

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

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

MISSION STATEMENT

The Society shall endeavour to promote the advancement of microbiology in Canada in all its aspects, and to facilitate the interchange of ideas and information among 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

The current by-law document was established July 24, 1990. The by-law document subsequently received amendments in 2009 and 2014, amendments were passed via a special resolution vote.

1. NAME

The Corporation, hereinafter referred to as the "Society", shall be known as the Canadian Society of Microbiologists - Société Canadienne des Microbiologistes (CSM/SCM)

2. MEMBERSHIP

2.1 TYPES OF MEMBERSHIPS. The Society shall consist of Emeritus/Emerita, Honourary, Ordinary, Postdoctoral, Graduate Student, and Undergraduate Student members.

2.2 ELIGIBILITY AND DUES.

2.2.1 Honourary Member. Any person who has made a distinctive contribution to microbiology shall be eligible by membership for election as an Honourary member. The number of Honourary members shall not exceed five (5) percent of the Ordinary membership at any time. Honourary members shall be exempt from the payment of all dues and assessments, including registration fees for conferences organized by the Society.

2.2.2 Emeritus/Emerita Member. Any person who has reached normal retirement age of 65 years old, and has been an Ordinary member of the Society for ten or more consecutive years, shall be eligible for Emeritus/Emerita membership. The dues for Emeritus/Emerita membership shall be established at the same rate as the Graduate Student/Postdoctoral Fellow membership.

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

2.2.4 Graduate Student/Postdoctoral Member. Any person who is interested in the discipline of microbiology, and who is, at the time of application for or renewal of membership, a bona fide full-time postgraduate student or post-doctoral fellow, shall be eligible for Graduate Student or Postdoctoral membership. His/her student status must be certified by his/her supervisor. The dues for Graduate Student/Postdoctoral membership shall be established yearly at the preceding annual general meeting on the recommendation of the Council. Upon request, microbiologists working in temporary, grant-supported research positions may be approved for membership at the Graduate Student/Postdoctoral rate, and would pay the applicable fees to attend the annual conference.

2.2.5 Undergraduate members. Any person who is interested in the discipline of microbiology, and who is, at the time of application of membership, a bona fide undergraduate student in a Canadian postsecondary institution will be eligible for membership at special discounted rate. His/her student status must be certified by a faculty member at that institution. The dues for Undergraduate membership shall be established yearly at the preceding annual general meeting on the recommendation of the Council.

2.2.6 Other members. Other types of membership may be instituted on the advice of the CSM Council, including, but not limited to, sustaining memberships or corporate memberships. Fees for such memberships will be suggested by the Executive and approved by Council.

2.3 NOMINATIONS AND APPLICATIONS FOR MEMBERSHIP

2.3.1 Honourary Membership. A nomination for Honourary membership shall be made in writing to the Secretary-Treasurer as per the established criteria in the Rules & Regulations. 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. An Honourary member shall be considered in good standing if he/she has complied with the By-Laws of the Society.

2.3.2 Emeritus/Emerita Membership. An application for Emeritus membership shall be made in writing to the Secretary-Treasurer. Upon meeting the criteria of Section 2.2.2. the member shall be granted Emeritus/Emerita Status. 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-line or on the form provided and submitted to the CSM Secretariat by mail or fax or through the on-line process on the CSM/SCM web site. 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/Postdoctoral Membership. An application for Student/Postdoctoral membership shall be made on the form provided or on-line and submitted to the Secretariat by mail or fax or through the on-line process on the CSM/SCM web site. The applicant must be certified as provided in By-Law 2.2.4 or 2.2.5. When the applicant has remitted the first year's dues, he/she shall be considered a Student/Postdoctoral member of the Society. A Student/Postdoctoral 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/Postdoctoral Fellow as provided in By-Law 2.2.4 or 2.2.5 and has paid his/her dues for the current year. A Student/Postdoctoral member in good standing may become an Ordinary member when he/she ceases to be a bona fide student or postdoctoral fellow by payment of the dues for Ordinary membership.

2.3.5 Other Types of Membership. Membership may be instituted on the advice of the CSM Council, including but not limited to sustaining memberships or corporate memberships. Fees for such memberships will be recommended by the Executive and presented to the Council for approval.

2.4 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 and paying his/her dues for the current year.

2.5 RULES OF CONDUCT, CENSURE AND EXPULSION. Any Emeritus/Emerita, Ordinary or Student/Postdoctoral member of the Society who has not paid his/her membership dues by June 30 in any year shall be removed from the mailing list of the Society. All members who are to be removed from the mailing list are notified in writing or by email by the CSM Secretariat or Secretary-Treasurer. Such persons may be reinstated if the outstanding dues are paid on or before December 31 of that year. A person wishing 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 the annual general 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 members.

3. OFFICERS AND COUNCIL

3.1 OFFICERS. The officers of the Society shall be the President, the immediate Past President, the First Vice-President, the Second Vice-President, the Secretary-Treasurer, and the Meetings Secretary. The officers of the Society, together with **the Post-Doctoral Representative** and Graduate Student Representative, shall constitute the Executive. The members of the Executive shall constitute the directors of the Society. 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 shall be elected annually. The Secretary-Treasurer, and the Meetings Secretary shall be elected every three years as provided in By-Law 4. The Post-Doctoral Representative and Graduate Student Representative shall be elected every two years. No person may hold the office of President for a term of more than one year, but it is admissible for an individual to serve more than once as President in his/her career. The Secretary-Treasurer and the Meetings Secretary shall be eligible for re-election. The Executive shall meet once per month from September until June, in person or by teleconference.

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. The President is an *ex officio* member of all Society committees and is the only person mandated to speak on behalf of the Society, unless this responsibility is delegated by the President.

3.2.2 First Vice-President. The First Vice-President shall assist in the planning of the annual conference of the Society in an advisory capacity to the Local Organizing Committee, as outlined in the Rules and Regulations. 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 officers, councilors, 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 of all monies and other valuable effects in the name of and to the credit of the Society as provided in By-Law 6.3 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 to ensure the taking of proper vouchers for such disbursements, and shall render to Council and to the Society at its annual general 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 other memberships 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 general meeting, may appoint a commercial firm to provide, under the supervision of the Secretary-Treasurer, professional management of the Society's business affairs, as outlined in the Society's Rules and Regulations.

3.2.5 Meetings Secretary. The Meetings Secretary shall maintain a repository of information pertaining to the financial and scientific planning and operation of the annual conference. 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 coordinating with the Local Organizing Committee to ensure timely printing of the Program and Abstracts for each annual conference.

3.2.6 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 from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, 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.

3.3 COUNCIL. Council shall consist of the members of the Executive, a number of Councilors equivalent to the number of section Chairs and Vice-Chairs which have been designated and approved by the Society, and Councilors-at-Large, representing the chairs of committees reporting to the Council and official representatives to international organizations. Councilors shall serve during their term of office in the respective positions. Council shall receive and forward to the Society at its annual general meeting reports and recommendations, and shall monitor activities of the officers, Executive, sections, committees, branches, and members. Councilors 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 the Executive, Councilors and Councilors-at-large shall begin and end at the close of the appropriate annual conference or as established by the Rules and Regulations.

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. 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. The section officers represent the interests of their constituents to the Executive and assist the LOC, Meetings Secretary and first Vice-President with the preparation of the scientific program for the annual conference and, in all other aspects of the Society.

4. NOMINATION AND ELECTION OF OFFICERS AND COUNCILLORS

4.1 NOMINATIONS. During the first quarter of each year, the Secretary-Treasurer will send out a call for nominations for election to open positions on the Executive and Council. This call for nominations will be posted to the Society web site, and mailed electronically to all members in good standing. The Second Vice-President and a new member of the CSM Award Committee (5.2.1.1) shall be elected each year, section Vice Chairs every two years, and the graduate Student Representative, Meetings Secretary, and Secretary-Treasurer every three years. Nominations for Section Vice-Chair shall originate from within each section. 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 April 1 or a later date agreed by the Executive.

4.2 ELECTION. Elections will be held using a suitable electronic ballot system, with details announced to the membership each year by electronic mail and by posting on the Society web site. Should electronic voting prove impractical in a given year, voting will be by a ballot mailed out to all members. Other issues requiring a vote of the entire membership, such as By-Law amendments (Section 11), will be voted on by the same procedure used for elections. 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, the candidate will be declared elected by acclamation. If there is only one nominee for each available position, an election will not be held in that year, and all such nominees will be declared elected by acclamation. A tie vote shall be decided by the majority of Council. A three-fourths majority of votes cast by the Council shall be required for the election of a candidate to Honourary membership, as provided in By-Law 2.3.1.

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

4.4 UNFILLED POSITIONS. If no nominees are found for any position that is normally filled by election, the President, on the advice of the Executive, will fill the position by appointment as provided in 4.3.

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 Executive shall appoint the chairs 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 conference. The chair of each committee shall submit to Council and to the Society at the annual general 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 annually for a three-year term. 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. The committee may seek outside expert advice on the evaluation of the nominees, particularly in cases where there is a potential conflict of interest with one of the committee members. Additional members recruited to aid in selecting a CSM Award winner should in the first instance be sought among former members of the committee.

5.3 NON-ELECTED STATUTORY COMMITTEES

5.3.1 Standing

5.3.1.1 Education and Careers Committee. The Education and Careers Committee shall consist of four or more members, including the chair or co-chairs, of whom at least two shall be Student./Postdoctoral 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 professional development and careers.

5.3.1.2 Committee on Meetings, Conferences and Workshops. The Committee on Meetings, Conferences and Workshops shall consist of the chair, who is appointed by the Executive for a three-year term, and other members as required. The Committee shall be responsible for initiating and scheduling annual conferences, 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.

5.3.1.3 Committee on Microbiology Undergraduate Education. The Committee on Microbiology Undergraduate Education shall consist of a chair and co-chair, who are appointed by the Executive for a three-year term. The chair and co-chair may add other members as required. The committee shall be responsible for initiating and scheduling the Forum on Microbiology Education (FOME) which is a workshop routinely held before or after the CSM annual scientific conference. The committee may also undertake other initiatives to promote and share impactful undergraduate teaching practices and to support current and future undergraduate microbiology educators.

5.3.2 Ad Hoc. The Executive reserves the right to establish *Ad Hoc* committees as necessary.

6. FINANCES.

6.1 AUTHORITY. The Secretary-Treasurer will submit to the Council and the Society at the annual general meeting a Statement of Revenue & Expenses from the prior year and the current year's budget for approval.

6.2 FISCAL YEAR. The fiscal year of the Society shall be from January 1 to December 31.

6.3 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.

6.3.1 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.

6.3.2 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, stocks or high interest savings 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.

6.3.3 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 conference 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.

6.4 REVIEWS OF FINANCIAL STATEMENTS AND AUDITS.

The Executive shall ensure that the books of the Society are reviewed after the end of each year by the Secretariat and the Secretary-Treasurer. The financial statements will be presented to the membership at each annual general meeting. The books will be fully audited or reviewed (for example in the form of a "Review Engagement" or other process acceptable to government standards) by a professional auditor at least once every two years. It is recommended that this audit be carried out annually.

7. 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.

8. MEETINGS AND QUORUM

8.1 ANNUAL CONFERENCE. There shall be an annual conference of the Society for the presentation of scientific papers, lectures and workshops. The annual general meeting will normally be held during the conference. At the discretion of Council, special meetings may be called. The time and location of each conference shall be established by Council at least one year in advance and announced to the Society.

8.1.1 QUORUM. Binding decisions for the Society shall be made by a simple majority of those members of the Society present at the annual general meeting. In the transaction of business by mail/email, all members shall be notified and the wish of the majority of respondents shall prevail.

8.2 COUNCIL MEETINGS. Council shall meet at least once each year, in conjunction with the annual conference. One-half of the Council, excluding those members of Council who are representatives to external organizations, shall constitute a quorum for the transaction of business.

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

9. 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 general 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.

10. BRANCHES

A regional 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.

11. 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. The Executive may propose revisions to the By-Laws from time to time to reflect changes in operating procedures of the Society, changes in technology, and responses to changes in Government requirements. If the amendment or revision is approved by Council, it shall be discussed at the next annual general meeting. The complete text of all amendments will be provided to all members in advance of the annual general meeting. If approved by the majority present at the annual general meeting, it shall then be submitted to the entire membership for approval on the next election ballot, or earlier if deemed necessary by Council. The amendment shall be considered adopted if approved by a two-thirds majority of the members voting.

12. 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 the Executive, with input from the Council. The Rules and Regulations will be reviewed each year by the Executive and recommendations for any changes will be made to the Council as appropriate.

13. DISSOLUTION

The Canadian Society of Microbiologists - Société Canadienne des Microbiologistes may be dissolved on the recommendation of Council and approved by 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