

CANADIAN SOCIETY OF MICROBIOLOGISTS
SOCIÉTÉ CANADIENNE DES MICROBIOLOGISTES
BY-LAW/REGLEMENTS

(Founded June 7, 1951; incorporated October 21, 1958, under
Part ii of the Companies Act, 1934)

OBJECTS

The objects of the Society shall be to promote the advancement of microbiology in all its aspects and to facilitate the interchange of ideas between microbiologists through the organization and support of discussions, lectures, seminars, symposia, and workshops and other activities directed at furthering the advancement of education and the general dissemination and application of scientific knowledge.

BY-LAWS

(As at July 24, 1990)

1. NAME

The Corporation, hereinafter referred to as the "Society", shall be known as the Canadian Society of Microbiologists - Société Canadienne des Microbiologistes.

2. MEMBERSHIP

2.1 TYPES OF MEMBERSHIPS. The Society shall consist of Emeritus, Ordinary, Student, and Sustaining members.

2.2 ELIGIBILITY AND DUES.

2.2.1 Honorary Member. Any person who has made a distinctive contribution to microbiology shall be eligible for election as an Honorary member. The number of Honorary members shall not exceed two percent of the Ordinary membership at any time. Honorary members shall be exempt from the payment of all dues and assessments.

2.2.2 Emeritus Member. Any person who has reached retirement, and has been an Ordinary member of the Society for ten or more years, shall be eligible for Emeritus membership. The dues for Emeritus membership shall be one-half of the dues for Ordinary membership.

2.2.3 Ordinary Member. Any person who is interested in the study of microbiology shall be eligible for Ordinary membership. The dues for Ordinary membership shall be established yearly at the preceding annual business meeting, on the recommendation of Council.

2.2.4 Student Member. Any person who is interested in the study of microbiology, and who is, at the time of application for membership, a bona fide undergraduate or full-time postgraduate student, shall be eligible for Student membership. A candidate for Student membership must be sponsored by at least one member of the Society who has personal knowledge of the candidate, and his/her student status must be certified by the head of his/her department. The dues for Student membership shall be one-half of the dues for Ordinary membership.

2.2.5 Sustaining Member. Any company or organization interested in the objects of the Society shall be eligible for Sustaining membership. The dues for Sustaining membership shall be

established annually by Council in an amount not less than twice the dues for Ordinary membership.

2.3 NOMINATIONS AND APPLICATIONS FOR MEMBERSHIP

- 2.3.1 Honorary Membership. A nomination for Honorary membership shall be made in writing to the Secretary-Treasurer. The nomination shall be submitted to Council, and if approved by three-fourths of Council it shall be submitted to the membership on the next ballot as provided in By-Law 4.2. The nominee shall be declared elected if affirmed by three-fourths of the votes cast.
- 2.3.2 Emeritus Membership. An application for Emeritus membership shall be made in writing to the Secretary-Treasurer and submitted to the Membership Committee for approval. When the Committee has approved the application and the applicant has remitted the first year's membership dues, he/she shall be considered in good standing if he/she has complied with the By-Laws of the Society and has paid his/her dues for the current year.
- 2.3.3 Ordinary Membership. An application for Ordinary membership shall be made on the form provided and submitted to the Secretary-Treasurer. When the applicant has remitted the first year's dues, he/she shall be considered an Ordinary member of the Society. An Ordinary member shall be considered in good standing if he/she has complied with the By-Laws of the Society and has paid his/her dues for the current year.
- 2.3.4 Student Membership. An application for Student membership shall be made on the form provided and submitted to the Secretary-Treasurer. The applicant must be sponsored and certified as provided in By-Law 2.2.4. When the applicant has remitted the first year's dues, he/she shall be considered a Student member of the Society. A student member shall be considered in good standing if he/she has complied with the By-Laws of the Society, is certified as a bona fide student as provided in By-Law 2.2.4 and has paid his/her dues for the current year. A Student member in good standing may become an Ordinary member when he/she ceases to be a bona fide student by payment of the dues for Ordinary membership.
- 2.3.5 Sustaining Membership. A nomination for Sustaining membership shall be submitted to the Secretary-Treasurer. When the company or organization concerned has remitted the first year's dues, it shall be considered a Sustaining member of the Society. A Sustaining member shall be considered in good standing if the company or organization concerned has complied with the By-Laws of the Society and dues for the current year have been paid.

2.4 BENEFITS OF MEMBERSHIP.

- 2.4.1 Student Members. Student members in good standing shall be entitled to attend the annual meeting upon payment of a reduced registration fee. Student members subscribing to the Canadian Journal of Microbiology will receive a subsidized subscription rate.
- 2.4.2 Sustaining Members. Sustaining members shall receive all publications of the Society. The names of all Sustaining members in good standing shall be printed in all issues of the Newsletter, programs of the annual meeting and conferences sponsored by the Society, and other publications of the Society. Sustaining members may indicate in their literature and exhibits that they are Sustaining members of the Society. A Sustaining member may send one designated delegate to the annual business meeting of the Society, who may vote and serve on committees, but who may not hold office in the name of the Sustaining member.
- 2.4.3 Honorary Members. Honorary members shall be exempt from the payment of all dues and assessments. A free subscription to the Canadian Journal of Microbiology will be made available at the member's choice.
- 2.4.4 Emeritus Members. Emeritus members in good standing shall be entitled to attend the annual

meeting free. Emeritus members shall receive a subsidized subscription rate for the Canadian Journal of Microbiology at the same rate set for Student members.

2.5 RESIGNATION. Any member in good standing may submit his/her resignation in writing to the Secretary-Treasurer. A member who has resigned in good standing may re-assume membership by notifying the Secretary-Treasurer. A member who has resigned in good standing may re-assume membership by notifying the Secretary-Treasurer and paying his/her dues for the current year.

2.6 RULES OF CONDUCT, CENSURE AND EXPULSION. Any Emeritus, Ordinary or Student member of the Society who has not paid his/her membership dues by March 31 in any year shall be removed from the mailing list of the Society. All members who are removed from the mailing list are notified in writing by the Secretary-Treasurer. Such persons may be reinstated if the outstanding dues are paid on or before December 31 of that year. If the outstanding dues are not so paid, the person's name shall be removed from the rolls of the Society. A person whose name has been removed from the rolls for non-payment of dues may be reinstated within three years of the removal, on request to the Secretary-Treasurer and after payment of dues for the current year. A person wishing to be reinstated following the lapse of more than three years from the date of removal of his/her name from the rolls must re-apply for membership as provided in By-Law 2.3.

Any Sustaining member of the Society which has not paid dues by November 1 in any year shall be notified by the Secretary-Treasurer and, if the dues are not paid by May 1 of the following year, the name of the Sustaining member shall be removed from the rolls of the Society. A company or organization whose name has been removed from the rolls for nonpayment of Sustaining membership dues, and which wishes to be reinstated, must re-apply for membership as provided in By-Law 2.3.

Any member who uses the name of the Society in any way prejudicial to the Society, or who commits any act detrimental to the objects of the Society, may be censured by Council. If the utterance or act is deemed to be serious, Council may recommend to the Society at an annual business meeting that the member be expelled. If the recommendation is sustained, the offending member's name shall be struck from the rolls of the Society.

The Society shall not be responsible for the utterance or act of its individual or corporate members.

3. OFFICERS AND COUNCIL

3.1 OFFICERS. The officers of the Society shall be the President, the First Vice-President, the Second Vice-President, the Secretary-Treasurer, and the Meetings Secretary, who with the immediate Past President shall constitute the Executive. A President shall be elected the first year. Subsequently, the First Vice-President, after serving one year in that office, shall become President for the succeeding year, and the Second Vice-President shall become First Vice-President. The Second Vice-President, the Secretary-Treasurer, and the Meetings Secretary shall be elected annually by letter ballot, as provided in By-Law 4, for one year. No person may hold the office of President for more than one year. The Secretary-Treasurer and the Meetings Secretary shall be eligible for re-election.

3.2 DUTIES OF OFFICERS.

3.2.1 President. The President shall be the chief executive officer of the Society. He/she shall preside at all meetings of the Executive and of Council and at all business meetings of the Society. In addition to representing the Society, the President shall, as finances permit, tour, meet with and speak to groups of microbiologists in Canada.

3.2.2 First Vice-President. The First Vice-President shall be responsible for the planning of the annual meetings of the Society. He/she shall be chair of the Planning and Policy Committee ex officio. In the absence or disability of the President, he/she shall perform the duties and exercise the powers of the President, and shall perform such other duties as may be imposed upon him/her from time to time by the Executive or Council.

3.2.3 Second Vice-President. In the absence or disability of the First Vice-President, the Second Vice-President shall perform the duties of the First Vice-President, and shall perform such other duties as may be imposed upon him/her from time to time by the Executive or Council.

3.2.4 Secretary-Treasurer. The Secretary-Treasurer shall attend all meetings of the Executive and Council, and all business meetings of the Society, and shall record all votes and minutes of all proceedings. He/she shall give notice of all meetings of the Executive, Council, and Society, and shall perform the duties outlined in the By-Laws or as laid down by Council. He/she shall be the custodian of the seal of the corporation, which he/she shall deliver only when authorized by a resolution of Council to do so and to such persons as may be named in the resolution. He/she shall maintain a record of the members of the Society, its offices, councillors, committees and branches, which he/she shall periodically publish. He/she shall be responsible for receiving notices and reports from sections, committees, branches, and members of the Society and shall ensure that the notices and reports are appropriately distributed. He/she shall receive nominations and ensure that elections are conducted as provided in By-Law 4.2.

The Secretary-Treasurer shall have responsibility for the funds and securities of the Society, shall assure that full and accurate records of receipts and disbursements are kept in books accessible to the Society and its appointed auditors, and shall control the deposit all monies and other valuable effects in the name of and to the credit of the Society, and shall control the deposit all monies and other valuable effects in the name of and to the credit of the Society as provided in By-Law 7.3 or in such depositories as may be designated by Council from time to time. He/she shall control the disbursement funds of the Society as required or as may be ordered by the Executive or Council ensure the taking of proper vouchers for such disbursements, and shall render to Council and to the Society at its annual business meeting an account of these transactions and of the financial position of the Society. He/she shall prepare and present to Council annually a budget showing anticipated revenues and expenditures for the ensuing financial year, upon which he/she shall base a recommendation for the establishment of the dues for Ordinary and Sustaining membership in the ensuing year.

If necessary, Council may appoint one of its members to assist the Secretary-Treasurer and to carry out such of his/her duties as may be designated by Council. Council, with the approval of the Society at its annual business meeting, may appoint a commercial firm to provide, under the supervision of the Secretary-Treasurer, professional management of the Society's business affairs.

3.2.5 Meetings Secretary. The Meetings Secretary shall maintain a repository of information pertaining to the financial and scientific planning and operation of annual meetings. He/she shall provide abstract forms to all members of the Society and, in consultation with the First Vice-President, shall undertake the responsibility of handling the abstracts submitted and of printing the Programme and Abstracts for each annual meeting.

3.3 COUNCIL. Council shall consist of the five officers, the immediate Past President, and a number of Councillors equivalent to the number of sections which have been designated and approved by the Society, provided that the number of approved sections is at least six. The Councillors shall be the Chairs and Vice-Chairs of the respective sections or a designated member of the section. If the number of approved sections at any time is less than six, sufficient Councillors-at-Large shall be elected as provided in By-Law 4 to bring the total number of Council members, excluding the officers and immediate Past President, to twelve. Councillors shall serve during their term of office in the respective sections; Councillors-at-Large shall serve for four years. Council shall receive and forward to the Society at its annual business meeting reports and recommendations, and shall monitor activities of the officers, Executive, sections, committees, branches, and members. Councillors shall report the decisions, recommendations and requests of Council to the members of their respective sections.

- 3.4 TERM OF OFFICE. The term of office of officers, Councillors and Councillors-at-Large shall begin and end at the close of the appropriate annual meetings.
- 3.5 SECTIONS. Council may recommend to the Society the establishment of such sections as may be necessary to cover the fields of interest of the membership. Each section shall be presided over by a Chair who shall be assisted by a Vice-Chair. Each member of the Society shall advise the Secretary-Treasurer of the section with which he/she wishes to be associated.
- 3.6 DUTIES OF SECTION OFFICERS. The Chair of each section shall preside at all meetings of the section and shall be responsible for the program of the section at the two annual meetings of the Society following his/her election. The Vice-Chair of each section shall assist the Chair of the section as required. In the absence or disability of the Chair, the Vice-Chair shall perform the duties of the Chair. The Chair and Vice-Chair of each section shall be members of Council and shall attend all meetings of Council during their respective terms of office. The Chair shall hold office for two years; the Vice-Chair shall also serve for two years and shall succeed the Chair to provide continuity.

4. NOMINATION AND ELECTION OF OFFICERS AND COUNCILLORS

- 4.1 NOMINATION. The Nominating Committee shall make the following nominations: two or more for Second Vice-President, one or more for Secretary-Treasurer, one or more for Meetings Secretary, two or more for member of the CSM Award Committee, and as required for Councillors-at-Large. Nominations for Councillors-at-Large will be required only if the number of sections designated and approved is less than six. Nominations for Councillors-at-Large should be made with consideration of the fields of interest of the membership.

Nominations for Section Vice-Chair shall originate from within each section. In alternate years, or as otherwise required, the Section Chair shall appoint three persons to act as a Section Nominating Committee, of whom one shall be appointed Committee Chair. The Section Nominating Committee shall make two or more nominations for Section Vice-Chair.

All nominees must be members in good standing. All nominations, accompanied by the assurances of the nominees in writing that they are willing to serve, shall be submitted to the Secretary-Treasurer by November 1. The nominations shall be reported to Council at its next subsequent meeting. Council may make further nominations for any office or position other than Section Vice-Chair.

- 4.2 ELECTION. The Secretary-Treasurer shall send to all members of the Society by December 31 a ballot bearing the names of those nominated as provided in By-Law 4.1 and the names of nominees, if any approved by Council for Honorary membership. Each member shall mark his/her ballot and shall send it properly sealed to the Secretary-Treasurer. To be counted, the ballots must reach the Secretary-Treasurer by January 30. The Secretary-Treasurer shall check off against the membership list the names of all those voting, shall reject ballots received from any persons who are not members in good standing, and shall deliver all valid sealed ballots to the tellers for counting. The tellers shall count the ballots and report the results to the Secretary-Treasurer. The Secretary-Treasurer shall inform each candidate of the result of the election and shall announce the names of the successful candidates to Council and to the Society at the annual meeting. The President shall appoint at least two tellers to count the ballots cast in each election.

The candidate for each office or position receiving the greatest number of votes shall be declared elected. When there is only one candidate for an office or position, a simple majority of "yes" votes shall be required for election. A tie vote shall be decided by the majority of Council. A three-fourths majority of votes cast shall be required for the election of a candidate to Honorary membership, as provided in By-Law 2.3.1.

- 4.3 VACANCIES. Vacancies between elections shall be filled by appointment by the President, with the concurrence of Council, but all such appointments shall terminate at the close of the next annual meeting.

5. COMMITTEES

- 5.1 COMMITTEE STRUCTURE. The committee structure of the Society shall include statutory elected and statutory non-elected committees. Statutory committees shall be those whose establishment is required by the By-Laws. In the case of both categories of statutory committee, provision shall be made for both standing and ad hoc committees. Standing committees shall be those whose responsibilities or activities are of a continuing nature. Ad hoc committees shall be those whose responsibilities are finite with respect to task or time. In addition to statutory committees, the President or Council may establish such non-statutory committees as may be necessary from time to time to aid in the management of the Society. Committees may establish sub-committees to undertake specific projects or tasks.

The President shall appoint the chairmen of all non-elected statutory and non-statutory committees and, in consultation with the chair, shall appoint the members of each committee, in accordance with the terms of reference of that committee as approved by Council and incorporated into the Rules and Regulations of the Society. The term of all standing committee appointments shall end at the close of the appropriate annual meeting. The chair of each committee shall submit to Council and to the Society at the annual business meeting a report on the activities of the committee during the year.

5.2 ELECTED STATUTORY COMMITTEES

5.2.1 Standing

- 5.2.1.1 CSM Award Committee. The CSM Award Committee shall consist of three members. One member shall be elected for a three-year term. One member of the Committee shall reside in a province west of Ontario and two members shall reside in a province or provinces east of Manitoba; one of the later two members shall be normally English-speaking and the other normally French-speaking. The chair of the Committee shall be the member with the shortest time left to serve. The Committee shall be responsible for soliciting nominations for the CSM Award from the membership of the Society, according to the Regulations for the Award, and for selecting a qualified recipient from among the nominees.

5.3 NON-ELECTED STATUTORY COMMITTEES

5.3.1 Standing

- 5.3.1.1 Committee on Education. The Committee on Education shall consist of six or more members, including the chair, of whom at least two shall be student members of the Society. The Committee shall be responsible for the administration of student awards, for liaison and co-operative activities with educational organizations, and for the organization of workshops and seminars related to education.
- 5.3.1.2 Manpower and Placement Committee. The Manpower and Placement Committee shall consist of two or more members, including the chair. The Committee shall be responsible to Council for ensuring the availability of a placement service to members of the Society and for the assessment of current and future manpower needs and qualifications.
- 5.3.1.3 Committee on Meetings, Conferences and Workshops. The Committee on Meetings, Conferences and Workshops shall consist of four or more members, including the chair. The Committee shall be responsible for initiating and scheduling annual meetings, special scientific conferences and workshops, for initiating joint sponsorship and participation in such activities by other societies, and for initiating the organization and financing of international meetings in Canada.

- 5.3.1.4 Membership Committee. The Membership Committee shall consist of three or more members, including the chair. The Committee shall be responsible for soliciting candidates for membership.
- 5.3.1.5 Nominating Committee. The Nominating Committee shall consist of three or more members, including the chair, who are not currently officers of the Society. The Committee shall be responsible for submitting to the Secretary-Treasurer by May 31, the nominations specified under By-Law 4.1.
- 5.3.1.6 Planning and Policy Committee. The Planning and Policy Committee shall consist of six or more members, including the chair. The Committee shall be responsible for developing and recommending to Council both short-term and long-term plans and policies for the operation of the Society. The structure of the Planning and Policy Committee shall comprise the members of the Executive and ad hoc members appointed by the Executive and that this committee be chaired by the President of the Society.
- 5.3.1.7 Science Policy Committee. The Science Policy Committee shall consist of four or more members, including the chair. The Committee shall be responsible to Council for the organization of activities and liaison with societies and organizations on matters pertaining to policies and the support of science by federal and provincial governments, universities, and the public.
- 5.3.1.8 Regulatory Issues Committee. The Regulatory Issues Committee shall be formed to serve as an advisory body to government agencies on regulatory issues pertaining to microbiology and providing information to the Society on these issues. The Regulatory Issues Committee shall consist of the Chairperson, Science Policy Committee, First Vice-President, Second Vice-President, and three members who will each serve a three year term.

5.3.2 Ad Hoc

- 5.3.2.1 Program Committee. Upon assuming office, the President shall appoint a Program Committee consisting of the Meetings Secretary, the chairmen of sections, the chair of the respective Local Organizing Committees, and the First Vice-President, who shall be chair of the Committee. The chair may co-opt to the Committee such other members as may be appropriate, including representatives from other societies participating in the annual meeting. The Committee shall be responsible to Council for all aspects of the scientific program of the annual meeting and for the scheduling of all business meetings. The Committee shall dissolve at the close of the annual meeting.
- 5.3.2.2 Local Organizing Committee. At least two years prior to an annual meeting, when the location of the meeting has been approved by Council, the President, on the recommendations of the Committee on Meetings, Conferences and Workshops, shall appoint a member of the Society resident in the approved location to be chair of the Local Organizing Committee. The chair shall co-opt to the Committee such other members as may be appropriate, including representatives from other societies participating in the annual meeting. The Committee shall be responsible for all aspects of the local and financial arrangements for the annual meeting, including accommodation, social events, exhibits and publicity. Following the annual meeting, the Committee shall submit to Council an audited financial statement of the annual meeting by November 1. Following approval of the statement by Council the Committee shall dissolve.

6. APPOINTED OFFICIALS

- 6.1 ARCHIVIST. Council shall appoint an Archivist who shall maintain and preserve copies of all publications of the Society, programmes of scientific meetings, minutes of business meetings, and all other materials relating to the history of the Society. The Secretary-Treasurer shall provide a subscription to the Canadian Journal of Microbiology for this purpose, and such other funds as may be necessary for the collection and safekeeping of the records. The Archivist may serve without term.
- 6.2 NEWSLETTER EDITOR. Council shall appoint a Newsletter Editor who shall be responsible for compiling and publishing the Newsletter of the Society.

7. FINANCES.

- 7.1 AUTHORITY. Based upon a budget for the ensuing year, and the recommendations of the Secretary-Treasurer, Council, subject to approval by the Society at the annual business meeting, shall establish the salaries or honoraria, if any, to be paid to members of the Society or to its assistants, and the fees, if any, to be paid for professional management of the Society's business affairs. The Executive shall order an annual audit of the accounts of the Society and shall require adequate accounting of any funds received from or on behalf of the Society by an official or committee.
- 7.2 FISCAL YEAR. The fiscal year of the Society shall be from January 1 to December 31.
- 7.3 ACCOUNTS. The Secretary-Treasurer shall maintain separate operating, investment and memorial trust accounts and shall not transfer funds from one account to another except as provided below.
- 7.3.1 Operating Account. All revenue, other than memorial donations, shall be deposited in an operating account, from which disbursements may be made by the Secretary-Treasurer as required. Monies in excess of immediate requirements may be invested in short-term securities as appropriate, or, on approval of the Executive, transferred to the investment account.
- 7.3.2 Investment Account. Funds set aside by the Executive or Council from time to time as a capital reserve shall be deposited in an investment account. The funds may be invested in mortgages, bonds, debentures, certificates or stocks and shall be managed with the approval of the Executive, in accordance with regulations pertaining to non-profit charitable organizations. Income and/or the principle from such investments may be transferred to the Operating Account as needed or, at the discretion of the Secretary-Treasurer, deposited in the investment account and reinvested.
- 7.3.3 Memorial Trust Account. Monies received as memorial donations or gifts shall be deposited in a memorial trust account. Such monies shall be maintained in the account as capital and shall be invested with the approval of the Executive, in accordance with regulations pertaining to non-profit charitable organizations. Income from such investments shall be used to sponsor public lectures by distinguished scientists in conjunction with the annual meeting and at such other times and locations as may be appropriate, or for other purposes in support of public education as approved by Council. In the event of dissolution of the account, the remaining monies shall be donated to a registered charity or charities as selected by Council.
- 7.4 AUDIT. The Executive shall ensure that the books of the Society are audited at the end of each fiscal year and that a certified financial statement be presented by the Secretary-Treasurer to Council and to the Society at the annual business meeting.

8. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any other instruments in writing requiring the signature of the Society shall be signed by any two of: the President, the First Vice-President, the Second Vice-President, the Secretary-Treasurer, or the Meetings Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. Council shall have power from time to time by rule or regulation to appoint an officer or officers on behalf of the Society either to sign contracts,

documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of Council.

9. MEETINGS AND QUORUMS

9.1 GENERAL MEETING. There shall be a general meeting of the Society once each year for the presentation of scientific papers, lectures and workshops, and for the transaction of business. At the discretion of Council, special meetings may be called. The time and location of each annual meeting shall be established by Council at least two years in advance and announced to the Society at the next annual business meeting and in the Newsletter.

9.1.1 Quorum. Binding decisions for the Society shall be made by a simple majority of those members of the Society present at the annual business meeting. In the transaction of business by mail, all members shall be notified and the wish of the majority shall prevail provided at least one-third of the members have voted.

9.2 COUNCIL MEETINGS. Council shall meet at least once each year, in conjunction with the annual meeting. One-half of the Council shall constitute a quorum for the transaction of business.

9.3 MEETINGS OF SECTIONS. The members of each Section shall meet during the annual meeting to transact section business.

10. AFFILIATED SOCIETIES

A society whose primary interest is the science of microbiology may, upon application, endorsement by Council, and acceptance by the Society at an annual business meeting, affiliate with the Canadian Society of Microbiologists - Société Canadienne des Microbiologistes. Affiliation shall in no way interfere with the autonomy of the affiliating society. An affiliated society shall have the privilege of sending a representative to meetings of Council. The representative shall have no voting privileges.

11. BRANCHES

A branch of the Society may be established by Council upon application by at least ten members of the Society in good standing resident in the area to be benefited. Each branch shall elect its own officers, transact business, assess dues and manage its funds, and make rules and by-laws provided they are not inconsistent with the By-Laws of the Society. Branches may include in their membership persons who are not members of the Society, but a non-member may not hold the office of President of the branch. At least ten members of the branch must be members of the Society at all times.

12. AMENDMENTS TO THE BY-LAWS

A proposed amendment to the By-Laws may be submitted to Council in writing over the signature of any five Ordinary members of the Society in good standing. If the amendment is approved by Council, it shall be discussed at the next annual business meeting and, if approved by the majority, shall then be submitted to the membership for approval on the next election ballot, or earlier if deemed necessary for Council. The amendment shall be considered adopted if approved by two-thirds of the members voting. No amendment to the By-Laws, even when approved by the membership, shall be acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

13. RULES AND REGULATIONS

Such Rules and Regulations as may be necessary for the proper management of the Society, and which are not inconsistent with the By-Laws may be proposed by Council or by five members of the Society. To become operative such Rules and Regulations shall receive a majority vote at a business meeting of the Society, provided notice of the issue has been given at least twenty-four hours prior to the meeting. Such Rules and Regulations shall have force and effect only until the next annual business meeting of the Society when they

shall be confirmed, and in default of confirmation at each annual business meeting of the Society shall at and from that time cease to have force or effect.

14. DISSOLUTION

The Canadian Society of Microbiologists - Société Canadienne des Microbiologistes may be dissolved on the recommendation of Council and approved by mail ballot of a three-fourths majority of members in good standing. Upon dissolution, the assets of the Society shall be donated to an organization or organizations registered in Canada as a non-profit, charitable organization, as selected by Council and approved by the membership.

RULES AND REGULATIONS

1. Eight sections shall be designated as follows:

- i) Environmental Microbiology
- ii) Genetics and Molecular Biology
- iii) Infections and Immunity
- iv) Microbial Physiology
- v) Morphology and Structure
- vi) Virology
- vii) Applied Microbiology
- viii) Veterinary Microbiology

2. The Chair and Vice-Chair of each section shall arrange a program for a special session of the section to be held at each annual meeting of the Society. When the number of sections exceeds six, only one-half of them shall prepare sessions for presentation one year; the remaining half shall present the following year, thereby establishing a two year cycle. The sections presenting in any one year will be agreed upon by mutual consent of all those concerned. Arrangements for the special session shall be made in the year prior to the year in which the session is to be held and in consultation with the chair of the Committee on Meetings, Conferences and Workshops. The details of the program of the session shall be reported by a representative of the section to Council at a meeting preceding the annual meeting at which the session is to be held.

3. The composition and turnover of statutory committees, where not specified in the By-Laws, shall be as follows:

i) Committee on Education

Up to nine members, including the chair and three Student members. Three members, including one Student member, shall be appointed each year for three-year terms on a rotating basis.

ii) Manpower and Placement Committee

Two members, including the chair. The chair may co-opt additional members to represent different geographical areas.

iii) Committee on Meetings, Conferences and Workshops

First Vice-President, Second Vice-President, Meetings Secretary, the chair of each Local Organizing Committee, CSM representatives to program committees of other societies, and a chair appointed for a three-year term. Section Chair and Vice-Chair attending the annual meeting shall be non-voting members of the Committee.

iv) Membership Committee

Three members, including the chair. One member shall be appointed each year for a three-year term

on a rotating basis.

v) Nominating Committee

Past President, chair.

vi) Planning and Policy Committee

Past President as Chair, Secretary-Treasurer, 2nd Vice-President, Chair, Education Committee, Chair, Meetings, Conferences and Workshops and a member at large to be appointed by the Executive.

vii) Science Policy Committee

The immediate Past President, the officers, members of Council, and a chair appointed for a three-year term.