

Toronto Society of Architects -- Proposed Bylaws

1. INTERPRETATION

In these By-Laws;

- 1.1. "Association" means the Ontario Association of Architects,
- 1.2. "Act" means the Architects Act,
- 1.3. "Society" means the Toronto Society of Architects,
- 1.4. "Council" means the Council of the Association,
- 1.5. "Officers" means the Officers of the Society,
- 1.6. "Membership" means the complete membership of the Society, including Members of the Society and Affiliates of the Society as defined in this by-law,

2. Name

The Society shall be called the Toronto Society of Architects,

3. Officers of the Society

The Officers of the Society shall be the board of directors of the Society and manage and administer its affairs in accordance to this by-law and all other applicable governing documents, including but not limited to the Association's Act, Regulations and By-laws,

3.1. Composition

The Officers of the Society shall be comprised by

- 3.1.1. Three persons elected in accordance to this by-law to fulfill the roles of
 - 3.1.1.1. Chair
 - 3.1.1.2. Vice Chair
 - 3.1.1.3. Treasurer
- 3.1.2. In addition to the elected Officers, the Officers of the Society shall also include the following non-voting positions
 - 3.1.2.1. Immediate Past Chair (Ex-officio, non-voting)
 - 3.1.2.2. Secretary (Ex-officio, non-voting)

3.2. Responsibilities

- 3.2.1. Officers of the Society shall fulfill the obligations assigned to their respective roles as outlined in the Association's Act, Regulations and by-laws, as well as any additional obligations as outlined in this by-law or other governing documents of the Society.

3.3. Appointments

- 3.3.1. The elected Officers shall appoint at pleasure a Secretary who shall fulfill the duties assigned to the Secretary as outlined in the Association's Act, Regulations and

By-laws, as well as any additional obligations as outlined in this by-law or other governing documents of the Society.

- 3.3.2. In addition to the Secretary, the elected Officers shall appoint at pleasure an Executive Director and any such other persons as are from time to time necessary or desirable in the opinion of the Officers to perform the work of the Society.

3.4. Election

- 3.4.1. The elected Officers are to be to be elected from and by the membership of the Society during the Annual General Meeting,
- 3.4.2. Only Members and Affiliates of the Society in good standing on the date of the Annual General Meeting shall be eligible to vote for the Officers,
- 3.4.3. Elections, including nominations and voting, shall be carried out as outlined in the Operating Documents of the Society,
- 3.4.4. Voting shall be done by show of hands or, in case of more than one nomination for an Officer position, by secret ballot.

3.5. Terms

- 3.5.1. Officers of the Society shall be elected for one three year term,
- 3.5.2. The terms of the Chair and Vice Chair, and term of the Treasurer, shall be staggered such that not all three elected Officers are elected in the same year,
- 3.5.3. Retiring Officers shall not be eligible for re-election for a one year period,
- 3.5.4. If no nominations are received for a vacancy, the term of the existing Officer may be extended for one-year at the discretion of the remaining Officers.

3.6. Eligibility

- 3.6.1. The Chair of the Society shall:
- 3.6.1.1. Be an Architect and a member in good standing of the Association,
- 3.6.1.2. Be a Member of the Society in good standing,
- 3.6.1.3. Have led an Initiative of the Society for at least three years.
- 3.6.2. The Vice Chair and Treasurer shall be:
- 3.6.2.1. Be a Member or Affiliate of the Society,
- 3.6.2.2. Have led an Initiative of the Society for at least three years

3.7. Meetings

- 3.7.1. Meetings of the Officers shall take place as required at the discretion of the Officers,
- 3.7.2. Quorum shall consist of at least two of the three elected Officers and at least one of the ex-officio Officers,
- 3.7.3. Failure to attend three Meetings of the Officers during any twelve months period is grounds for dismissal from Officer role.

4. Committees of the Society

4.1. Executive Committee

- 4.1.1. The Executive Committee shall be composed of the Officers of the Society, as well as Members and Affiliates of the Society who are leading an active Initiative of the Society (Initiative Leads),
- 4.1.2. The Executive Committee shall be responsible for overseeing the organization and implementation of Initiatives of the Society, reviewing the relevance of initiatives to ensure they are fulfilling the mandate of the Society, and making recommendations to the Officers on future Initiative Leads,
- 4.1.3. Prior to being considered for an Initiative Lead position, a Member or Affiliate of the Society must have at least one year of volunteer experience in one or more of the current initiatives of the Society,
- 4.1.4. The Executive Committee shall operate pursuant to the procedures outlined in the Operating Regulations.

4.2. Advisory Committee

- 4.2.1. The Advisory Committee shall be composed of past Chairs of the Society,
- 4.2.2. The Officers may appoint at their pleasure any other past Officer of the Society or Members of the Executive to the Advisory Committee which is in the opinion of the Officers desirable or necessary for the fulfillment of the Advisory Committee's duties and responsibilities,
- 4.2.3. The Advisory Committee shall operate pursuant to the procedures outlined in the Operating Regulations.

- 4.3. The Officers of the Society may appoint such standing and special committees as it considers necessary and may assign duties, responsibilities, membership and term of office therein as it deems fit.

5. Membership

- 5.1. Membership of the Society shall consist of the following categories:

- 5.1.1. **Members of the Society**

Members of the Society shall include all persons who are Members or status category holders of the Association and have paid their annual dues to the Society in accordance to the Operating Regulations.

- 5.1.2. **Affiliates of the Society**

Affiliates of the Society shall include all persons who have registered with the Society who are not Members or status category holders of the Association, and who have paid their annual dues to the Society in accordance to the Operating Regulations.

- 5.1.3. **Students**

Students enrolled in architecture or a related field in an accredited post-secondary institution are eligible for free membership to the Society during their studies. This membership category shall have the same benefits and responsibilities as all other membership categories, but does not hold voting rights.

5.2. Membership Dues

- 5.2.1. Each Member and Affiliate shall pay an annual fee. The amount of such fee shall be determined in consultation with the province's other Societies.

6. Meetings

6.1. Annual General Meeting

- 6.1.1. The Society shall hold an Annual General Meeting of its membership no later than the 30th day of April in each year,
- 6.1.2. Quorum for the Annual General Meeting shall be 20 members,
- 6.1.3. Notice of the meeting shall be distributed no less than fourteen (14) days before the date on which the meeting is to be held.
- 6.1.4. Annual General Meetings shall be conducted in accordance to the Society's Operating Regulations.

6.2. Other Meetings

- 6.2.1. The Officers of the Society may at any time and shall on the requisition of 10% of the membership stating the business for which it is required, convene a special meeting for any specific purpose.
- 6.2.2. Notice of the meeting shall be distributed no less than fourteen (14) days before the date on which the meeting is to be held and shall state the general nature of the business which is to be transacted at it.

7. Amendments to By-laws

These By-laws may be amended by a vote of two-thirds of the Members and Affiliates of the Society present at a meeting of the Society, of which due notice, including notice of the proposed amendments has been given in writing to all members not less than two (2) weeks prior to such a meeting.