

# CANADIAN FORUM FOR BIOLOGICAL CONTROL

## BY-LAWS

(1994)

### ARTICLE I - NAME

As prescribed in the Letters Patent of Incorporation, the Corporation shall be known as the Canadian Forum for Biological Control, hereinafter referred to as the Society.

### ARTICLE II - OBJECTIVES

As prescribed in the Letters Patent of Incorporation, the objectives of the Society shall be to study, advance, and promote biological control in Canada.

### ARTICLE III - HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the Society shall be located in the City of Lethbridge in the Province of Alberta, Canada.

### ARTICLE IV - MEMBERSHIP

1. Membership in the Society shall be open to persons and organizations who support the objectives of the Society.
2. Members may withdraw from the Society by a written resignation delivered to the Secretary, but dues paid shall not be refunded.
3. There shall be two classes of membership: Active and Sustaining.
4. Active Member: A person who supports the objectives of the Society may become an Active Member. Only Active Members may hold office. Active Members shall include Regular Members and Student Members.
  - (a) Regular Member: A person may become a Regular Member on payment of prescribed dues.
  - (b) Student Member: A person who supplies evidence of student status may become a Student Member on payment of prescribed dues.
5. Sustaining Member: An organization that supports the objectives of the Society may become a Sustaining Member on payment of the prescribed dues.

### ARTICLE V - DUES

1. Dues for the two classes of membership shall be determined by resolution of the Governing Board and be approved by Active Members at the next annual meeting.

2. Dues shall be due on the first day of January each year
3. Members in arrears may be suspended from membership.
4. Suspended members may be reinstated on payment of delinquent dues.

#### ARTICLE VI - AFFILIATION

1. Anon-profit organization with the same general objectives as the Society may apply for affiliation with the Society and the Society may affiliate itself with other non-profit organizations. Applications approved by the Governing Board shall be voted on by the Active Members.
2. Affiliation may be terminated by the Affiliate giving twelve months notice in writing to the Secretary of the Society.
3. An Affiliate shall be represented on the Governing Board by a Director who shall be an Active Member of this Society appointed by the Affiliate.

#### ARTICLE VII - GOVERNING BOARD

1. The Society shall be managed by a Governing Board, hereinafter referred to as the Board. The Board shall be composed of the Officers and the Directors. These must be individuals, 18 years of age, with powers under law to contract.
2. The Board shall meet at the call of the President or at the written request of five members of the Board. Such meetings may be held at any place to be determined by the Board provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Board member. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the Board. Each Member of **the Board** is authorized to exercise one (1) vote.

If all Board Members of the Society consent thereto generally or in respect of a particular meeting, a Board Member may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Board Member participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the Board Members entitled to vote on that resolution at a meeting of the Board or committee of the Board, is as valid as if it had been passed at a meeting of the Board or committee of the Board.

3. The applicants for incorporation shall constitute the first Board whose term of office on the Governing Board shall continue until their successors are elected.

At the second meeting of members, the members of the Board then elected shall replace the provisional Board Members named in the Letters Patent of the Society.

#### ARTICLE VIII - OFFICERS

1. The officers of the Society shall be the President, the Vice-President, the Past-President, the Secretary and the Treasurer. They shall constitute an Executive Council empowered to conduct the affairs of the Society between sessions of the Governing Board subject to ratification by the Board when it next meets. The Executive Council shall meet at the call of the President or at the written request of five members of the Governing Board. Such meetings may be held at any place to be determined by the Executive Council provided that 48 hours written notice of such meeting shall be given, other than by mail, to each Executive Council member.
2. The officers of the Society shall hold office for a two-year term starting at the end of one annual meeting and shall serve without remuneration. They may be removed before the completion of a normal term of office by a majority vote of an annual or special meeting of the Society.
3. The President shall be that person who has most recently completed a term of office as Vice-President. Should the presidency become vacant, the position shall be filled by the Vice-President who will then serve a normal term as President.

The President shall be the Chief Executive Officer of the Society and shall see that the business of the Society is carried out.

4. The President, Vice-President, Secretary and Treasurer shall be elected by mail ballot. Should the office of the Vice-President, Secretary or Treasurer become vacant, it shall be filled temporarily by appointment by the Board until the next regularly-scheduled election.
5. The Past-President shall be that person who has most recently completed a term of office as President. Should the offices of President and Vice-President become vacant, the Past-President shall fill the office of President until the next regularly scheduled election.
6. The Treasurer shall have custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Governing Board from time to time. The Treasurer shall disburse the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Governing Board at the regular meeting of the Governing Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Society. The Treasurer shall also perform such other duties as may from time to time be directed by the Governing Board.

7. The Secretary may be empowered by the Governing Board, upon resolution of the Governing Board, to carry out affairs of the Society generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Governing Board, and shall perform such other duties as may be prescribed by the Governing Board or President, under whose supervision the Secretary shall be. The Secretary shall be custodian of the Seal of the Society, which shall be delivered only when authorized by a resolution of the Governing Board to do so and to such person or persons as may be named in the resolution.
8. The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Governing Board requires of them.

#### ARTICLE IX - DIRECTORS

1. The Directors of the Society shall be two Directors-at-Large, a Director from each Working Group and a Director from each Affiliate. They shall serve without remuneration.
2. One Director-at-Large shall be elected by mail ballot for a four-year term and one Director-at-large for a two-year term. Thereafter, every second year a Director-at-large shall be elected and shall take office at the end of the annual meeting following the election. A vacancy may be filled by the Board. Directors-at-Large may be removed before the completion of a normal term of office by a majority vote of an annual or special meeting of the Society.
3. The Director from each Working Group and Affiliate shall be appointed and may be removed by the Working Group or Affiliate or by a majority vote of an annual or special meeting of the Society.
4. There shall be a maximum of 10 Directors. Should there be more than 10 eligible Directors, Working Groups with fewest members shall be combined for the election of the required number of Directors.

#### ARTICLE X - WORKING GROUPS

1. Working Groups shall be professional groups organized by Members with common scientific interests in a scientific discipline or issue relating to biological control. A Working Group shall elect its own officers and may establish separate bylaws consistent with the Bylaws of the Society and subject to the approval of the Board of the Society. Officers of a Working Group shall serve without remuneration.
2. Working Groups may be established by the Board in response to a request signed by at least 5 members of the Society in good standing and with common scientific interests. The petitioners shall show that no less than 10 members of the Society would choose to become members of the proposed Working Group as soon as the Board approves its establishment.

3. Membership in a Working Group shall be restricted to Members of the Society, but Working Groups can invite the participation of non-members who have common interest. Non-members will not have a vote and can not serve on the executive of the Working Group nor as a Director of the Society. A member may indicate annually one or more preferred affiliations in Working Groups on an appropriate form included with the annual dues notice, and thereby may vote for the officers of the Working Group or Groups specified. Membership in a Working Group shall remain effective until the member fails to pay or chooses not to pay annual dues for that Working Group.
4. Working Groups may assess dues additional to the normal dues of the Society, may collect and manage their additional funds, and may make rules for their government, provided that all their acts and rules shall not be inconsistent with the Bylaws of the Society.
5. The Chairperson of each Working Group, or a representative designated by the Working Group, shall be a Director of the Society.
6. The Chairperson of each Working Group shall transmit annually to the Secretary of the Society, on or before the date of the Annual Meeting, a report summarizing the activities of the Working Group for the year and listing the names and addresses of all its officers.
7. A Working Group shall cease to be recognized as a Working Group of the Society if it fails to maintain a-minimum of 10 members in good standing for 2 successive years, or if it fails for 2 successive years to provide an annual report as specified in Article X.6. The Board may withdraw recognition of a Working Group if it considers that the interests of the Society require it; such a decision by the Board shall be subject to ratification by the members of the Society at the next Annual Meeting of the Society. A Working Group may be dissolved at the request of its members on approval by the Board of the Society.

#### ARTICLE XI - COMMITTEES

1. The committees shall include a Nominating Committee and an Election Committee, which shall be appointed and may be removed by the Board or by the President subject to ratification by the Board.
2. Other committees may be established as required.
3. Committees shall serve without remuneration.
4. The powers of committees shall be defined by the Board unless the By-Laws specify otherwise.

## ARTICLE XII - MEETINGS

1. The Annual Meeting of the Society shall be held at any place in Canada at such time and place as decided by the Boards Written notice of such
2. A special meeting of the Society shall be held at the discretion of the Board or on the written request of no less than five percent of Active Members of the Society. The meeting must be held within one month of receipt of the request. Written notice of such special meetings must be given to all Active Members of the Society at least fourteen days in advance of the meeting. The notice shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken. No other matters shall be dealt with at such a special meeting.
3. At all meetings of the Society and the Board every question shall be determined by a simple majority of votes unless the By-Laws specify otherwise, and unless otherwise required by the Canada Corporations Act.
4. At all meetings every Active Member has one vote and the Chair shall have a second or casting vote.
5. A Sustaining Member has one vote at meetings of the Society and shall designate an individual to exercise its vote.

## ARTICLE XIII - ELECTIONS

1. Elections shall be by secret mai ballot.
2. Each question constitutes a separate ballot and spoiling a vote for one question does not spoil the votes for the other questions.
3. Each question on the ballot shall be determined by a simple majority of the votes cast unless otherwise specified in these By-Laws or in the Act.
4. The Nominating Committee shall submit to the Secretary one or more nominations each for the offices of Vice-President, Secretary, Treasurer and Directors-at-Large to be filled by election. Additional nominations for office may be submitted to the Secretary over the signatures of at least three Active Members of the Society. Such nominations must be made at least 2 months prior to the elections. Each nomination shall be accompanied by a signed statement from the nominee indicating willingness to accept the office if elected. The Ballot shall contain the names of the nominees in alphabetical order for each class of position to be filled. It shall be accompanied by a short biography of each candidate.
5. Affiliates shall be elected by ballot.

6. The Secretary shall notify all candidates of the results of the election. The names of the elected candidates shall be announced at the next annual meeting.

#### ARTICLE XIV - QUORUM

1. At all Executive Council meetings, 2 members shall constitute a quorum.
2. At all meetings of the Board, 5 Members shall constitute a Quorum.
3. At all general meetings of the Society, twenty Active Members constitute a Quorum.
4. In elections or other business conducted by mail ballot, except where the Act requires a meeting, twenty-five votes on any question shall constitute a Quorum.

#### ARTICLE XV - FISCAL YEAR

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

#### ARTICLE XVI - AUDITORS

The members of the Society shall at each annual meeting appoint auditors who shall audit the accounts of the Society for report to the members at the next annual meeting. A vacancy in the office of auditor may be filled by the Board.

#### ARTICLE XVII - SIGNING OFFICERS

The signing officers of the Society shall be the President -or Vice-President and the Secretary or the Treasurer.

#### ARTICLE XVIII - CORPORATE SEAL

The Seal, an impression whereof is stamped in the margin hereof, shall be the common seal of the Society by which all sealed instruments of the Society shall be attested under the hands of the signing officers. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Seal shall be in the custody of the Secretary.

#### ARTICLE XIX - RULES AND REGULATIONS

1. The Board may prescribe rules and regulations, not inconsistent with these By-Laws, relating to the management and operation of the Society. Such rules and regulations shall be submitted for confirmation as Standing Rules, at the next annual meeting of the Society and unless approved by a two-thirds majority vote, shall cease to be valid.

2. Standing Rules may be amended or repealed, without giving previous notice, by a two-thirds majority vote of Active Members at an annual meeting.
3. A copy of the Standing Rules shall be available to members on request.
4. Unless otherwise specified, meetings shall be governed by the usages and customs of the House of Commons of Canada so far as they may be applicable to the meetings of this Society.

#### ARTICLE XX - AMENDMENT OF BY-LAWS

1. The By-Laws may be repealed or amended by a two-thirds majority vote of a quorum of Active Members, providing that such repeal or amendment shall not be in force nor acted upon until approved as required by the Minister of Consumer and Corporate Affairs. The vote shall be by mail ballot, except where the Act requires a meeting.
2. Repeal or amendment of these By-Laws may be proposed by the Board or over the signatures of ten or more Active Members.
3. Proposals to amend shall be shown to the Members for consideration at least twice, and at least two months shall elapse before they may be voted on. The vote shall take place no later than twelve months after the proposals have been received by the Secretary.

#### ARTICLE XXI - DISSOLUTION

In the event of dissolution of the Society all the remaining assets after paying of liabilities shall be distributed by the Executive to one or more organizations in Canada carrying on similar activities.