have a recognizable interest in the furtherance of the objectives of the Society as set forth in the Constitution, and shall carry on their business or profession in an ethical manner, and in conformity with generally accepted principles of conduct.
2. There will be two classes of membership in the Society: voting members and non-voting members (collectively, the “members” and each, a “member”).
3. The voting members shall be comprised of those persons who have satisfied the criteria for certification as an Operator and who are certified as Operators pursuant to the certification policies and procedures established by the Society in its discretion (each, a “Certified Operator”), each of whom shall be deemed to have been admitted as a member upon becoming a Certified Operator and paying the applicable membership dues without further need for application for membership.
4. The non-voting members will be comprised of those persons who were previously but are no longer Certified Operators but who otherwise continue to fulfill the conditions for membership in the Society.
5. In addition to such rights and subject to such restrictions as may be contained in the Societies Act and these bylaws, a member has the following rights and privileges of membership, by class:

5.1 Voting Members

- 5.1.1 to hold themselves out as Certified Operators and voting members of the Society
- 5.1.2 to receive notice of and attend all meetings of members;
- 5.1.3 to make or second motions at any meetings of members and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- 5.1.4 to exercise a vote on matters for determination by the members; and

5.1.5 to serve on the Board in accordance with these bylaws.

5.2 Non-Voting Members

5.2.1 to receive notice of and attend all meetings of members.

5.2.2 but not hold themselves out as Certified Operators or voting members of the Society.

6. Every member must:

6.1 uphold the constitution and comply with these bylaws;

6.2 uphold and comply with the Code of Ethics and Standards of Practice for Environmental Operators (“Code of Ethics”), as adopted by the Board and amended from time to time, and any policies of the Society adopted by the Directors from time to time;

6.3 pay the annual membership dues and other fees established by the Board from time to time; and

6.4 in the case of voting members, comply with the requirements established by the Society for Certified Operators, including completing their continuing education requirement (as determined by the Board in accordance with its certification policies and procedures) by the required deadline.

7. The Directors are responsible for setting the annual membership dues and determining the date on which they must be paid. Once the amount of any membership dues has been determined, that amount will be deemed to be the annual membership dues in each succeeding membership year until changed by the Directors in accordance with these Bylaws.

8. A person ceases to be a member of the society:

8.1 by delivering their resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society;

8.2 on their death;

8.3 on being expelled;

- 8.4 in the case of voting membership, upon their certification as a Certified Operator expiring or being revoked by the Society (but in such cases, a person may be eligible to be a non-voting member in accordance with these bylaws); or
 - 8.5 on their annual membership dues having not been paid within three hundred and sixty-four (364) days of the due date established by the Directors.
9. In the event of a voting member ceasing to be a Certified Operator, they shall automatically be deemed to have become a non-voting member for so long as such member complies with other conditions of society membership set out in these bylaws.
10. The Board delegates the authority to review, investigate and, if required, adjudicate all aspects of the complaint and enquiry process to the Ombudsperson Committee appointed pursuant to these bylaws.
 - 10.1 Allegations or complaints in respect of unprofessional conduct by members of the Society, including without limitation a breach of these bylaws, Code of Ethics or other rules or policies of the Society, shall be reviewed, investigated, dismissed, resolved and, if required, adjudicated by the Ombudsperson Committee following procedures established by the Board.
 - 10.2 For greater certainty, the Board may establish procedures authorizing the Ombudsperson Committee to appoint investigators to assist with reviewing and investigation complaints on the Committee's behalf.
 - 10.3 The Ombudsperson Committee may recommend to the Board, or impose directly, sanctions on and take remedial actions against the member including suspension and expulsion of membership and other sanctions set out in the Code of Ethics or other policies and procedures adopted by the Board.
 - 10.4 For greater certainty, a member may be disciplined or expelled by a resolution of the Board or of the Ombudsperson Committee, provided that:
 - 10.4.1 the Board or Ombudsperson Committee, as applicable, must send to the member written notice of the proposed discipline or expulsion and such notice must be accompanied by a brief statement of the reason or reasons for the proposed discipline or expulsion; and

10.4.2 the member who is the subject of the proposed discipline or expulsion must be given an opportunity to make representations to the Society respecting the proposed expulsion or discipline before the resolution is put to a vote.

Article 2 Direction and Management of the Society

1. The Society will be governed by a Board (the “Board”) comprised of nine Directors (“Directors”), each of whom must be elected by the voting members in accordance with these bylaws and each of who shall be entitled to vote at a meeting of the Board.
2. Each of the nine positions for an elected Director must be filled by a person who meets one of the following qualifications:
 - 2.1 three positions must only be filled by a voting member who, at the time of their election, are certified Operators by the Society;
 - 2.2 one position must only be filled by a voting member who, at the time of their election, is a certified Operator of the Society, and operates a water or wastewater system in a community with a population of less than 500 people;
 - 2.3 one position must only be filled by a person who advises or has advised in the operation or design of facilities that treat water, waste, or wastewater;
 - 2.4 one position must only be filled by a person who is or has been employed in an administrative capacity in a local, regional, provincial, or federal, or First Nation government agency directly involved in the water, waste, or wastewater operation field;
 - 2.5 one position must only be filled by a person who is or has been employed by a municipality, regional district, or commercial or industrial operation that employs certified Operators and who holds the position of a city or regional engineer, Director of public works, technical superintendent, or equivalent position;
 - 2.6 one position must only be filled by a person who is or has been a faculty or staff member at a post-secondary education institution whose major field of activity is in the training of water, waste, or wastewater Operators.

- 2.7 one position must only be filled by a person who is a member-at-large who has demonstrated commitment to the training and certification of water, waste, and wastewater Operators.
3. The following persons shall serve as Directors of the Society without a vote and who will not count toward a quorum of the Directors:
 - 3.1 A Director appointed by the Ministry of Environment and Climate Change Strategy of the Province of British Columbia;
 - 3.2 A Director appointed by the Ministry of Health of the Province of British Columbia;
 - 3.3 A Director appointed by the Ministry of Municipal Affairs and Housing; and
 - 3.4 the immediate Past Chair of the Society, subject to the approval of the Directors.
4. The Directors shall meet as soon as practicable following each Annual General Meeting and shall elect from amongst themselves the Executive Committee of the Board.
5. The Executive Committee of the Board is comprised of the Chair, Chair-Elect, Secretary, and Treasurer:
 - 5.1 The Chair shall have general supervision of the affairs of the Society and shall perform such duties as are prescribed in the Bylaws;
 - 5.2 The Chair-Elect shall assist the Chair in the performance of their duties. The Chair-Elect shall act in the absence of the Chair as required.
 - 5.3 The Secretary shall:
 - 5.3.1 Make or cause to be made all required filings of the Society with the registrar;
 - 5.3.2 Prepare and enter (or cause to be prepared and entered) in books kept for that purpose, accurate minutes of all proceedings of the meetings of Directors and members (such books to be kept at the registered office of the Society).
 - 5.4 The Treasurer shall have primary responsibility of overseeing the management and reporting of the Society's finances, and will chair the Finance Committee.

- 5.5 The Chair and Chair-Elect shall each serve a maximum of two consecutive one-year terms as Chair and Chair-Elect.
- 5.6 The Chair-Elect position is open to any Board Director who has at least two years left in their term.
- 5.7 The Chair, Chair-Elect, Secretary, and Treasurer must not hold more than one office at the same time.
- 5.8 The signing authority of the Society shall be decided by the Board.
- 5.9 The Directors shall not receive remuneration from the Society for fulfilling Board duties and responsibilities. However, Directors may be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.
- 5.10 The Board may establish and fill the paid position of President and CEO to manage the operations of the Society for such remuneration as will be determined by the Board Executive as necessary.
- 5.11 In the event that the position of President and CEO is not established or filled, the Board or its delegate will assume the responsibilities of managing the operations of the Society.
- 5.12 Other paid positions may be created by the President and CEO in accordance with the annual budget approved by the Board.
- 5.13 The President and CEO shall be the Registrar of the Society and may name a Deputy Registrar.
- 5.14 The Board shall establish the Ombudperson Committee (the "Ombudperson Committee") and appoint its members, consisting of the President and CEO (who shall be the Chair of the Ombudperson Committee), an additional staff member, two Directors, and such other persons as the Board considers appropriate, each of whom shall serve in accordance with terms of reference established for such committee. The Ombudperson Committee shall review, investigate, dismiss, resolve and, as appropriate, adjudicate allegations or complaints of members' unprofessional conduct in accordance with these bylaws and other policies and procedures established by the Board from time to time.

- 5.15 The affairs of the Society will be governed by the Board under such rules as the Board may determine, subject to the specific conditions of the Constitution and Bylaws.
- 5.16 The Chair of the Society, or other Board Director designated by the Chair, shall be the presiding officer of the Board.
- 5.17 The Board shall hold a minimum of four meetings per year. The meetings shall be called by the presiding officer of the Board. A minimum of seven (7) days' notice shall be provided, unless waived by unanimous agreement of the Board Directors. A Board meeting may be conducted in person, by telephone conference, or by other electronic medium where Board Directors are able to communicate with each other. A quorum of the Board Directors must be present.
- 5.18 A quorum of the Board shall consist of a majority of the voting Directors.
- 5.19 Unless otherwise specified, motions will be passed by a majority vote. At a Board meeting conducted in person, voting will be by a show of hands. At a Board meeting conducted by telephone conference, voting will be by verbal indication, by facsimile vote or by electronic ballot. At a Board meeting conducted by other electronic medium, voting will be by electronic ballot.
- 5.20 A motion to rescind a previously passed motion must be passed by a two-thirds majority vote. In the event of a tied vote by a quorum of the Board, the motion will fail.

Article 3 Elections and Appointments

1. Board

- 1.1 The Board may determine that the election of Directors is to be conducted by ballot. In such a case, the Board must:
- 1.1.1 appoint a ballot returns officer, who must not be a Director;
 - 1.1.2 not less than 90 days before the next Annual General Meeting, issue a call for nominations, which must provide for a period of not less than 14 days for nominations to be filed;

- 1.1.3 not less than 60 days before the next Annual General Meeting, send voting ballots to all voting members, and specify that completed ballots are to be sent to the returns officer no later than 30 days before the next Annual General Meeting;
 - 1.1.4 make arrangements to have the votes counted by the returns officer and have the results announced at the next Annual General Meeting; and
 - 1.1.5 make available for the inspection of any member who so requests all ballots returned to the returns officer prior to the specified return date.
 - 1.2 The Board may determine that voting on any matter other than the election of Directors shall be by ballot and in such cases must ensure that:
 - 1.2.1 the precise form of question(s) to be decided, together with any supporting documents, shall be sent to each voting member a minimum of twenty-eight (28) days before the voting deadline as indicated on the form (the "Closing Date"); and,
 - 1.2.2 any opposing documents received by the secretary on or before fourteen (14) days before the Closing Date shall forthwith be sent to the voting members.
 - 1.3 All Directors elected at an Annual General Meeting shall be elected for a term ending on the date of the third Annual General Meeting after their election.
 - 1.4 A Director may serve a maximum of two consecutive three-year terms.
 - 1.4.1 An election may be by acclamation, otherwise it must be by ballot. Ballots may be mail out ballot or electronic ballot.
2. Nominations Committee
 - 2.1 A Nominations Committee will be chaired by a Past Chair and will include a minimum of one other member of the Society as appointed by the Board.
 - 2.2 At the request of the Board, the Nominations Committee will publish a call for nominations at least ninety (90) days prior to the date of the Annual General Meeting.

- 2.3 Nominations must be received by the Nominations Committee no later than seventy-six (76) days prior to the date of the Annual General Meeting. Any nominations received later than seventy-six (76) days prior to the date of the Annual General Meeting will not be considered.
- 2.4 The Nominations Committee will receive and verify the nominations.
- 2.5 A nomination shall not be considered by the Nominations Committee unless it has been submitted by a member of the Society, and is supported by a minimum of three voting members.
- 2.6 The Nominations Committee will submit to the Elections Committee the verified nominations for each position to be elected.

3. Elections Committee

- 3.1 An Elections Committee will be comprised of a minimum of two Society members appointed by the Board and the Society's staff.
- 3.2 The Elections Committee shall prepare a ballot containing the names of all candidates verified by the Nominations Committee.
- 3.3 In a procedure to be determined by and in the sole discretion of the Elections Committee, all necessary ballots shall be prepared and sent to each voting member of the Society at the member's last recorded address, electronic mail address or facsimile number at least sixty (60) days prior to the date of the Annual General Meeting.
- 3.4 The election closes and ballots shall be received by the Elections Committee by noon thirty (30) days prior to the date of the Annual General Meeting. Ballots received after that time shall not be counted.

4. Voting

- 4.1 Each voting member is entitled to one vote on matters for determination by the members.
- 4.2 All votes for the election of officers and Directors shall be cast by marking the ballot against the names to be elected.
- 4.3 Voting for less than the full slate of candidates shall not invalidate the ballot.

- 4.4 Ballots shall be counted at least ten (10) days prior to the date of the Annual General Meeting under the supervision of the Elections Committee.
- 4.5 On completion of the counting of the ballots, the Elections Committee shall deliver the results of the poll to the Chair, together with the tally sheets.
- 4.6 The Chair or the Elections Committee shall inform each candidate in the election of the results and the results shall be announced at the Annual General Meeting

5. Vacancies

- 5.1 If a Director resigns their office, or otherwise ceases to hold office, the remaining Directors may appoint a person who meets the qualifications of the Director who has ceased to hold office according to Article 2, Section 1. A Director so appointed holds office only until the Annual General Meeting, but is eligible for re-election
- 5.2 Should the office of the Chair become vacant, the Chair-Elect shall assume the functions and duties of the Chair for the remainder of that term of office and the position of Chair-Elect shall remain vacant until the next election. Duties and responsibilities of the Chair-Elect shall be assigned by the Board to the Secretary, or one or more of the Directors.
- 5.3 Should the office of Chair-Elect become vacant, the position shall remain vacant until the next election. At the next election both Chair and Chair Elect positions shall be up for election.
- 5.4 Should the office of the Secretary become vacant, the Board shall appoint a Director to the position of Secretary.

6. Removal of Directors or Officers

- 6.1 Any Director may be removed by special resolution, passed by a two-third (2/3) affirmative vote of the eligible members present at an Annual General Meeting, special meeting or general meeting of the Society members.

Article 4 Annual General Meeting

1. The place of the Annual General Meeting shall be fixed by the Board. The meeting shall take place not more than fifteen (15) months after the previous Annual General Meeting.

2. Any special or other General Meeting shall be held at such place and time as the Board may determine.
3. A quorum of the Annual General Meeting, special meeting or general meeting shall be nineteen (19) voting members and voting shall be by majority vote unless otherwise stipulated.
4. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of voting members, must be terminated.
5. The Chair of the Society, the Chair-Elect, or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.
6. No proxies will be allowed for voting purposes.
7. Not less than fourteen (14) days before the Annual General Meeting, special meeting or general meeting, the Secretary shall send notice of the meeting to all members of the Society.
8. The Secretary shall present the minutes of the previous Annual General Meeting to the Society members at the Annual General Meeting.
9. The Treasurer shall present the financial statements to the Society members at the Annual General Meeting.
10. The Society shall appoint an auditor at its Annual General Meeting for the following fiscal year.
11. The results of the election are announced and the new Board takes office at the conclusion of the Annual General Meeting.

Article 5 Use of Funds and Borrowing Power

1. The use of the funds of the Society is subject to the discretion of the Board, having regard to the constitution of the Society.
2. The Board may authorize borrowings or a line of credit to finance capital programs or to balance floating rate obligations of the Society not to exceed 5% of the Society's annual operating budget and not to extend for periods in excess of a year in any single instance of a temporary loan, and that such loans be exclusively for the purpose of addressing cash flow fluctuation resulting from normal operating activities.

3. The purposes of the Society shall be carried out without the object of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes. This provision is unalterable.

The foregoing provision was previously unalterable and was contained in the Society's Constitution. As required by the Societies Act, it has been relocated to these Bylaws and reproduced as it read immediately before the coming into force of the Societies Act.

Article 6 Audit of the Accounts

1. 1. The Board must ensure accounts are audited annually by a Chartered Professional Accountant firm that specializes in financial auditing.

Article 7 Custody and Use of the Seal of the Society

1. 1. The Board shall provide for the safe custody of the seal of the Society, which shall not be affixed to any instrument except by authority of a Resolution of the Board.

Article 8 Alteration of the Constitution and Bylaws

1. Amendments to the Constitution and Bylaws may be proposed by a majority of the Board or by a petition to the Board by nineteen (19) eligible voting members.
2. Notices of proposed amendments and the complete text of a proposed amendment shall be sent to each eligible voting member at least thirty (30) days before it is to be voted upon.
3. Amendments to the Constitution and Bylaws may be made by a fifty-one (51) percent affirmative vote of the eligible voting members present and voting at an Annual General Meeting, special meeting or general meetings of the Society members.

Article 9 Minutes, Documents and Records

1. The documents, including accounting records of the Society, shall be open to inspection by Society members upon demand at any reasonable time.
2. The Board may set terms, limits, and conditions on the access to which members and anyone may have to the financial and other records of the Society, including:

- 2.1 the days and hours during which a person may view or obtain any records to the Society;
- 2.2 any fees that the Society may charge to access or view any records to the Society; and,
- 2.3 any persons who may have different rights to access different kinds of records of the Society.

Article 10 Protection of Directors, Officers of the Society

1. The Society shall indemnify and protect any Director or past Director for any claim, loss, or expense, except for any claim, loss, or expense suffered by that Director resulting from that Director's own fraudulent or dishonest act, borne or suffered by a Director associated with the exercise of that Director or past Director's duties.
2. The Society shall procure insurance to fulfil its obligations to indemnify and protect its Directors and past Directors.

Article 11 Dues Structure

1. The annual membership fee shall be set by the Board from time to time as required to ensure adequate funds are available for the proper governance, administration, and operation of the Society.
2. Fees are due on the 1st of January of each calendar year.

Article 12 Fiscal Year

1. The fiscal year for the Society will be January 1st to December 31st.

Article 13 Dissolution of the Society

1. In the event of the need to dissolve the Society a special committee will be formed consisting of the Chair, Past Chair, Secretary, and Treasurer to bring about an orderly dissolution of the Society.
2. In the event of dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to organizations concerned with water and wastewater management, or organizations promoting the same objectives of this Society as may be determined by the members of the Society at the time of dissolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization;

provided that such organization referred to in this paragraph shall be a charitable trust recognized by the Canada Revenue Agency as being qualified under the provisions of the Income Tax Act (Canada) as it now exists or as it may hereafter be amended.

Article 14 Special Note on Gender Reference, Singular and Plural

1. Personal pronouns used in these Bylaws shall be they, them, or their to ensure inclusion of all genders.
2. Words importing the singular include the plural and vice-versa.

Article 15 Mission Statement, Vision and Geographic Jurisdiction

1. The Mission Statement of the Society is: "To protect human health and the environment by investing in Operators and facilities through increased knowledge, skill, and proficiency in all matters related to the water cycle".
2. The Vision of the Society is: "A Canada where all people have access to safe tap water and effective wastewater management. We are committed to making this a reality".
3. The exclusive service area of the Society shall be the Province of British Columbia and Yukon Territory, with the addition of other jurisdictions if they are not already served by a classification and certification body.