

(For the purpose of this constitution and by-laws: "A Francophone is considered a person whose preferred language is French and who is working currently in a French-speaking or a bilingual institution.")

#### ARTICLE I

**Name:** The Society shall be called "~~CANADIAN SOCIETY OF BIOCHEMISTRY and MOLECULAR & CELLULAR BIOLOGY~~" (CSBMCB) **New name.** **Note: The name and acronym will be updated upon vote during the AGM from among a series of recommended options.**

#### ARTICLE II

**Purpose:** The purpose of the Society shall be to foster research and education in Biochemistry, Molecular Biology, ~~and Cell Biology~~ **and Genetics** in Canada.

#### ARTICLE III

**Membership:** There shall be three classes of members: Students/Post-doctoral fellows, Regular and Emeritus. Students shall be any individuals registered in a full-time program of study leading to the masters or doctorate degree. Post-doctoral fellows shall have obtained a doctoral degree and be pursuing additional research training. Persons who through research or scholarship have demonstrated an interest in Biochemistry, Molecular Biology, ~~and/or Cell Biology~~ **and/or Genetics** shall be eligible for regular membership. Regular Members who have reached retirement age, as established by the regulations of their employers, and who have ceased active employment, shall be eligible to become Emeritus Members.

#### ARTICLE IV

##### **Application for membership:**

(a) Application for membership may be submitted to the **Society Secretary** at any time. Applications for membership shall be subject to approval of the Board of Directors who shall have the authority to accept or reject candidates according to the best interests of the Society. At the request of five Regular Members, rejected applicants may be reconsidered at the Annual General Meeting, and shall be accepted for membership upon an affirmative vote by a majority of Regular Members present.

(b) ~~The Secretary shall present, at the Annual General Meeting, a report listing the names of all persons whose applications for membership have been approved during the preceding year.~~

(c) Any member may withdraw from the Society by delivering a written resignation to the Secretary of the Society. **Nonpayment of dues for three years, or in the case of Students, Postdoctoral Fellows or Emeritus members, inactivity or lack of response to request for updates for three years shall be considered as grounds for withdrawal at the discretion of the Society.**

#### ARTICLE V

##### **Board of Directors:**

(a) The management of the Society shall be vested in a Board of Directors consisting of a President, Vice-President, Immediate Past-President, Secretary, Treasurer, and six other members.

(b) A Vice-President shall be elected annually, and shall serve the following year as President **and subsequently as Past-President.** A Secretary and a Treasurer shall be elected to serve for three years each (**renewable by mutual consent**). Members of the Board of Directors without office shall be elected for a period of three years (**renewable**). The Nominating Committee should ensure that the composition of the Board of Directors includes both Francophones and Anglophones and men and women and should reflect the diversity of scientific interests of the membership of the Society.

(c) ~~Only Regular Members~~ **All Members shall be eligible to vote during the Annual General**

**Meeting** in the elections of the Board of Directors and the Nominating Committee. The Board of Directors shall have power to fill any interim vacancy with an elected member without office. The resulting vacancy in the Board of Directors shall be filled at the next scheduled election.

(d) A quorum at **scheduled** Board **business** meetings shall be five members, one of whom must be the President or Vice-President. **Members participating by teleconference or videoconference shall be considered as contributing to the quorum.**

(e) The office of President shall be automatically vacated:

(i) if the President resigns the office by delivering a written resignation to the Secretary of the Society; or

(ii) if at a special general meeting of members a resolution is passed by three-quarters of the members present that the President be removed from office; or

(iii) on the death of the President.

(f) Members of the Board of Directors shall not receive any remuneration for their services but, by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Directors.

(g) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary; such persons shall have the authority and perform the duties prescribed by the Board of Directors at the time of appointment.

(h) The remuneration of all officers, agents, employees and Board members shall be fixed by resolution of the Board of Directors.

**(i) The Board may from time to time appoint or accept additional members to allow it to gain additional expertise or breadth for specific functions and/or durations.**

## **ARTICLE VI**

**By-laws:** By-laws may be adopted, repealed or amended by a majority vote at an **Annual** General Meeting of the Society.

## **ARTICLE VII**

**Amendments to the Constitution:** Proposed amendments to the Constitution **or By-Laws** may be submitted by ten **Regular** members if a signed copy be sent to the Secretary at least ~~six~~ **four** weeks before the next **Annual** General Meeting of the Society. The Board of Directors shall transmit any proposed amendments to the meeting and may recommend a course of action. Amendments may also be introduced by the Board of Directors. For adoption, an affirmative majority of two-thirds of those voting shall be required.

## **BY-LAWS OF CSBMCB**

### **ARTICLE I**

#### ***Nominations and Elections:***

(a) **Board of Directors:** The Board of Directors shall consist of a President, Vice-President, Immediate Past-President, Secretary, Treasurer, and six **or more** other members. At least one Board Member shall be **a** woman and at least one shall be a Francophone.

(b) **Nominating Committee:** A Nominating Committee shall consist of ~~five~~ **three** members, at least one of whom shall be a woman and/or ~~at least one of whom shall be~~ a Francophone, each member to be from a different institution. The Chair of the Nominating Committee shall be the Past-President of the Society. The remaining ~~four~~ **two** members shall be elected annually from a slate provided by the incumbent Nominating Committee, ~~this slate to contain the names of at least eight Regular Members, at least two of whom shall be women and at least two of whom shall be Francophones; each member shall be from a different institution.~~ The slate shall contain not more than two names of members of the incumbent Nominating Committee, and to the slate there shall be added the name of any Society member received by the Secretary and supported by the petition of ten or more Regular Members.

- (c) The Nominating Committee shall submit to the Secretary three months before the Annual General Meeting at least two nominations, if possible, for each seat to be filled on the Board of Directors, together with ~~the~~ a slate of at least ~~eight~~ two names of Regular Members who shall be candidates for positions on the Nominating Committee of the following year.
- (d) Additional nominations to the Board of Directors or for membership on the Nominating Committee may be made by any Regular Member of the Society. Such nominations must be received by the Secretary at least two months before the Annual General Meeting, and be sponsored by not fewer than five Regular members of the Society. **Alternatively, nominations by members may be made from the floor during the Annual General Meeting prior to the vote.**
- ~~(e) The Secretary shall prepare and send to every Regular Member at least six weeks prior to the Annual General Meeting a printed ballot which shows the nominations of the Nominating Committee for the several offices and positions together with such other properly supported independent nominations as may have been received.~~
- ~~(f) The members shall individually vote on the printed ballots and shall return them by mail in sealed envelopes directly to the Secretary. The election shall be deemed closed two weeks prior to the Annual General Meeting. Three Scrutineers shall be appointed by the Secretary.~~
- ~~(g) The Scrutineers shall prepare a report of the election for presentation to the membership at the Annual General Meeting. A plurality of the votes cast~~ **during the Annual General Meeting** shall be necessary to elect, and in the case of tie votes, the President shall cast the deciding ballots.

## **ARTICLE II**

### ***Meetings:***

- (a) The Society shall meet annually. Other **business** meetings may be held at the discretion of the Board of Directors. Notice of meetings, ~~together with a proposed agenda,~~ shall be **mailed posted on the Society website** to all members at least six weeks before **they are** to be held.
- (b) For the transaction of business at any **the annual** meeting ~~twenty-five~~ **fifteen** members shall constitute a quorum.

## **ARTICLE III**

### ***Fiscal Year:***

The fiscal year of the Society shall extend from the first day in January to the last day in December.

## **ARTICLE IV**

### ***Dues:***

- (a) Society dues shall be determined at the Annual General Meeting by a vote of the members on a recommendation submitted by the Treasurer with the approval of the Board of Directors.
- (b) Dues shall be payable on receipt of a statement from the Treasurer.
- (c) Any member whose dues have not been paid for ~~more than one~~ **three years or more** and who has been so notified in writing by the Treasurer shall cease to be a member of the Society but shall be eligible for re-admission to membership upon payment of back dues.

## **ARTICLE V**

### ***Representation on the Board of the Canadian Federation of Biological Societies***

**Science Advocacy:** ~~The representative of the Society on the Federation Board shall normally be the President. The Vice-President, the Secretary and the Treasurer shall serve as alternate representatives.~~ **The Society shall partner with appropriate groups and undertake activities in support of Science Advocacy and Policy Development on behalf of its Members.**

## **ARTICLE VI**

**Financial Report:** At the Annual General Meeting, the Treasurer shall submit a financial statement certified by ~~two~~ **an** auditors to be appointed by the President. **The financial**

statement and minutes of the Annual General Meeting shall be posted on the Society website each year.

#### **ARTICLE VII**

***Provisions Upon Dissolution of the Society:*** It is specially provided that, in the event of dissolution of the Society, all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

#### **ARTICLE VIII**

***Indemnities:*** to Officers of the Society and others acting on its behalf.

- (a) Every Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the society shall be indemnified and saved harmless out of the funds of the Society and Director's Liability Insurance, from and against:
- (b) All costs, charges and expenses which such Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of their office or in respect of any such liability;
- (c) All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
- (d) No member of the Society shall bring legal action against any Officer of the society or member of the Executive of the Society for discharging the duties of that position in good faith.

Date Updated: ~~December 27, 2006~~ September 19, 2011