



AMENDED AND RESTATED JANUARY 30, 2018

SCHEDULE 3: CHAPTER GOVERNANCE AND OPERATING TERMS

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APPLICATION

- A. These Chapter Governance and Operating Terms (“Operating Terms”) apply to all Chapters established by the Association Board.

PREAMBLE

- A. The Association Board has established Chapters in the Province of Ontario.
- B. The Association Board, the Chapter Members and Chapter Boards are desirous of establishing and adopting certain standards and procedures concerning the Chapter’s governance, operations and activities (the “Chapter Governance and **Operating Terms**”).

SECTION 1 - INTERPRETATION AND DEFINITIONS

1.1 Definitions

In these Operating Terms:

- (a) “**Act**” means the Registered Human Resources Professionals Act, 2013;
- (b) “**Active Status**” has the meaning given to it in Section 9.32 of the General By-law;
- (c) “**Annual Business Meeting**” means a meeting of Chapter Members to be held for the purposes outlined in Section 5.2 of these Operating Terms;
- (d) “**Appeal Period**” has the meaning given to it in Section 10.4 of these Operating Terms;
- (e) “**Association Board**” means the Board;
- (f) “**Association Fiscal Year**” means the fiscal year of the Association as defined in Section 2.04 of the General by-law;
- (g) “**Association Governance Materials**” has the meaning given to it in Section 2.5 of these Operating Terms;
- (h) “**Association Member**” has the meaning given to the term “**Member**” in Section 1.01 of the General By-law;
- (i) “**Chapter**” means, a local branch of the Association;
- (j) “**Chapter Board**” means the Board of Directors of the Chapter;
- (k) “**Chapter Board Minimum**” has the meaning given to it in Section 7.2 of these Operating Terms;

- (l) **“Chapter Board Nomination”** has the meaning given to it in Section 8.3(d) of these Operating Terms;
- (m) **“Chapter Mandate”** has the meaning given to it in Section 2.2 of these Operating Terms;
- (n) **“Chapter Member”** means an Association Member who has been admitted to the Chapter by the Association staff or the Association Board;
- (o) **“Chapter Membership”** has the meaning given to it in Section 4.2 of these Operating Terms;
- (p) **“Chapter Position”** means one or more of the positions undertaken by a Chapter Director while serving on the Chapter Board described in Section 11.1 and Section 11.2 of these Operating Terms;
- (q) **“Code of Conduct for Volunteers”** has the meaning given to it in Section 9.1 of these Operating Terms;
- (r) **“Chapter Director”** means a Chapter Member who has been elected or appointed to the Chapter Board;
- (s) **“Chapter Director Candidates”** has the meaning given to it in Section 8.8 of these Operating Terms;
- (t) **“Educational Institutions”** means those institutions, including community colleges, universities, private educators, and other educational institutions approved by the Government of Ontario or an agency of such Government to provide post-secondary education to individuals within Ontario;
- (u) **“General By-law”** means the Association’s by-law 1: general by-laws, as such by-law, may be amended, restated or superseded from time to time;
- (v) **“GNC”** has the meaning given to it in Section 10.4 of these Operating Terms;
- (w) **“good standing”** has the meaning given to it in Section 9.35 of the General By-law;
- (x) **“Membership Class”** means each class of Association membership described in Section 9.01 of the General By-law;
- (y) **“Membership Year”** has the meaning given to it in Section 2.03 of the General By-law;
- (z) **“Nominating Committee”** has the meaning given to it in Section 8.1 of these Operating Terms;
- (aa) **“Nomination Deadline”** has the meaning given to it in Section 8.3(e) of these Operating Terms;

- (bb) **“Nomination Qualifications”** has the meaning given to it in Section 8.6 of these Operating Terms;
- (cc) **“Operating Terms”** has the meaning given to it in Section B of the Preamble;
- (dd) **“Position Term”** has the meaning given to it in Section 11.6 of these Operating Terms;
- (ee) **“Registered Students”** means students who are registered with the Association;
- (ff) **“Retired Status”** has the meaning given to it in Section 9.33 of the General By-law; and
- (gg) **“Skills Matrix”** has the meaning given to it in Section 8.2 of these Operating Terms.

1.2 Other Definitions

Other than as specified in Section 1.1 of these Operating Terms, words and expressions defined in the Act or the General By-law have the same meanings when used in these Operating Terms.

1.3 Gender and Case

Words importing the singular number include the plural and vice versa; words importing gender include all genders and references to persons may include individuals, corporations, partnerships, trusts, Firms and unincorporated organizations.

SECTION 2 – ESTABLISHMENT OF CHAPTER

2.1 Chapter Oversight

The Association Board established the Chapter and shall oversee the Chapter in accordance with the Act and By-laws.

2.2 Chapter Purpose

The purpose of the Chapter is to promote and increase the knowledge, skill and proficiency of members of the Association, firms and students in accordance with clause (b) of the Objects of the Association as set out in section 4 of the Act.

2.3 Fiscal Year

The fiscal year of the Chapter shall be the same as the Association Fiscal Year.

2.4 Disbanding a Chapter

- (a) In accordance with the By-laws, the Association Board may disband or combine one Chapter with another Chapter, or otherwise intervene in a Chapter’s

functioning to protect the interests of the Association, Association Members or both.

- (b) The Chapter Members (upon receiving the subsequent approval of the Association Board) may disband or combine the Chapter with another Chapter in accordance with Section 23.03 of the General By-law.

2.5 Compliance with Association Governance Materials

The Chapter Directors and Chapter Members shall comply with these Operating Terms, the Act, By-laws, Code of Conduct, Code of Conduct for Volunteers, Rules of Professional Conduct, Standards and Guidelines of Practice, any Association privacy policies, and any amendments, restatements or supplements to any of the aforementioned, as well as any other written codes, rules, regulations, policies, procedures, modules, guidelines, standards or other materials implemented by the Association from time to time, including any such written codes, rules regulations, policies, procedures, modules, guidelines or standards or other materials established as of, or following, the date the Association Board established the Chapter (collectively, the “**Association Governance Materials**”).

2.6 Reporting to Association Board

A Chapter Board shall send the following Reports to the Association Board:

- (a) a report no later than September 15th of each calendar year, setting out the names and positions of all volunteers serving on Chapter Committees, including the terms of reference of each Chapter Committee; and
- (b) a report no later than March 15th of each calendar year, setting out the number and type of professional development activities, number of members in the Chapter, a list of Chapter Directors, including the the Chapter Positions held by each Chapter Director, and the number of Chapter Director vacancies, if any..

SECTION 3 – MEMBERSHIP APPLICATIONS

3.1 Association Member Applications/Fees

None of the Chapter Board or Chapter Members may receive any application for Association membership, any application for renewal of Association membership, or any Association Member fees each Membership Year. All applications for Association membership, all applications for renewal of Association membership and any Association Member fees must be submitted to the Association, not to the Chapter Board or Chapter Members.

SECTION 4 – CHAPTER AFFILIATION

4.1 Eligibility for Chapter Affiliation

Only Association Members and Registered Students who are in good standing may affiliate with a Chapter, provided that each Association Member or Registered Student affiliated with the Chapter has his or her residence, educational institution or principal place of business within the boundaries of the geographical area of the Chapter. An Association Member who, for whatever reason ceases to be a member in good standing of the Association, ceases to be affiliated with a Chapter.

4.2 Applications for Chapter Affiliation

The Registrar shall review all applications for Chapter affiliation and, subject to a referral of an application to the Association's registration committee in accordance with Section 9.14 of the General By-law, the Registrar may approve or reject an Association Member for Chapter affiliation. The Registrar shall promptly notify the applicable Association Member and Chapter Board of its approval or rejection of the Association Member's application for affiliation with the Chapter, which for convenience is referred to herein as Chapter Membership.

SECTION 5 – ANNUAL BUSINESS MEETING

5.1 Timing

The Chapter's Annual Business Meeting shall be held no later than May 15th of each calendar year at a date, time and place fixed by the Chapter Board.

5.2 Business to be Conducted

Business to be conducted at the Chapter's Annual Business Meeting includes:

- (a) approving the minutes of the previous Annual Business Meeting and approving the minutes of any special Chapter Members' meetings that occurred during the Membership Year;
- (b) receiving reports from the Chapter Chair or the Chapter Board on the activities of the Chapter Board and the Chapter;
- (c) receiving a report on the election of Chapter Directors; and
- (d) considering any other matter as the Chapter Board determines to be properly brought before the Annual Business Meeting.

5.3 Notice of Annual Business Meeting

The Chapter Secretary-Treasurer shall notify Chapter Members in good standing of the date, time and place of the Annual Business Meeting at least thirty (30) days prior to the date of the meeting. The delivery of such notice shall be in accordance with Section 19.1

of these Operating Terms. The notice of Annual Business Meeting shall include the agenda of the meeting and the minutes of the previous year's meeting.

5.4 **Special Chapter Members' Meetings**

A special Chapter Members' meeting may be called by:

- (a) the Association Board or the Governance and Nomination Committee (GNC) of the Association Board;
- (b) the Chapter Chair;
- (c) a majority of Chapter Directors; or
- (d) a minimum of five (5) Chapter Members or two percent (2%) of Chapter Members in good standing, whichever minimum is greater based on the then current aggregate number of a Chapter's Chapter Members, by means of a request in writing detailing the issue to be addressed at the special Chapter Members' meeting. The applicable Chapter Members shall submit the request for a special Chapter Members' meeting to the Chapter Chair or Chapter Board at least forty-five (45) days in advance of the proposed date of the special Chapter Members' meeting. On receipt of such written request, either the Chapter Chair or Chapter Board may call the meeting. If neither the Chapter President nor the Chapter Board calls such meeting within ten (10) days of receiving the Chapter Members' written request, the Chapter Members that requisitioned the meeting may call the meeting.

If the GNC calls a special Chapter Members' meeting, it shall promptly inform the Association Board.

5.5 **Notice of a Special Chapter Members' Meeting**

The Chapter Secretary-Treasurer shall notify Chapter Members in good standing of the date, time and place of a special Chapter Members' meeting at least thirty (30) days prior to the date of the meeting, the delivery of such notice shall be in accordance with Section 19.1 of these Operating Terms. The notice of a special Chapter Members' meeting shall include the agenda of the meeting. A notice of special Chapter Members' meeting shall also include a description of the special business to be conducted at the special Chapter Members' meeting, including the intention to pass a motion to remove a Chapter Director from the Chapter Board in accordance with Section 10.1 of these Operating Terms.

5.6 Delivery of Meeting Materials

The Chapter Secretary-Treasurer shall deliver all meeting materials to Chapter Members in good standing at least ten (10) days before the scheduled Annual Business Meeting, or special Chapter Members' meeting. The Chapter Secretary shall deliver the meeting materials in accordance with Section 19.1 of these Operating Terms.

5.7 Rules of Order

At any Chapter Members' meeting, the then current edition of *Robert's Rules of Order* shall govern to the extent not inconsistent with the By-laws or these Operating Terms.

5.8 Right to Vote

In accordance with Section 23.11 of the General By-law, notwithstanding an Association Member's voting status at the Association level, each:

- (a) Chapter Member (regardless of Membership Class) designated Active Status and Retired Status; and
- (b) Registered Student,

in good standing is entitled to vote at an Annual Business Meeting or special Chapter Members' meeting.

5.9 Voting

All votes cast at any Chapter Members' meeting shall be by a show of hands, unless a secret ballot is requested with the exception of a vote to remove a Director which shall be held by a secret ballot. Any Chapter Member in good standing, present and having the right to vote, may request that a matter be dealt with by secret ballot. The Chapter Members will, by a show of hands, decide whether the vote shall be conducted by secret ballot. In the event of a tie, the motion for a secret ballot is defeated.

5.10 Participation by Electronic Means

Chapter Members in good standing may participate in a Chapter Members' meeting using telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, if the Association makes such means available to the Chapter. An individual participating in a Chapter Members' meeting by electronic or telephonic means is deemed for the purpose of these Operating Terms to be present at that meeting.

5.11 Quorum

No fewer than five (5) Chapter Members in good standing shall constitute a quorum at any Chapter Members' meeting. All Chapter Members present in person, by telephonic or electronic means, will be counted towards quorum.

5.12 Meeting Adjournment

Notice of an adjourned Chapter Members' meeting, including the Annual Business Meeting, is not required if the time and place of the adjourned meeting is announced at the original Chapter Members' meeting and the adjourned meeting takes place within 30 days when approved by the Chapter Members at the meeting.

5.13 Attendance at Chapter Members' Meetings

Association members, Registered Students and Association staff are entitled to attend a Chapter annual business meeting or a special Chapter members' meeting. Other persons may attend such meetings with the consent of the Chair of the meeting.

SECTION 6 – PROFESSIONAL DEVELOPMENT PROGRAMS

6.1 Professional Development

The Chapter Board shall ensure that the Chapter delivers at least four (4) professional development programs to Chapter Members each Membership Year. The Association Board, in consultation with the Chapter, may change the minimum number of professional development programs to be delivered by the Chapter each Membership Year. The Association Board must provide the Chair of the Chapter's Programs/Professional Development Committee with written notice of any such change.

SECTION 7 – CHAPTER BOARD DUTIES, COMPOSITION AND REMUNERATION

7.1 Chapter Board Duties

Subject to Section 2.1, the Chapter Directors shall manage and administer the Chapter's affairs in accordance with the Chapter Mandate and the Association Governance Materials.

7.2 Chapter Board Composition

Subject to Section 7.3 of these Operating Terms, the number of Chapter Directors comprising the Chapter Board is dependent on the size of the Chapter. If the Chapter has:

- (a) 500 Chapter Members or less, the Chapter Board shall be comprised of a minimum of five (5) Chapter Directors to a maximum of seven (7) Chapter Directors.
- (b) more than 500 Chapter Members, but less than 1,000 Chapter Members, the Chapter Board shall be comprised or a minimum of seven (7) Chapter Directors to a maximum of nine (9) Chapter Directors.
- (c) 1,000 or more Chapter Members, the Chapter Board shall be comprised of a minimum of seven (7) Chapter Directors to a maximum of eleven (11) Chapter Directors,

(the minimum number of Chapter Directors set out in (a), (b) or (c) above, the “**Chapter Board Minimum**”).

7.3 Remuneration of Chapter Directors

Chapter Directors shall serve without remuneration; provided, however, that Chapter Directors shall be entitled to be reimbursed for reasonable expenses incurred in carrying out their duties in accordance with the Association’s Travel, Hotel and Accommodation Policy.

SECTION 8 – CHAPTER DIRECTORS’ ELECTIONS

8.1 Yearly Chapter Directors’ Election

A Chapter Directors’ election shall be called each Membership Year pursuant to the timelines set out in Section 8 of these Operating Terms. A Chapter Board nominating committee (“the **Chapter Nominating Committee**”) shall comprise:

- (a) the Chapter Chair;
- (b) the Chapter Past Chair , or the Chapter Chair-Elect; and
- (c) two (2) Chapter Members.

The Chapter Nominating Committee shall organize and manage all Chapter Directors’ elections.

8.2 Skills Matrix

Prior to calling a Chapter Directors’ election, the Chapter Nominating Committee shall

consider the appropriate mix of expertise, skills, attributes, characteristics and competencies required of its Chapter Directors to effectively fulfill the Chapter Board's roles and responsibilities (the "**Skills Matrix**").

8.3 Call for Nominations

The Chapter Nominating Committee shall, on or before January 1 of the current Membership Year, call a Chapter Directors' election setting out:

- (a) the number of Chapter Directors to be elected;
- (b) in accordance with Section 8.15, the term each elected Chapter Director shall serve on the Chapter Board;
- (c) a description of each Chapter Director's roles and responsibilities, including descriptions of the Chapter Positions a Chapter Director may hold on the Chapter Board;
- (d) the steps and documentation a Chapter Member must complete to nominate a Chapter Member for candidacy in a Chapter Directors' election ("**Chapter Board Nomination**");
- (e) the deadline to submit a Chapter Board Nomination ("**Nomination Deadline**"); and
- (f) any other information the Chapter Nominating Committee, Chapter Board or Association Board deems essential or appropriate to include in a call for Chapter Director nominations.

8.4 Nomination

Any Chapter Member in good standing may nominate a Chapter Member or a Registered Student in good standing, including oneself, for candidacy in a Chapter Directors' election by following the process established by the Chapter Nominating Committee in accordance with Section 8.3 of these Operating Terms.

8.5 Nomination Deadline

The Chapter Nominating Committee cannot set the Nomination Deadline less than twenty (20) days from the date the Chapter Nominating Committee called the Directors' election in accordance with Section 8.3 of these Operating Terms.

8.6 Nomination Qualifications

To become a Chapter Director Candidate, a Chapter Member or Registered Student must:

- (a) be a Chapter Member or Registered Student in good standing;
- (b) not be the subject of any disciplinary proceedings by the Association;

- (c) not have a finding of Professional Misconduct against the Chapter Member in the three (3) years preceding the date of the Nomination Deadline for the Chapter Directors' election;
- (d) have skills or experience, including previous volunteer or committee, or board or governance experience, commensurate with the needs of the Chapter Board as determined by the Chapter Nominating Committee;
- (e) be at least eighteen (18) years old;
- (f) not be an individual who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (g) not be an individual who has been found to be incapable by any court in Canada or elsewhere;
- (h) not have the status of bankrupt; and
- (i) meet any other criteria as established by the Chapter Nominating Committee, the Chapter Board or the Association, including but not limited to reference checks prescribed by the Chapter Board in accordance with Section 8.7 of these Operating Terms, and any criteria outlined in the Skills Matrix,

(the Chapter Director eligibility criteria set out in Section 8.6, collectively, the "Nomination Qualifications").

8.7 Reference Checks

Subject to the Association Governance Materials, the Chapter Board may prescribe the form and content of, and the standards to be met in conducting, reference checks, including, but not limited to, credit checks and criminal record checks.

8.8 Review of Chapter Board Nominations

Immediately following the Nomination Deadline, the Chapter Nominating Committee shall review each Chapter Board Nomination received on or before the Nomination Deadline to ensure the Nomination Qualifications are met. The Chapter Nominating Committee shall approve all Chapter Board Nominations that substantially meet the Nomination Qualifications. Those Chapter Members whose Chapter Board Nominations the Chapter Nominating Committee has approved shall become the candidates for the Directors' election (the "Director Candidates").

8.9 Notice of Chapter Director Candidates

Subject to Section 8.13 or Section 8.14, prior to March 1 of each Membership Year in which a Chapter Directors' election is required, the Chapter Nominating Committee shall provide written notice to the Chapter Members and Registered Students, such notice to

be provided in accordance with Section 19.1 of these Operating Terms, of the Chapter Members and Registered Students who have been approved as Chapter Director Candidates in accordance with Section 8.8 of these Operating Terms.

8.10 **Right to Vote**

All Chapter Members and Registered Students entitled to vote at Chapter Member meetings in accordance with Section 5.8 of these Operating Terms may vote at all Chapter Directors' elections.

8.11 **Voting**

Subject to Section 8.13, Section 8.15 and Section 8.16, from March 1st to March 30th of such Membership Year, the Chapter Members and Registered Students shall have the opportunity to elect Chapter Directors from the Chapter Director Candidates. Voting will occur by electronic ballot.

8.12 **Plurality of Votes**

The Director Candidates that receive the highest number of votes cast by Chapter Members and Registered Students shall be elected to the Chapter Board.

8.13 **Acclamation of Directors**

If there is the same number of Chapter Director Candidates as vacant Chapter Director positions, the Chapter Director Candidates shall be acclaimed to the Chapter Board; no Chapter Directors' election will be required.

8.14 **Results**

The Chapter Nominating Committee shall notify Chapter Members of the results of the Chapter Directors' election, publishing the names of those Chapter Members and Registered Students who were elected or acclaimed to the Chapter Board, within three days of the acclamation or the close of the Chapter Director Election (whichever applies).

8.15 **Chapter Board Minimum**

If the Chapter Nominating Committee does not receive sufficient Chapter Board Nominations that fulfill the Nomination Qualifications to maintain the current number of Chapter Directors on a Chapter Board, but:

- (a) the remaining Chapter Directors on the current Chapter Board (who are not up for re-election) meet the Chapter Board Minimum; or
- (b) the Chapter Nominating Committee received sufficient Chapter Board Nominations to acclaim Chapter Directors to the Chapter Board to meet the Chapter Board Minimum,

then the number of Chapter Directors on the Chapter Board shall be reduced to the Chapter Board Minimum, and no Chapter Directors' election shall occur in that Membership Year. For clarity, the Chapter Director Candidates referenced in Section 8.15(b) are deemed to be acclaimed to the Chapter Board in order to meet the Chapter Board Minimum.

8.16 Lack of Chapter Board Minimum

If the Chapter Board does not have enough Chapter Directors to establish the Chapter Board Minimum in accordance with Section 8.15 of these Operating Terms, then the Chapter Nominating Committee shall recruit nominees that meet the Nomination Qualifications from the Chapter Members. The Chapter Chair shall submit the names of the chosen nominees to the Chapter Board along with:

- (a) a resume or biography of each nominee;
- (b) an explanation of how each nominee substantially meets the Nomination Qualifications; and
- (c) a motion to approve the appointment of one or more of the nominees to the Chapter Board.

The Chapter Board shall appoint the requisite number of Chapter Directors from the nominees submitted to the Chapter Board to obtain the Chapter Board Minimum. The Chapter Nominating Committee shall notify the Chapter Members of the Chapter Director appointments promptly after their approval by the Chapter Board.

8.17 Length of Term

- (a) Subject to Section 8.17(b) and Section 10, each Chapter Director shall serve on the Chapter Board for a three (3) year term, commencing immediately after the Annual Business Meeting held during the Year the Director is elected, acclaimed or appointed and ending at the conclusion of the Annual Business Meeting at the end of their third year.
- (b) The following transition rules apply to the term of Chapter Directors elected, acclaimed or appointed for the 2018 year:
 - (i) if a Chapter Board has five Chapter Directors, one Chapter Director shall serve until 2019, two Chapter Directors shall serve until 2020 and two Chapter Directors shall serve until 2021;
 - (ii) If a Chapter Board has six Chapter Directors, two Chapter Directors shall serve until 2019, two Chapter Directors until 2020 and two Chapter Directors until 2021;

(iii) If a Chapter Board has seven Chapter Directors, one Chapter Director shall serve until 2019, three Chapter Directors shall serve until 2020 and three Chapter Directors until 2021;

(iv) If a Chapter Board has eight Chapter directors, two Chapter Directors shall serve until 2019, three Chapter Directors shall serve until 2020 and three Chapter Directors until 2021;

(v) If a Chapter Board has nine Chapter Directors, three Chapter Directors shall serve until 2019, three Chapter Directors shall serve until 2020 and three Chapter Directors shall serve until 2021;

(vi) If a Chapter Board has ten Chapter Directors, three Chapter Directors shall serve until 2019, four Chapter Directors shall serve until 2020 and four Chapter Directors shall serve until 2021;

(vii) If a Chapter Board has eleven Chapter Directors, three Chapter Directors shall serve until 2019, four Chapter Directors shall serve until 2020 and four Chapter Directors shall serve until 2021.

Despite the foregoing, if a Chapter Director has one year remaining in their term at the 2018 Annual Business meeting, that Chapter Director shall be deemed to have been elected for a one year term for purposes of these transitional rules.

- (c) A Chapter Director serving on a Chapter Board may serve successive terms if re-elected or re-appointed to the Chapter Board in accordance with these Operating Terms, subject to the limitation included in Section 11.6.

8.18 Incumbent Directors

- (a) Notwithstanding Section 8.17 of these Operating Terms, if a Chapter Directors' election is not held at the proper time, the incumbent Chapter Directors shall continue to serve on the Chapter Board until their successors are elected and commence their terms on the Chapter Board.
- (b) If the Chapter Nominating Committee does not call a Chapter Directors' election in accordance with Section 8.2 or the Chapter Board does not appoint Chapter Members to the Chapter Board in accordance with Section 8.13, Section 8.15 and Section 8.16 of these Operating Terms within a reasonable period of time, then the Association Board may assume the responsibilities of the Chapter Nominating Committee or Chapter Board (as applicable) to call a Chapter Directors' election or appoint Chapter Members to the Chapter Board to obtain the Chapter Board Minimum (if the number of Chapter Director Candidates is insufficient to elect Chapter Directors to the Chapter Board).

SECTION 9 – NEWLY ELECTED DIRECTORS

9.1 Training and Code of Conduct

Promptly upon election or appointment to the Chapter Board, and prior to commencing his or her term on the Chapter Board, Chapter Directors shall:

- (a) successfully complete, within the first three months of their first year on the Chapter Board, training for their Chapter Board duties, the nature, delivery method, subject matter, and timing of such training to be determined by the Association at its sole and absolute discretion; and
- (b) sign the Association’s code of conduct respecting volunteers (“**Code of Conduct for Volunteers**”) prior to commencing their term on the Chapter Board.

9.2 Failure to Comply

A Chapter Director’s failure to:

- (a) successfully complete the training or set out in Section 9.1(a) of these Operating Terms (determination of successful completion being at the sole and absolute discretion of the Association Board); and
- (b) sign the Code of Conduct for Volunteers prior the commencement of the new Volunteer Year,

shall constitute a Chapter Director’s deemed resignation from the Chapter Board.

SECTION 10 – CHAPTER DIRECTOR REMOVAL

10.1 By Vote

Subject to the Association Governance Materials, the Chapter Members and Registered Students may, by a two-thirds majority vote at a special Chapter Members’ meeting, remove any Chapter Director from the Chapter Board, of which notice of intention to pass such motion was previously given in accordance with the notice procedures set out in Section 19.1 of these Operating Terms.

10.2 Ceasing to be a Chapter Director

An individual ceases to be a Chapter Director upon:

- (a) The Chapter Director’s death;
- (b) The Chapter Director’s resignation, including deemed resignatio in accordance with Section 9.3 and Section 10.4 of these Operating Terms;

- (c) the expiry of the Chapter Director's term if the Director is not re-elected, acclaimed or appointed;
- (d) the Chapter Director, after appropriate written warning, ceases to be an Association Member in good standing; or
- (e) removal of a Chapter Director by the Association Board (based on the recommendation of the determination panel) in accordance with Section 6.08 of the General By-law (if such Director is found to be in breach of the Code of Conduct for Volunteers).

When an individual ceases to be a Chapter Director, such individual shall return the records and materials belonging to the Chapter forthwith to the Chapter Secretary-Treasurer.

10.3 **Suspension and Other Restrictions**

Pursuant to Section 6 of the General By-law, a Chapter Director may be suspended from serving on the Chapter Board, suspended from fulfilling any Chapter Board or volunteer related duties, or be subject to other restrictions or conditions on the Chapter Director's Chapter activities by the Association's investigation panel or determination panel while such Chapter Director is under investigation for breaching the Code of Conduct for Volunteers.

10.4 **Deemed Resignation**

No Chapter Director shall be absent for more than three (3) consecutive Chapter Board meetings or Chapter Board committee meetings without reasonable cause. Should this occur, such Chapter Director is deemed to have resigned from the Chapter Board. The Chapter Board, acting reasonably, may or may not accept such Chapter Director's deemed resignation. If the Chapter Board accepts such Chapter Director's deemed resignation, such Chapter Director may appeal his or her deemed resignation to the Association's governance and nominating committee (the "GNC") within thirty (30) days of receiving the Chapter Board's acceptance of his or her resignation (the "**Appeal Period**"). The GNC shall investigate such Director's deemed resignation and determine whether such Chapter Director may be reinstated to the Chapter Board in accordance with Section 9 of the General By-law. If the Chapter Director does not appeal his or her resignation within the Appeal Period, the Chapter Director's resignation shall be considered final.

10.5 **Incomplete Term**

If a vacancy occurs at any time on the Chapter Board, the vacating Chapter Director shall be replaced for the remainder of the term by:

- (a) the next available and eligible runner up who ran in the most recent Chapter Directors' election; or

- (b) in case there was no available or eligible runner-up or there is a tie of eligible runner-up candidates under Section 10.5(a), the Chapter Board shall call a special Chapter Members' meeting to elect a Chapter Member to fill the Chapter Director vacancy.

The appointed or elected replacement Chapter Director shall serve on the Chapter Board for the remainder of the unexpired portion of the term of the vacating Chapter Director.

SECTION 11 – CHAPTER POSITIONS

11.1 Mandatory Chapter Positions

At the first Chapter Board meeting after each Annual Business Meeting, the Chapter Board shall appoint Chapter Directors to the following Chapter Positions:

- (a) Chapter Chair;
- (b) Chapter Chair-Elect;
- (c) Chapter Secretary-Treasurer;
- (d) Chair, Chapter Communications Committee; and
- (e) Chair, Chapter Programs/Professional Development Committee.

The Chapter Past-Chair, if any, shall hold that position by virtue of being the Chapter Chair during the immediately preceding volunteer year.

A person who holds the position of Chapter President on the effective date that these Chapter Governance and Operating Terms come into force shall be deemed to be the Chapter Chair. A person who holds the position of Chapter Past-President on the effective date that these Chapter Governance and Operating Terms comes into force shall be deemed to be the Chapter Past-Chair.

Despite the foregoing, a Chapter Director holding the position of Chapter Membership Director and any Chapter Members serving on a Chapter Membership Committee, if any, and any other person holding a Chapter Position whose term is not completed, on the effective date that these Operating Terms come into force, may continue to serve in those Positions until the end of the 2019 volunteer term.

11.2 Additional Optional Chapter Positions

Subject to Section 11.3 of these Operating Terms, the Chapter Board may from time to time appoint Chapter Directors or a Chapter Member to a Chapter Position, other than those listed in Section 11.1 of these Operating Terms, if the Chapter Board deems the Chapter Position necessary to the Chapter's management, including the following Positions that have been approved by the Association:

- (a) the Chair of the Chapter Mentorship Committee;
- (b) the Chair of the Chapter Student Liaison Committee; and
- (c) the Chair of the Chapter Regulatory Liaison Committee.

11.3 Approval of Additional Optional Chapter Positions

When a Chapter Board deems a Chapter Position necessary pursuant to Section 11.2 of these Operating Terms, prior to filling such Chapter Position, the Chapter Board shall file a job description of the Chapter Position with the Association. The Chapter Board shall not appoint a Chapter Member to such Chapter Position unless the Association first approves the job description for it.

11.4 Multiple Chapter Positions

The Chapter Board may appoint one (1) Chapter Director, including the Chapter Past Chair (an *ex-officio* member of the Chapter Board in accordance with Section 12.1 of these Operating Terms), to the Chapter Positions of:

- (a) Chapter Chair-Elect and any other Chapter Position, other than Chapter Secretary-Treasurer;
- (b) Chair, Chapter Programs/Professional Development Committee and any other Chapter Position, other than Chapter Secretary- Treasurer; or
- (c) any other Chapter Position.

11.5 Authorized Signatories

The Chapter's authorized signatories are the Chapter Chair, Chapter Past Chair or Chapter Chair-Elect or any other Directors authorized to sign Chapter documentation in accordance with the Chapter's expense approval policy.

11.6 Chapter Position Term of Office

Unless a Chapter Director resigns or is otherwise removed from a Chapter Position in accordance with these Operating Terms, any Director appointed to a Chapter Position other than the Chapter Chair or Chapter Chair-Elect shall hold that Chapter Position for three (3) years or the remainder of the Director's term on the Chapter Board (whichever is shorter). The Chapter Chair-Elect shall hold that Chapter Position for one (1) year. A Chapter Director may be re-appointed to the same Chapter Position so long as the Director's term in that Chapter Position does not exceed six (6) consecutive years ("**Position Term**"). For example, a Director who is appointed Chapter Chair cannot hold the role of Chapter Chair for a period longer than the Position Term. However, after holding the role of Chapter Chair for the Position Term, such Chapter Director may continue to serve the Chapter and the Chapter Board by holding another Chapter

Position, such as Chapter Secretary-Treasurer, as long as such Director continues to be re-elected or re-appointed to the Chapter Board by the Chapter Members and Registered Students and such Chapter Director does not resign, or is not otherwise removed, from the Chapter Board. Despite the foregoing, the Chapter Chair, Chapter Past Chair and Chapter Chair-Elect may hold a Chapter Position for a maximum of twelve (12) consecutive years.

11.7 Chapter Chair Term of Office

Subject to Section 12, the Chapter Chair shall hold office for a term of two (2) years unless otherwise approved by the Association Board, which term shall expire at the second Annual Business Meeting following the Chapter Chair's appointment.

11.8 Ceasing to Hold a Chapter Position

The Chapter Chair, Past Chapter Chair, Chapter Chair-Elect and individuals holding other Chapter Positions cease to hold those Chapter Positions if:

- (a) The individual ceases to be a Chapter Director;
- (b) The individual resigns a Chapter Position; or
- (c) The individual is removed from a Chapter Position by a two-thirds majority of the Chapter Board.

When an individual ceases to hold a Chapter Position other than Chapter Past Chair, the Chapter Board shall appoint another Chapter Director to the vacant Chapter Position for the remainder of the unexpired term of the Chapter Position. If the Chapter Past Chair is unable to complete or assume that Chapter Position, the position shall remain vacant and the Chapter Past Chair's duties shall be assigned to other Chapter Directors.

SECTION 12 – SELECTION AND SUCCESSION OF CHAPTER CHAIR ELECT AND CHAPTER PAST CHAIR

12.1 Chapter Past Chair

A Chapter Chair whose term of office has ended in accordance with Section 11.7 shall hold the office of Chapter Past Chair for a one (1) year period. This person shall cease to hold the office of Chapter Past Chair at the end of the next annual Business Meeting. The Chapter Past Chair is a member of the Chapter Board with voting privileges.

12.2 Succession Planning

In a year in which the Position Term of the Chapter Chair is set to expire, the Chapter Board shall, no later than at the last Chapter Board meeting prior to the expiry of the Chair's Position Term, consider whether the current individual holding the Chapter Position of Chair Elect should succeed to the Chapter Chair. In doing so, the Chapter Board shall consider the recommendations of the Chapter Nominating Committee

relating to the skills required to fulfill the Chapter Chair role and whom Chapter the Nominating Committee recommends to fulfill this role.

12.3 Chapter Board Vote

At the Chapter Board meeting held in accordance with Section 12.2 of these Operating Terms the Chapter Board shall hold a vote to appoint the Chapter Chair-Elect to Chapter Chair upon the expiry of the current Chapter Chair Position Term. In the event of a tie vote, the Chapter Chair-Elect shall not be appointed Chapter Chair.

12.4 Appointment – New Chapter Chair

If the Chapter Board determines in accordance with Section 12.3 of these Operating Terms that the current Chair-Elect shall not succeed to the role of Chapter Chair upon the expiry of the current Chapter President's Position Term, the Chapter Board shall appoint a new Chapter Chair to take office at the end of the current Chapter Chair Position Term or extend the Position Term of the current Chapter Chair. The current Chapter Chair shall not vote on any motion of the Chapter Board to extend the current Chapter Chair's Position Term. In the event of a tie vote, any motion to appoint a Chapter Director, including extending the current Chapter Chair's Position Term, fails. The standard term for a Chapter Chair is two years.

SECTION 13 CHAPTER POSITION ROLES

13.1 Chapter Chair

The Chapter Chair is the leader of the Chapter. The Chapter Chair coordinates all activities of the Chapter, and shall be the Chapter's principal liaison with the Association. The Chapter Chair will represent the Chapter at regular meetings (prescribed by the By-laws) with the Association Board. The Chapter Chair shall act as Chair at all Chapter Members' meetings and all Chapter Board meetings, and conduct such meetings in good order in accordance with the Association Governance Materials. The Chapter Chair shall be an *ex-officio* member of all Chapter volunteer committees, with voting privileges.

13.2 Chapter Past Chair

The Chapter Past Chair shall carry out such duties as may be assigned from time to time by the Chapter Chair, and shall assume the duties of the Chapter Chair in his or her absence. The term of the Chapter Past Chair shall be one (1) year.

13.3 Chapter Chair-Elect

The Chapter Chair-Elect shall carry out such duties as may be assigned from time to time by the Chapter Chair, and, if there is no Chapter Past Chair on the Chapter Board, shall assume the duties of the Chapter Chair in his or her absence. The term of the Chapter Chair-Elect shall be one (1) year.

13.4 Chapter Secretary-Treasurer

The Chapter Secretary-Treasurer shall be responsible for the official correspondence and minutes of the Annual Business Meeting, any special Chapter meetings, any Chapter Board meetings, and any written resolutions in lieu of meeting. Also, the Chapter Secretary-Treasurer shall ensure that minutes of Chapter Member committee meetings (or any written resolutions in lieu of meeting) are included in the Chapter records. The Chapter Secretary-Treasurer shall also be responsible for providing notice of meeting and delivering meeting materials for any Chapter Members' meeting or Chapter Board meeting to the applicable Chapter Members.

The Chapter Secretary- Treasurer shall be responsible for planning and preparing the Chapter's annual budget, and monitoring the Chapter's revenues and expenses. This includes ensuring that Chapter revenues and expenses are aligned with the Association's and Chapter's annual operating plan, as well as reviewing the Association's quarterly financial statements (or other time periods as necessary), and presenting them to the Chapter Board for their information. On a quarterly basis, the Chapter Secretary-Treasurer shall provide updates to the Chapter's annual forecast to the Association's Chapter Financial Specialist. The Chapter Secretary-Treasurer also shall help ensure that an annual budget has been approved by the Chapter Board in advance of each fiscal year, usually around July of each year. The Chapter Secretary-Treasurer shall also ensure that the Association's year-end operating statements are presented to the Chapter Board for information purposes, prior to presentation to Chapter Members.

13.5 Chair, Chapter Programs/Professional Development Committee

The Chapter Programs/Professional Development Chair shall be Chair of the Chapter Professional Development Committee formed under Section 16.1. The Committee shall facilitate, with the cooperation of the Association's staff and the Chapter Board, the Chapter's annual professional development, networking and mentoring program calendar in accordance with the needs of the Chapter Members, the Chapter's Mandate and Section 6.1 of these Operating Terms, and in alignment with the Association's annual plan and performance obligations.

13.6 Chair, Chapter Communications Committee

The Chapter Communications Chair shall chair the Chapter Communications Committee formed under Section 16.1. The Committee shall encourage Chapter Member engagement by keeping Chapter Members informed of the operating plans in support of the Chapter Mandate, as well as relevant human resources events in local community and business area, and Association initiatives (such as the annual conference, HR hotline, and paid internships for CHRP candidates).

13.7 Chair, Chapter Mentorship Committee

The Chapter Mentorship Committee Chair shall chair the Mentorship Committee, if any, formed under Section 16.2 and act as the lead for Chapter Mentor programs.

13.8 Chair, Chapter Student Liaison Committee

The Chapter Student Liaison Committee Chair shall chair the Student Liaison Committee, if any, formed under Section 16.2. The Chair shall take the lead in developing improved relationships with students in post-secondary human resources programs and actively promote student involvement and membership in the Chapter. The Chair's duties shall include ensuring timely communication with student groups and coordinating student volunteers when required.

13.9 Chair, Chapter Regulatory Liaison Committee

The Chapter Regulatory Liaison Chair shall chair the Regulatory Liaison Committee, if any, formed under Section 16.2. The Chair's duties shall include: conducting discussion groups and organizing other events in the Chapter related to professional regulation; ensuring that Chapter communications contain professional regulation content, including placing Office of the Registrar content on the Chapter website; acting as a resource to Chapter positions, members and registered students with respect to questions about regulatory matters.

13.10 Additional Duties

The Association Board may specify additional duties of the Chapter Positions or modify the duties and responsibilities of the Chapter Positions set out in these Operating Terms in the Association Governance Materials.

SECTION 14 – LIAISON – EDUCATIONAL INSTITUTIONS

14.1 It is the responsibility of the Association to inform, liaise, network and promote the human resources profession and Association Membership to student and other representatives of Educational Institutions, including those Educational Institutions within the Chapter's geographic area. If contacted by a student or another representative of an Educational Institution, the Chapter Board or the Chapter Student Liaison (if one is appointed in accordance with Section 14.2 of these Operating Terms) shall refer such person to the Association's staff.

14.2 Recognizing the importance of connecting with Educational Institutions within the Chapter's geographic boundaries, the Chapter Board may appoint a student Chapter Liaison to the role of Chapter Student Liaison. If appointed, the Chapter Student Liaison shall work with Association staff to fulfill the Association's obligations set out in Section 14.1 of these Operating Terms.

SECTION 15 – EMPLOYEES

15.1 The Chapter Board cannot hire full-time, part-time or contract employees without the express prior written approval of the Association’s Chief Executive Officer.

15.2 Any full-time, part-time or contract employees shall report to Association staff.

SECTION 16 – CHAPTER COMMITTEES

16.1 Mandatory Chapter Committees

The Chapter Board shall form the following Chapter Committees:

- (a) the Chapter Communications Committee, with the description set out in Section 13.6;
- (b) the Chapter Nominating Committee, with the description set out in the Association Governance Materials;
- (c) the Chapter Programs/Professional Development Committee, with the description set out in Section 13.5; and

16.2 Optional Chapter Committees

The Chapter Board may form the following Chapter Member Committees:

- (a) the Chapter Student Liaison Committee, with the description set out in Section 13.8;
- (b) the Chapter Regulatory Liaison Committee, with the description set out in Section 13.9;
- (c) the Chapter Mentorship Committee, with the description set out in Section 13.7

16.3 Chapter Committee Membership and Terms

Each Chapter Committee Chair shall determine the Chapter Committee membership and term limits in accordance with their Association approved Terms of Reference.

16.4 Additional Chapter Committees and Additional Chapter Volunteer Positions

The Chapter Board may propose additional Chapter volunteer committees or Chapter volunteer positions by submitting terms of reference for the proposed Chapter committee(s) or Chapter position(s) descriptions to the Association Governance and Nominating Committee (GNC). The GNC shall review such terms of reference and Chapter position descriptions and either approve or reject the proposal. The Chapter Board may not form any Chapter volunteer committees or Chapter positions, other than those listed

in Section 13, Section 16.1 and Section 16.2 of these Operating Terms, without the prior approval of the GNC.

16.5 Chapter Committee Meeting Procedures

All Chapter Member committees shall adhere to the Chapter Board procedures set out in Section 18 with respect to committee meetings.

SECTION 17 – CONFLICT OF INTEREST

17.1 Nature of the Conflict

A Chapter Director who:

- (a) is a party to a material contract or transaction or a proposed material contract or transaction with the Association or the Chapter; or
- (b) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association or Chapter,

shall disclose to the Chapter and the Association, or request to have it entered into the minutes of meetings of the Chapter Board, the nature and extent of his or her interest.

17.2 Required Disclosure

The disclosure required in Section 17.1 of these Operating Terms must be made:

- (a) at the meeting at which a proposed material contract or transaction is first considered, or by reason of the Chapter Director's absence from the Chapter Board meeting, the Chapter Director shall disclose the conflict of interest at the first meeting attended thereafter by said Chapter Director;
- (b) if a Chapter Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
- (c) if a Chapter Director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or
- (d) if a Chapter Member who is interested in a contract or transaction later becomes a Chapter Director, at the first meeting after he or she becomes a Chapter Director.

17.3 Meeting Attendance

A Chapter Director who has disclosed a conflict of interest pursuant to Section 17.2 of these Operating Terms shall not attend any part of a Chapter Board meeting during which the contract or transaction is discussed, shall not attempt in any way before or during the meeting to influence the vote respecting the material contract or transaction, and shall not vote on a motion to approve the contract or transaction.

SECTION 18 – MEETINGS OF THE CHAPTER BOARD

18.1 Number and Calling of Meetings

The Chapter Board shall meet regularly, at least four (4) times per year, on such dates and at such times as fixed by the Chapter Chair or the Chapter Board. The Chapter Chair or any three (3) Chapter Directors may call a regular meeting of the Chapter Board. Chapter Directors and Association staff are entitled to attend a Chapter Board meeting. Other persons may attend a Chapter Board meeting with the approval of the Chapter Chair or Chapter Board.

18.2 Special Meeting

The Chapter Chair or a majority of Chapter Directors may call a special meeting of the Chapter Board.

18.3 Quorum

A majority of Chapter Directors constitutes a quorum at any Chapter Board meeting.

18.4 Rules of Order

At any Chapter Board meeting, the then current edition of *Robert's Rules of Order* shall govern to the extent not inconsistent with the By-Laws or these Operating Terms.

18.5 Notice of Chapter Board Meetings

The Chapter Secretary-Treasurer shall deliver a notice of a Chapter Board meeting to each Chapter Director by one of the following methods:

- (a) by telephone, email or other electronic method not less than two (2) Days before the meeting is to take place; or
- (b) by prepaid letter post not less than five (5) Days before the meeting is to take place, the giving of which shall be in accordance with Section 19.1 of these Operating Terms.

No formal notice of a meeting is necessary if all the Chapter Directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence. Any notice of meeting in relation to a special meeting must include a

description of the special business to be conducted at that meeting.

18.6 Voting

At all meetings of the Chapter Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, no Chapter Director, including the Chapter Chair and the Chapter Past Chair shall have a second or casting vote. In the event of an equality of votes, the motion being voted shall fail.

18.7 Participation by Electronic Means

A Chapter Director may participate in a Chapter Board meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Association makes such means available to the Chapter Board and if all Directors consent. A Chapter Director participating in a meeting by electronic or telephonic means is deemed for the purpose of these Operating Terms to be present at the Chapter Board meeting.

18.8 Written Resolution

A resolution signed by all the Chapter Directors entitled to vote on that resolution at a meeting of the Chapter Board is as valid as if it had been passed at a meeting of the Chapter Board.

18.9 Evidence of Chapter Board Resolution

Unless a ballot is demanded, any entry in the minutes of a Chapter Board meeting declaring a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact that the number or proportion of votes recorded in favour of or against the resolution.

SECTION 19 – NOTICE

19.1 Method of Delivery of Notice

Except where otherwise provided in these Operating Terms, notice shall be validly given if given by telephone, or if in writing:

- (a) by prepaid letter post;
- (b) by e-mail; or
- (c) by other electronic method,

addressed to the person for who intended at the last address shown on the Association's records; or in lieu of the foregoing by posting such notice on the Chapter's website.

Any such notice (or service of documents) shall be deemed given:

- (a) in the case of telephonic notice, at the time of the telephone call;
- (b) in the case of letter post, on the third (3rd) day after mailing;
- (c) in the case of posting on the Association's website, on the date of posting; and
- (d) in all other cases, when transmitted.

19.2 Computation of Time

In computing the date when notice (or service of documents) must be given under any provision of these Operating Terms requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

19.3 Errors or Omissions

The accidental omission to give any notice of meeting to any Chapter Member, Chapter Director or other individual or the non-receipt of any notice by any such individuals or any error in any notice not affecting the substance of the notice shall not invalidate any proceedings taken at any meeting held pursuant to the notice or otherwise founded on such notice.

SECTION 20 – AMENDMENTS TO OPERATING TERMS

20.1 By the Association

Subject to the Association Governance Materials, the Association Board may, by By-Law, replace, restate or amend these Operating Terms at any time. The Association Board will provide the Chapter with reasonable notice of any changes to these Operating Terms affecting the Chapter.

20.2 Proposed Exemptions to the Operating Terms

A Chapter Board may propose amendments to these Operating Terms as they may apply to its Chapter by submitting a written proposal of the amended Operating Terms to the Association's Governance and Nominating Committee (GNC). In its written proposal, the Chapter Board shall clearly indicate what provisions it proposes to amend, and its reasons for the amendments. The GNC shall review the proposed amendments to these Operating Terms, and either approve, approve with modifications or decline the Chapter Board's proposed amendments. The GNC shall notify the Chapter Board of its decision within a reasonable time of receiving the Chapter Board's proposed amendments.

SECTION 21 – EFFECTIVE DATE

- 21.1 These Operating Terms shall take effect in accordance with the Registered Human Resources Professionals Act, 2013 and Section 27 of the Associations By-laws.