

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

ARTICLE I

Section 1.01

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

The Act refers to the *Canada Not-for-profit Corporations Act*.

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 – Matters Requiring Special Resolution

Section 3.00

Subject to the articles, there shall be classes of members in the Corporation, namely: The Membership of the Society shall consist of Regular Members, Student Members, Associate Members and Library Members.

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by ordinary resolution. The following conditions of membership shall apply:

Section 3.01 Regular Members

- (i) Regular voting membership shall be available only to 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; and who have applied and have been accepted for Regular voting membership in the Corporation.
- (ii) The term of membership of a Regular voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) As set out in the articles, each Regular voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Regular voting member shall be entitled to one (1) vote at such meetings.

Section 3.02 Student Members

- (i) Student non-voting membership shall be available only to 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; and who have applied and have been accepted for Student non-voting membership in the Corporation.
- (ii) The term of membership of a Student non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) Subject to the Act and the articles, a Student non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Section 3.03 Associate Members and Library Members

- (i) Associate non-voting membership shall be available only to 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; and who have applied and have been accepted for Associate non-voting membership in the Corporation.
- (ii) Library non-voting membership shall be available only to organizations who support the purposes and activities of the Society but who do not qualify for or have not applied for other membership categories; and who have applied and have been accepted for Library non-voting membership in the Corporation.
- (iii) The term of membership of an Associate/Library non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iv) Subject to the Act and the articles, an Associate/Library non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

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 following notification of such a vote as per Section 6.03. 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 following notification of such a vote as per Section 6.03. Individuals granted such Honorary Memberships shall have contributed outstanding service to the Society for the achievement of its goals.

- (i) The term of membership of an Honorary Regular voting or Associate/Library non-voting member shall be life-time, subject to renewal in accordance with the policies of the Corporation.

Section 3.06 – Requirement for Special Resolution

A special resolution of members is needed to make, amend or repeal by-law provisions dealing with conditions of membership, notice of meetings to members, transferability of membership, or absentee voting. A special resolution is a resolution that is passed by at least two-thirds of the votes cast at a meeting/vote. Majority vote applies to other by-law provisions, unless otherwise noted.

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 following notification of such a vote as per Section 6.03.

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 following notification of such a vote as per Section 6.03.

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 following notification of such a vote as per Section 6.03.

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 following notification of such a vote as per Section 6.03.

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 co-ordinating the Regional and Chapter comment on such issues.

Section 5.21

The terms for officers and directors is based on the calendar year (i.e., starting on January 1) or as otherwise stated by the Board of Directors.

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 notice as per Section 6.03 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 as per Section 6.03.

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.

Section 6.03 Notice of Meetings to Members entitled to Vote

Notice of the time and place of a meeting/vote of members shall be given to each member entitled to vote at the meeting/vote by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting/vote, during a period of 21 to 60 days before the day on which the meeting/vote is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting/vote, during a period of 21 to 35 days before the day on which the meeting/vote is to be held; or,
- c) notice is communicated via a publication: at least once a week for three weeks prior to the meeting/vote if using a newspaper; or between 21 and 60 days if using a publication of the corporation that is distributed to members; or

d) notice is affixed to a notice board not less than 30 days before the meeting/vote.

An alternative non-electronic option will be provided to members requesting a non-electronic copy of the notice of meeting/vote.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting/vote of members.

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 as per Section 6.03. Such actions must be ratified by evidence of the approval of two-thirds of the vote as per Section 3.06 in Special Resolution meeting/vote or where specified in the notice, by whose votes are received by a system that:

- a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.