

**BY-LAWS OF THE CANADIAN SOCIETY OF ENVIRONMENTAL
BIOLOGISTS-SOCIETE CANADIENNE DES BIOLOGISTES DE
L'ENVIRONNEMENT**

ARTICLE I

Section 1.01

The name of the Society shall be the Canadian Society of Environmental Biologists;
Societe Canadienne des Biologistes de l'Environnement.

Section 1.02

The head office of the Society shall be at such a place as the Board of Directors may,
from time to time, determine.

Section 1.03

The seal shall be kept in the custody of the Secretary-Treasurer or such other officer as
the Board of Directors may, from time to time, determine. The Board of Directors
shall determine the use of the seal.

ARTICLE II

Section 2.00

The Society shall undertake to assess and evaluate administrative and legislative
policies and programs which may have significant ecological ramifications in terms of
conservation of resources or quality of the environment.

Section 2.01

The Society shall develop and promote policies that seek to achieve a balance among
resource management and utilization, protection of the environment and the quality of
life.

Section 2.02

The Society shall undertake to provide professional appraisal and constructive advice on matters pertaining to the use of resources and to sustainable management of the environment.

Section 2.03

The Society shall endeavour to protect the public interest in matters relating to conservation of natural resources and to sustainable management of the environment.

Section 2.04

The Society shall encourage involvement of its members with public interest groups and participation of its members as resource professionals in citizen activities.

Section 2.05

The Society shall seek to maintain high professional standards in education, research and management related to resources and the environment.

Section 2.06

The Society shall seek to advance education of the public on matters pertaining to the use of natural resources, and protection and sustainable management of the environment.

Section 2.07

The Society shall endeavour to undertake environmental research and education programs and projects of benefit to the community.

Section 2.08

In pursuit of the foregoing objectives, the Board of Directors may, from time to time, affiliate the Society with, or enter into reciprocal arrangements with other societies, corporations, or associates having similar or related interests and purposes.

ARTICLE III

MEMBERSHIP

Section 3.00

The Membership of the Society shall consist of Regular Members, Student Members, Associate Members and Library Members. Only Regular Members may vote.

Section 3.01

Regular Members shall be persons who have graduated from an accredited college or university with a degree in a discipline of the biological sciences, and who are or have been professionally engaged in teaching, management, or research related to natural resources and to the application of ecological principles for sustainable management of the environment.

Section 3.02

Student Members shall be persons who are enrolled in an accredited college or university in a discipline of the biological sciences, and are preparing themselves for professional work in teaching, management, or research related to natural resources and to the application of ecological principles to sustainable management of the environment.

Section 3.03

Associate Members shall be persons who support the purposes and activities of the Society but who do not qualify for or have not applied for Regular or Student membership.

Section 3.04

Any Member may be expelled for cause by resolution of the Board of Directors, together with the recommendation from three-fourths of the Regular Members voting Nationally or as a Chapter. Voting may be done by fax, e-mail, or written notification within 30 days of the initial notice of such a vote. No such resolution or consent shall be passed or given until after a hearing of the circumstances before the Board of

Directors of which the Member in question shall have been given at least thirty days notice by the Secretary.

Section 3.05

Honorary Membership as Regular or Associate Members may be granted to individuals upon the recommendation of the Board of Directors and approval by majority vote of Regular Members of the Society. Voting may be done by fax, e-mail, or written notification within 30 days of the initial notice of such a vote. Individuals granted such Honorary Memberships shall have contributed outstanding service to the Society for the achievement of its goals.

ARTICLE IV

REGIONS AND CHAPTERS

Section 4.00

The members within each Region as given below may organize into Chapters of distinct areas in order to further the aims and objectives of the Society. Each Chapter so formed will be governed by the Charter and By-laws of the Society, but is empowered to adopt such rules and regulations as may further facilitate the operations of the Chapter.

Region 1

The Provinces of Newfoundland and Labrador, Nova Scotia, Prince Edward Island, and New Brunswick.

Region 2

The Province of Quebec.

Region 3

The Province of Ontario.

Region 4

The Province of Manitoba.

Region 5
The Province of Saskatchewan.

Region 6
The Province of Alberta.

Region 7
The Province of British Columbia.

Region 8
The Northwest Territories, Nunavut, and Yukon.

Section 4.01

A Chapter shall be deemed to be active when it consists of not fewer than ten Regular Members and holds a minimum of one meeting in each calendar year. Active Chapters will receive a rebate of 25% of each Chapter member's membership fee to assist with Chapter activities.

Section 4.02

A Region shall be deemed active when it contains at least one Active Chapter.

Section 4.03

Any member of the Society may choose to affiliate with the Active Chapter of the member's choice provided that the choice is communicated, upon payment of the member's annual fees, to the Secretary-Treasurer. If the member does not designate a choice, the member will be placed in a Chapter nearest the member's geographical residence location.

Section 4.04

The Chairperson, Vice-Chairperson, and Secretary-Treasurer of any Chapter, and such other Officers as the Chapter may desire, shall be elected by the Regular Members of the Chapter within their distinct area, and shall themselves be Regular Members of the Society. Election shall be by simple majority. Voting may be done by fax, e-mail, or written notification within 30 days of the initial notice of such a vote.

Section 4.05

The Chapter shall be responsible for informing the Officers of the Society of the activities of the Chapter.

Section 4.06

The Chapters shall refer environmental matters of national significance to the Board of Directors for further action.

ARTICLE V

DIRECTORS AND OFFICERS

Section 5.00

The affairs of the Society shall be managed by its Board of Directors which shall consist of the Officers of the Society and the Regional Directors duly elected in each Region. The remuneration for the Officers of the Society and the Regional Directors is nil except for out-of-pocket expenses incurred during Society business. Election shall be by simple majority. Voting may be done by fax, e-mail, or written notification within 30 days of the initial notice of such a vote.

Section 5.01

Two Regional Directors shall be elected by the Regular Members within each Region. Election shall be by simple majority. Voting may be done by fax, e-mail, or written notification within 30 days of the initial notice of such a vote.

Section 5.02

Each Regional Director must be a Regular Member of the Society.

Section 5.03

Regional Directors shall be elected for terms of four years, and their election shall be so arranged that from each Region, one Regional Director will retire every two years.

Section 5.04

If a Regional Director dies, resigns, or for any other reason is unable to complete the term, the Regular Members in the Region may elect a new regional Director for the duration of the term. The Regional Directors of the Society shall be removed at the expiration of their term, or by a two-thirds majority vote at any meeting of the Board of Directors.

Section 5.05

The Officers of the Society shall comprise the President, Immediate Past-President, First Vice-President, Second Vice-President, Secretary-Treasurer, Newsletter Editor, and Membership Secretary.

Section 5.06

The Officers of the Society shall be elected by the Regular Members of the Society with the exception of the Newsletter Editor and Membership Secretary, who are appointed by the Board of Directors. The Board of Directors shall appoint an Election Committee to nominate a slate of candidates, and to conduct the election. Election shall be by simple majority. Voting may be done by fax, e-mail, or written notification within 30 days of the initial notice of such a vote.

Section 5.07

Each Officer must be a Regular Member of the Society.

Section 5.08

Each Officer may hold office for two years and be eligible for re-election, thereby holding office for a maximum of two consecutive terms.

Section 5.09

If an Officer dies, resigns, ceases to be a Regular Member, or for any other reason is unable to complete the term, the Board of Directors shall elect a new Officer for the duration of the term. The Officers of the Society shall be removed at the expiration of their term or by a two-thirds majority vote at any meeting of the Board of Directors.

Section 5.10

The President of the Society shall preside at meetings of the Board of Directors, and of the Membership as a whole, exercise general supervision over the business and affairs of the Society, and provide leadership in achieving the purposes of the Society.

Section 5.11

The Office of Immediate Past-President shall be automatically filled by the outgoing President upon election of a new President. The Immediate Past-President shall remain a voting member of the Board of Directors of the Society and the term of office shall continue until terminated by the due process of election. The Immediate Past-President shall provide assistance and advice to the President in order to maintain continuity in the Society.

Section 5.12

The First Vice-President of the Society shall assist the President, and carry out the duties of the President if that officer is unable to do so. The duties are to coordinate committee assignments and other functions as requested by the President.

Section 5.13

The Second Vice-President of the Society shall assist the President and carry out such duties as the President shall assign. The duties are to address issues raised by individual chapter executives and other functions as requested by the President.

Section 5.14

The Secretary-Treasurer of the Society shall keep the accounts of the Society, provide annual financial reports to the Board of Director's, process the correspondence of the

Society, keep the minutes of the Society's and Board of Directors' meetings, have custody of the minutes, and administer special funds under the direction of the Board of Directors. These duties may be delegated under such contractual arrangements as may be, from time to time, approved by the Board of Directors. Contracts and documents issued by the Society shall be certified by the Secretary/Treasurer and the President of the Society.

Section 5.15

The Newsletter Editor of the Society shall be appointed by the Board of Directors. The Editor shall be responsible for the production of the Society's quarterly newsletter.

Section 5.16

The Membership Secretary of the Society shall be appointed by the Board of Directors. The Membership Secretary shall be responsible for the production and maintenance of the Society's membership records, and for the issuance of membership cards and membership renewal notices.

Section 5.17

The Board of Directors shall meet at a minimum of annually on the call of the President either in person or by telephone or internet conferencing.

Section 5.18

Fifty per cent of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 5.19

The Secretary-Treasurer shall forward to the Chapter Chairpersons and to the Regional Directors the minutes of the Board of Directors' meetings.

Section 5.20

The Regional Directors of the Society shall be responsible for bringing to the attention of the Chapters in their respective Regions matters related to the conservation of

resources and quality of the environment, and which are of National or Regional significance. The Officers of the Society shall be responsible for seeking and coordinating the Regional and Chapter comment on such issues.

ARTICLE VI

MEETINGS

Section 6.00

Meetings of the Society as a whole shall be held at least one every year for the consideration of a report on activities of the Board of Directors, for the initiation and discussion of Society business, and for the discussion of matters relating to the purpose of the Society. Meetings shall be called by the President and sixty days' notice shall be given.

Section 6.01

Special meetings of the Society shall be called by the President upon the request of one-third of the Regular Members of the Society by fax, e-mail, or written notification.

Section 6.02

Meetings of Chapters' membership shall be held at least once per year for the initiation and discussion of Society and Chapters' business, and for the election of Chapter Officers and Directors, if need be.

ARTICLE VII

COMMITTEES

Section 7.00

The President or the Board of Directors may, from time to time, appoint standing or special committees to facilitate any aspect of the Society's business.

ARTICLE VIII FINANCIAL

Section 8.00

The financial year of the Society shall be the calendar year.

Section 8.01

Financial transactions of the Society shall require the endorsement by any one of the President, First Vice-President, or Second Vice-President in addition to the Secretary-Treasurer. Financial transactions of Chapters shall require the endorsement of two Officers of the Chapter.

Section 8.02

Financial affairs of the Society shall be audited by independent auditors and presented at a general meeting of the membership as provided in Section 6.00. Financial affairs of the Chapters shall be audited by persons other than the Chapter Executive and presented annually at a general meeting of the Chapter Membership.

Section 8.03

This Society is a non-profit and charitable organization for the purposes outlined in Article II of these By-laws.

Section 8.04

The Society or its Chapters may, from time to time, endeavour to raise money through donations or fund-raising activities, and to administer those funds in achieving the purposes of the Society. Acceptance of any donations and approval of fund-raising activities will be at the discretion of the Society or Chapter Executive.

Section 8.05

The Society shall seek to establish grants for purposes of environmental research and education of benefit to the community.

ARTICLE IX

Section 9.00

The Board of Directors may, from time to time, recommend to the Membership the repeal or amendments of any article or section of the By-laws or the enactment of additional articles or sections. Such recommendations shall be communicated to the membership in writing not less than sixty days in advance of a vote on the proposal. Such actions must be ratified by evidence of the approval of two-thirds of the Regular Members whose votes are received by fax, e-mail, or written notification within 30 days of the start of such a vote, provided that the enactment, repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.