
**CANADIAN BOTANICAL ASSOCIATION –
L'ASSOCIATION BOTANIQUE DU CANADA**

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

CANADIAN BOTANICAL ASSOCIATION – L’ASSOCIATION BOTANIQUE DU CANADA

(the “Corporation”)

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CANADIAN BOTANICAL ASSOCIATION – L’ASSOCIATION BOTANIQUE DU CANADA

(the “Corporation”)

WHEREAS the Corporation was granted Letters Patent by the federal Government of Canada under the *Canada Corporations Act* on the 21st day of June, 1979

AND WHEREAS the Corporation has applied for a Certificate of Continuance to be continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with Section 11.01 as follows:

SECTION I **INTERPRETATION**

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the board of directors of the Corporation.
- (d) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Director” means a member of the Board.
- (f) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.
- (g) “Officer” means an officer of the Corporation.

- (h) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (i) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (k) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “Section” means a Section of the Corporation approved by the Board in accordance with Section 9.01.
- (m) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II **FINANCIAL AND OTHER MATTERS**

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of May in each year.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the

Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Public Accountant and Level of Financial Review

The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.

2.05 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III **MEMBERS**

3.01 Classes and Conditions of Membership

There shall be one class of Members in the Corporation divided into the four subcategories described in Section 3.02. Membership in the Corporation shall be available only to individuals who support the Corporation's purposes and who have applied for and been accepted into Membership in the Corporation by the Board of Directors or in such other manner as may be determined by the Board of Directors.

3.02 Subcategories of Membership

The single class of Members shall be divided into subcategories for the purpose of assessing applicable Membership dues and privileges, as more particularly described below. Membership subcategories shall be as follows:

- (a) The *Regular Subcategory* of Membership shall consist of persons who pay full annual dues and have full privileges of the Corporation.
- (b) The *Student/Post-doctoral Subcategory* of Membership shall consist of individuals registered in undergraduate or post-graduate programs in botany, plant science, or biology at a recognized institution of higher learning or individuals who have a Ph.D. degree and are appointed to a lab to work for a limited duration.
- (c) The *Retired Subcategory* of Membership shall consist of individuals who have been in the regular subcategory for five (5) years or longer and have retired from formal professional employment. They retain all privileges of the regular subcategory but shall pay reduced annual dues. Individuals in the regular subcategory shall be automatically eligible for the retired category at the end of the Corporation's fiscal year in which they become qualified.
- (d) The *Life Subcategory* of Membership shall consist of individuals in the regular subcategory who have elected to pay a one-time fee. Individuals in the life subcategory retain all the privileges of a regular member but are released from the payment of annual dues.

3.03 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

3.04 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in sections 3.01 and 3.02;
- (c) the Member resigns by delivering a written resignation to the President in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Corporation in accordance with section 3.06;
- (e) the Member's term of membership expires, if any; or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

3.05 Membership Dues

The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within three (3) calendar months of the membership renewal date, the Members in default shall thereupon cease to be Members of the Corporation but may be reinstated, upon the sole discretion of the Board, upon payment of the dues that are owing.

3.06 Discipline of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be expelled or suspended from Membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no such written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

SECTION IV **MEETINGS OF MEMBERS**

4.01 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held no later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.03 Place of Meetings

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if the place is specified in the Articles or all of the Members entitled to vote at such meeting so agree.

4.04 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 4.05(b), and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under section 4.13.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the President or the President-Elect if the President is absent or unable to act. In the event that the President and the President-Elect of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, the quorum at any meeting of the Members shall be fifteen percent (15%) of the Members. If the quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if the quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members,

the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.11 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.12 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

4.13 Proposals at Annual Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal shall pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal is to be presented unless otherwise provided by Ordinary Resolution of the Members present at the meeting.

4.14 Resolution in Lieu of Meeting

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION V DIRECTORS

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers of the Corporation or be Officers or employees of the Corporation's affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Corporation. No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an "ineligible individual", as defined in the *Income Tax Act*, shall be a Director.

5.04 Composition of the Board

The Board shall be composed, as much as possible, of the following Directors:

- (a) One Director who shall be elected to the office of President;
- (b) One Director who shall be elected to the office of Past-President;
- (c) One Director who shall be elected to the office of President-Elect;
- (d) One Director who shall be elected to the office of Vice-President;
- (e) One Director who shall be elected to the office of Secretary;
- (f) One Director who shall be elected to the office of Treasurer;
- (g) One Director who shall be elected to the office of Webmaster;
- (h) One Director who shall be elected to the office of Editor of the Corporation's Bulletin;
- (i) Two Directors who shall be in the Student/Post-doctoral subcategory of Membership, one Director residing west of the Ontario/Manitoba border and one Director residing east of the Ontario/Manitoba Border; and

- (j) Up to six Directors-at-large, with at least two residing west of the Ontario/Manitoba border and two residing east of the Ontario/Manitoba Border

5.05 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of Directors elected to the office of President, President-Elect, Past-President, Secretary, Treasurer and the Directors at large shall be two (2) years.
- (c) The President shall not be eligible for election to a second term as President.
- (d) Directors elected to the offices of Secretary and Treasurer and the Directors-at-large shall be eligible for election to one successive second term of two (2) years. As much as possible these Directors shall be elected in rotation with the Secretary and one-half of the Directors-at-large being elected one year and the Treasurer and one-half of the Directors-at-large being elected the following year.
- (e) The term of office of the Directors in the Student/Post-doctoral subcategory of Membership shall be one (1) year and they shall be ineligible for election to a second term.
- (f) The terms of office of Directors elected to the offices of Webmaster and Editor of the Corporation's Bulletin shall be three (3) years and they shall be eligible for re-election to successive three (3) year terms without limitation.
- (g) The term of office of the Director who is elected to the office of Vice-President shall be one (1) year.
- (h) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

5.06 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.08, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.07 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.08 Removal

The Members may, by Ordinary Resolution passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.09 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.10 Executive Committee

Subject to the Act, the Board may appoint from their number an executive committee comprised of the Directors who are the President, President-Elect, Past-President, Vice-President, Secretary and Treasurer and delegate to the executive committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act and which are as follows:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act;
- (e) adopt, amend or repeal By-laws; or
- (f) establish contributions to be made, or dues to be paid, by Members under section 30 of the Act.

Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.11 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.12 Conflict of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect personal interest, gain or benefit.

(b) Disclosure

(i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

- (1) is a party to the contract or transaction;
- (2) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under Section 5.12(b)(i), any Director who has any material direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in Section 5.12(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

(c) Material Interest

In this Section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

(d) Procedure Where Disclosure

The Chairperson of Board meetings shall request any Director who has made a disclosure referred to in Section 5.12(b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect personal interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board.

5.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.14 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

SECTION VI
MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the

holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors determined in accordance with section 5.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

6.09 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent by registered mail or delivers it to the registered office of the Corporation.

6.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors. A resolution in writing can be done electronically, provided Section 270 of the CNCA is complied with which provides:

“Except with respect to a statutory declaration or an affidavit, a requirement under this Act or the regulations for a signature or for a document to be executed is satisfied in relation to an electronic document if the prescribed requirements, if any, pertaining to this section are met and if the signature results from the application by a person of a technology or a process that permits the following to be proven:

- (a) the signature resulting from the use by the person of the technology or process is unique to the person;
- (b) the technology or process is used by the person to incorporate, attach or associate the person’s signature to the electronic document; and
- (c) the technology or process can be used to identify its user.”

SECTION VII
OFFICERS

7.01 Election and Appointment

The Corporation shall, at each annual meeting, elect Directors as required to fill the offices of President, Past President, President-Elect, Vice-President, Secretary, Treasurer, Webmaster, and Bulletin Editor. The Board may also designate other offices, appoint Officers and specify their duties.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** - The President shall be the Chief Executive Officer of the Corporation; shall preside at all meetings of the Board and the Members; shall have the general and active management of the affairs of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; and shall be custodian of the seal of the Corporation.
- (b) **The Past-President** – The Past-President shall be a Director who has most recently completed a term of office as President. The Past-President shall perform such duties as shall from time to time be directed by the Board.
- (c) **The President-Elect** – The President-Elect shall in the absence or disability of the President, perform the duties and exercise the powers of the President; shall perform such other duties as shall from time to time be requested by the President or directed by the Board; and shall originally have served a term as a Director or have given equivalent service elsewhere in the Corporation (e.g. as an officer of a Section).
- (d) **Vice-President** - The Vice-President shall chair the program component of the Annual General Meeting and appoint members of the program and local organization committee.
- (e) **Secretary** - The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; the Secretary will serve to receive, catalogue and maintain records and correspondence of the Officers,

Board, Members meetings, programs, abstracts, histories, photographs and any other form of archival material about the association.

- (f) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (g) **Editor of the Bulletin** – The Editor of the Corporation's Bulletin shall maintain a publication which is presently called the CBA/ABC Bulletin.
- (h) **Webmaster** - The Webmaster of the Corporation shall maintain the website of the Association up-to-date.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Succession of Office

The following shall apply with regard to succession of the following officers after they have completed their respective terms of office and provided they have indicated a willingness to be re-elected as Directors of the Corporation and have been so elected in accordance with Section 5.05.

- (a) The President shall automatically become the Past-President.
- (b) The President-Elect shall automatically become the President; provided that if the office of President falls vacant for any reason, the vacancy shall automatically be filled by the Board by the President-Elect who shall continue as President for the remainder of that term.

SECTION VIII **NOTICES**

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of

notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or

- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.05 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION IX **SECTIONS OF THE CORPORATION**

9.01 Establishment of Sections

The Board may establish by resolution Sections for Members which focus on various botanical disciplines and subjects. The Corporation presently has the following Sections: Ecology Section, Mycology Section, Plant Development Section, Systematics and Phytogeography Section and a Teaching Section.

9.02 Section Rules

- (a) The Sections are a means through which the Corporation operates and accomplishes its charitable purposes.
- (b) The Sections shall be directly subject to the By-laws, Articles, Section Rules and Operating Policies of the Corporation.
- (c) The name of each Section shall be "The _____ Section of the Canadian Botanical Association /L'Association Botanique du Canada"
- (d) A Member may belong to one or more Sections according to interest.
- (e) The Sections shall report to the Board and provide the Board with an annual report of its activities.
- (f) The Board of Directors may enact such other rules and regulations relating to the membership, organization, function, name and method of operation of Sections as it may deem to be appropriate. The Board shall ensure that each Section is provided with a copy of the Section Rules as they may be amended from time to time.

9.03 Regulation of Section Affairs

A Section may engage in activities and adopt policies for the management of its affairs which are not inconsistent with the Articles, By-laws, Operating Policies or Section Rules

of the Corporation. However, nothing herein shall be construed as giving to a Section, the power and authority to:

- (a) contract a loan, open a line of credit or bank account or issue a guarantee without the prior approval of the Board;
- (b) make any expense or disbursement, or incur any contractual liability which is in excess of the amounts approved by the Board from time to time; or
- (c) to represent or act on behalf of the Corporation in any manner or with respect to any issue, except with the approval of the Board or as may be provided in the Section Rules.

9.04 Governing Documents

Any constitution, bylaws, guidelines or other similar document of a Section shall be subject to the approval of the Board or of an officer designated by the Board. Such documents shall contain any provisions deemed necessary by the Board (as provided by the Section Rules) having regard to the role of Sections as extensions of the Corporations, including but not limited to provisions dealing with:

- (a) the objects of Sections;
- (b) dissolution of Sections;
- (c) suspension of the operations of Sections by the Board; and
- (d) a restriction on any amendment or repeal of the constitution and/or bylaws of Sections without the approval of the Board.

9.05 Suspension or Dissolution by Board

A Section may be suspended or dissolved by the Board, if the Section:

- (a) fails to comply with or meet the requirements set out in the Corporation's Articles, Bylaws, Operating Policies or Section Rules;
- (b) carries out any conduct which, in the opinion of the Board, is detrimental to the interests or reputation of the Corporation; or
- (c) for any other reason which the Board considers to be sufficient cause to suspend or dissolve the Section.

The Section chair shall be notified regarding any decision of the Board to suspend the operations of the Section. Prior to dissolving a Section, the Board shall give the chair of the Section the opportunity to be heard and to explain the Section's conduct. If the Board still considers such infraction to be of such a serious nature as to warrant dissolution, the Board may proceed to dissolve the Section. The Board shall notify each member of the

Section regarding such dissolution within fourteen (14) days after it has passed a resolution dissolving the Section.

The Board shall communicate to the members of a disbanded Section such closing details as the Board considers pertinent, including an explanation about the disposition of any Section assets/liabilities, and suggestions about alternative Section membership opportunities.

A Section may also be dissolved upon the vote of two-thirds (2/3) of the members of the Section and such decision shall take effect after the same is approved by resolution of the Board.

9.06 Obligations on Dissolution

Upon dissolution of a Section, the Section shall comply with the provisions contained in the Section Rules, as well as the following directives:

- (a) all usage of the Section name and Corporation's trade-marks shall immediately cease;
- (b) the Section shall return all materials which have been provided by the Corporation to the Section;
- (c) the Section shall destroy (or return to the head office upon request) all letterhead and other similar material on which the name of the Institute appears; and
- (d) the Section shall immediately comply with all financial and other directives provided by the head office of the Corporation, including the provision of all financial information regarding the affairs of the Section.

SECTION X
ARTICLES AND BY-LAWS

10.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

10.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

10.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

SECTION XI
EFFECTIVE DATE

11.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Continuance of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Corporation this 18 day of June, 2014.


Chair of the Board


Secretary

APPROVED by the Members of the Corporation this 18 day of June, 2014.


Secretary

