

## Constitution and By-Laws

**Purpose:** To foster research, teaching, preservation and discussion of the history of Canadian science and technology.

**Association Office:** The office of the Association shall be maintained by the Treasurer.

**Languages:** English and French shall be deemed the official languages for Association affairs.

### I. Membership

The Association is open to all those interested in the history of Canadian science and technology.

A. Anyone may join by application to the Treasurer, together with payment of the current fees as determined by the membership at a General Meeting of the Association.

B. Full-time students at institutions of higher learning may apply for *Student Membership* by providing evidence to the Treasurer of their full-time status. Student members have the rights and privileges of regular members.

C. Any member one year in arrears in fees shall be dropped from the Association's rolls.

D. Members who have contributed very substantially and for a prolonged period to the Association and/or to the History of Canadian Science and Technology may, on a written nomination by three (3) members in good standing and following the procedures outlined for constitutional changes in Section VI below, be granted *Honorary Membership*. Honorary Members, to a maximum number of three (3) at any given time, have the rights and privileges of regular members and have their annual membership fees waived.

### II. Officers of the Association

The business of the Association shall be directed and conducted by the Executive Committee.

A. The Executive Committee shall consist of seven (7) officers—a President, a Secretary, a Treasurer, the Editor of *Scientia Canadensis*, two (2) Directors, and a Student Representative—who shall together constitute the Executive Committee of the Association. The Past President shall be a non-voting, ex officio member of the Executive Committee. All Executive Committee

members must be members of the Association in good standing.

B. Officers, except the Editor, shall serve terms of two (2) years and may be re-elected one time in succession. The Editor's position is indeterminate but is subject to biennial review by the Association's Executive Committee. The President, Secretary and one Director will be elected in odd number years. The remaining officers will be elected in even numbered years.

*C. Duties of Officers*

1. The President shall preside over meetings of the Association and of the Executive Committee and be charged with the direction of the affairs of the Association.
2. The Secretary shall keep minutes of meetings of the Association and of the Executive and take charge of the official correspondence. The Secretary will distribute to the membership notice of meetings and any Letter Ballots as determined in section VI B—Letter Ballots.
3. The Treasurer shall be responsible for the financial affairs of the Association and shall maintain the official office of the Association.
4. The Directors and Student Representative shall assist and advise the other officers.

*D. Election of Officers*

1. Nominations for positions on the Executive Committee, that shall become vacant as provided for in Section II B, shall be solicited by the Executive Committee via the Secretary by 1 September of each year.
2. Nominations shall be received by a Nominating Committee consisting of at least two (2) members of the Association in good standing. Nominations must be received by 15 October. The Committee shall then prepare biographies and voting papers for mailing to the members of the Association if nominations for more than one candidate are received for a vacant position. If only one nomination for a position is received, the nominee shall be declared elected by acclamation.
3. The Secretary shall, by 1 November, mail to Association's members of record, the voting papers with instructions to return the voting papers by 30 November.
4. The marked voting papers shall be received by the Nominating Committee and shall be counted with at least one member of the Nominating Committee and a second member of either the Nominating Committee or the Executive Committee present when the ballots are opened. Officers shall be elected by simple majority vote. The results shall be reported to the Secretary by the Nominating Committee. The Secretary shall report the results to the Executive Committee and to the Membership.
5. Newly elected officers shall assume their positions on 1 January following their election and their term shall run for two (2) years or until they resign prior to the end of their term.

#### *E. Replacement of Officers*

Should the President resign or be unable to perform his/her office, he/she shall be replaced by a Director by vote of the Executive Committee. Should another officer resign or be unable to perform his/her task, the Executive shall appoint a replacement from among the members of the Association. The newly elected or appointed officer shall serve out the unexpired term of office of his/her predecessor.

### **III. Meetings**

A. There shall be at least one meeting of the Executive Committee in each year, a quorum for which shall be four (4) members of the Committee. The meeting may be held by electronic means (e.g. conference call, video teleconference).

B. There shall be at least one General Meeting of the membership in any two year period, at a time and a place to be fixed by the Executive Committee.

C. The General Meeting of the Association shall have full authority to set policy for the Association. A quorum shall consist of at least fifteen (15) members.

### **IV. Committees**

The General Meeting may create such standing or *ad hoc* committees as it deems necessary. Furthermore, the Executive Committee may also strike committees as it deems necessary. Unless otherwise specified by a vote of members at a General Meeting of the Association, the term of all committees and subcommittees, with the exception of the Executive and Editorial Committees, will end at the conclusion of the following General Meeting.

### **V. Financial Affairs**

A. The Treasurer shall collect fees, maintain the list of Association members, maintain the books and bank accounts and disburse funds of the Association.

B. The Treasurer shall provide a financial statement annually to all members of the Association.

C. All cheques issued by the Association shall require the signatures of the Treasurer and one other officer, usually the President.

D. The association's fiscal year shall be from the 1<sup>st</sup> of January.

### **VI. Changes to the Constitution and By-Laws**

All changes to the Constitution and/or By-Laws of the Association shall be made by a two-thirds

(2/3) majority vote of those members present and voting at a General Meeting. Twenty-five percent (25%) of the membership shall be deemed a quorum.

A. Proposals for amendment(s) of the Constitution may be made by any member of the Association in good standing but said proposals shall be in the hands of the Secretary at least sixty (60) days prior to a General Meeting. The membership shall be notified of the proposed amendment(s) at least thirty (30) days prior to the General Meeting at which they are to be voted on.

B. Letter Ballots on proposed amendment(s) of the Constitution may be called for by a two thirds (2/3) majority vote of those present and voting at a General Meeting. In such cases, the ballot, with explanatory text, shall be distributed to the membership by the Secretary within thirty (30) days following the meeting. The ballots shall be counted by two (2) tellers appointed by the General Meeting within ten (10) weeks of the meeting. A Resolution shall be considered accepted if it receives two-thirds (2/3) majority of letter ballots cast. The Secretary shall convey the results of the ballot to the membership.

#### **VII. Non-Profit Status**

The affairs of this Association shall be carried on without profit to the Association or to any of its members or officers.

#### **VIII. Affiliations**

The Association may enter into agreements with other organizations which share similar purposes and objectives and which will have benefits to the members of the Association.

Dated this 1<sup>st</sup> day of October 2005, in Ottawa, Ontario