

CAN-ACN Bylaws Amended May 2008

Tuesday, 05 August 2008

CANADIAN ASSOCIATION FOR NEUROSCIENCE

ASSOCIATION CANADIENNE DES NEUROSCIENCESBYLAWS -1988, Amendments: 1992, Mar. 30 ; Sept. 7 - 1995, Nov. 30 ; 2008, May 26

1.0 DEFINITIONS:

In these Bylaws, the following definitions shall apply;

a) Association: Association or Corporation shall mean the Canadian Association for Neuroscience (CAN/ACN) as incorporated under The Canada Corporations Act.

2.0 HEAD OFFICE:

The head office of the Corporation shall be located in the City of Saskatoon, in the Province of Saskatchewan, or such other place as may be determined by the Board of Directors, but subject always to Section 24 of the Canada Corporations Act.

3.0 SEAL:

a) Form: The seal of the Corporation shall be in the form impressed hereon;

b) Custody: The seal shall be kept in the custody of the Secretary and shall be affixed to documents signed on behalf of the Corporation by a person or persons specifically or generally authorized to sign on behalf of the Corporation.

4.0 EMBLEMS:

The corporation may select and appropriate such emblems as it may see fit and determine by whom and how the same may be used.

5.0 MEMBERSHIP:

a) The Association shall be composed of Members, Honorary Members, Emeritus Members, Student Members and Corporate Members.

b) Member - a person who has conducted research, who has published papers in scientific journals and who is actively engaged in investigation, teaching or other form of scholarship in any of the fields which constitute the neurosciences shall be eligible for membership.

c) Honorary Member - a person who has rendered distinguished service to neurosciences shall be eligible for Honorary Membership. It shall be the responsibility of the Executive from time to time to recommend to the Association suitable candidates for Honorary Membership. Such candidates shall become Honorary Members by a majority vote of the Membership at its Annual Meeting.

d) Emeritus Member - a member who has retired from active employment shall be eligible for an Emeritus Membership. Anyone who wishes to be so designated shall apply in writing to the Secretary. Upon approval of the Executive, the Member's status shall be transferred to Emeritus status.

e) Student Member – MSc and PhD students and postdoctoral fellows in the neurosciences who have not yet had the opportunity or time to satisfy their requirements for full Membership and research assistants, and teachers in the neurosciences possessing a University Degree or its equivalent, shall be eligible for Student Membership. When student members become eligible for Full membership, they may apply for Full Membership if they wish to remain in the Association. Under normal circumstances, tenure of Student Membership shall not exceed 7 years prior to attaining a doctoral degree and five years thereafter as a postdoctoral fellow, but may be renewed upon application. The Executive shall review the list of Student Members annually to ensure that this restriction is observed. Student Members who are considered, in the absolute discretion of the Executive, to be in breach of this provision shall be notified by the Secretary and must act on the notification prior to the next Annual General Meeting of the Association or their membership shall be terminated.

f) Corporate Member - any organization, society, industry, company or foundation which has an interest in, or association with neuroscience shall be eligible for corporate membership. (see attached document)

5.01 PRIVILEGES OF MEMBERSHIP:

Members, Honorary Members and Emeritus Members, but not Student Members or Corporate Members, shall have the right to vote at any duly constituted business meeting of the Association and shall have the right to hold office in the Association.

At any scientific meeting arranged by the Association, Members, Honorary Members and Emeritus Members only shall be eligible to submit or sponsor communications.

Regular members in good standing can post adds for positions on the CAN web site free of charge. The add information should be sent to the CAN secretary (jsbains@ucalgary.ca).

5.02 ELECTION TO MEMBERSHIP:

Nominations - Applications for membership shall be submitted to the Secretary. The secretary will require notification from one member that they are personally acquainted with the applicant and can vouch for eligibility of the proposed member. Membership in the Society for Neuroscience shall also be accepted as evidence of eligibility for membership in CAN/ACN.

5.03 PAYMENT OF DUES:

Upon election to membership, student membership or corporate membership, an individual or corporation shall be entitled to the benefits of membership only upon payment of yearly membership dues or fees as specified by the Board of Directors. Payments will be due each year on January

1. After nonpayment of the annual dues for 5 months, members will be considered lapsed and privileges of membership will be lost until payment of annual dues is received. In the case of an individual or corporation whose application for membership has been approved but annual payments have not been made they shall have two years from the date of their election to pay their membership dues and take up full benefits of membership in the Association. After this time, the election to membership shall be deemed null and void and the applicant shall be so notified in writing by the Secretary. In the case of an individual/corporation who has not paid annual payments for two years their membership shall be deemed null and void and the applicant shall be so notified in writing by the Secretary. In the case of corporate members they shall pay an annual fee which shall be set by the Board of Directors from time to time.

6.0 PURPOSE OF THE ASSOCIATION:

The purpose of the Association shall be:

- (a) To promote communication among neuroscientists throughout Canada.
- (b) To represent the interests of Canadian neuroscientists at national and international levels.
- (c) To promote research in all disciplines contributing to the understanding of the nervous system.
- (d) To contribute to the advancement of education in the Neurosciences;
- (e) To provide for and assist in the dissemination to the general public of the results of current Neuroscience research and its significance in relation to health and disease.
- (f) To raise funds and to provide income for the above purposes.

6.0 ANNUAL SCIENTIFIC MEETING

The directors and executive will normally arrange for an annual scientific meeting of the association. This meeting will normally be the site of the directors/executive meeting and the AGM of the association. Local organizing committees and program committees will be appointed by the directors..

7.0 BOARD OF DIRECTORS:

Between meetings of the members of the Corporation, the general control and direction of the Corporation shall be vested in a Board of Directors.

7.01 DELEGATIONS OF POWERS:

The delegation of powers permitted by the Canada Corporations Act and these Bylaws shall be deemed automatic and need no further authorization.

7.02 POWERS AND FUNCTIONS:

It shall be the responsibility of the Board of Directors and the Board shall have the authority to ensure that the functions of the Corporation as defined in Section 6 of these Bylaws are performed.

7.03 COMPOSITION:

The Board of Directors of the Corporation shall be composed of:

- a) The President
- b) The Past President
- c) The Vice President (President-Elect).
- d) The Secretary
- e) The Secretary-Elect.

- f) The Treasurer
- g) The Treasurer-Elect.
- h) Directors at large (minimum of 3 and maximum of 15).
- i) Advocacy Officer

7.04 ELECTION AND TERM OF OFFICE:

The officers of the corporation are elected along with the other Directors at the Annual Meeting and in such a way as to permit the President to serve as Vice President (i.e. President-elect) for two years, President for two years, and Past President for two years.

Other members of the Board of Directors including the secretary and treasurer shall hold office for a three year term. Retiring members shall not be eligible for re-election during the year in which they retire.

The treasurer elect and secretary elect shall hold their positions for one year prior to assuming their status as treasurer or secretary.

A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

The term of appointment of the advocacy officer is normally 3 years but this can be extended or terminated at the discretion of the board of directors

7.05 MEETINGS:

The Board of Directors shall meet at least once during each year. Normally, there will be one meeting in conjunction with the annual SfN meeting and another in conjunction with the Annual Scientific meeting of the Association. The meetings will be chaired by the President of the Association.

7.06 SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by the Secretary on the order of the President, or at the request of any two members of the Board of Directors.

7.07 NOTICE OF MEETINGS:

Notice of any meeting of the Board shall be given to each member of the Board at least twenty-one (21) days prior to the meeting. Meetings may be held without notice if all members of the Board consent. A meeting may be held immediately following an annual meeting of the Corporation without any notice.

7.08 VOTING POWER:

Each member of the Board of Directors shall have one vote.

7.09 MAJORITY DECISION:

All decisions of the Board of Directors shall require the support of the majority of those present and entitled to vote at the meeting. In the case of tie the Chair shall have a casting vote.

7.10 A Director may, if all the Directors of the Corporation consent, participate in a meeting of Directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

7.11 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or Committee of Directors is as valid as if it has been passed at a meeting of Directors or Committee of Directors. A copy of every resolution so passed shall be kept with the minutes of the proceedings of the Directors or Committee of Directors.

7.12 REMUNERATION:

All members of the Board of Directors and committees shall serve without remuneration but shall be entitled to be reimbursed for expenses reasonably incurred,

7.13 REMOVAL FROM OFFICE:

Members of the Board of Directors who are elected by the members of the Corporation may be removed from office by a resolution passed by two-thirds (2/3's) of the members of the Corporation present at a meeting called to consider the same. The members of the Corporation may fill the vacancy so created. Any person so appointed shall hold office until the next annual meeting of the members of the Corporation.

7.14 RESIGNATION OR DEATH:

If an elected member of the Board of Directors should resign, die or otherwise cease to act, the Board may fill the vacancy so created. Any member so appointed shall hold office until the next Annual Meeting of the members of the Corporation.

8.0 EXECUTIVE COMMITTEE:

8.01 There shall be an Executive Committee of the Board of Directors to facilitate the business of the Corporation.

8.02 COMPOSITION:

The Executive Committee shall be composed of the following officers elected annually by the Membership from the complement of the Board of Directors:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Treasurer.

8.03 POWERS AND FUNCTIONS:

The Executive Committee shall report to the Board of Directors. It may take action at any time in relation to any matter of any nature within the power and authority of the Board of Directors which requires attention before the date of the next meeting of the Board. Such action shall not involve any change of policy or the authorization of expenditures of an extraordinary nature.

8.04 A member of the Executive Committee may resign by delivering a notice in writing to that effect to the Board of Directors and the Board shall fill the vacancy so created.

9.0 OFFICERS:

9.01 DUTIES OF THE PRESIDENT:

The President of the Corporation shall preside at all meetings of the members, the Board of Directors and the Executive Committee.

The President shall take initiative to call the required meetings of the Executive Committee, Board of Directors, and Corporation.

The President shall be an ex officio member of all committees with the exception of the nominating committee.

The President shall establish sub-committees of the Board of Directors or designated individuals as necessary to examine specific issues of concern to the Association. Reports of such sub-committees shall be presented initially by the President to a meeting at the Board of Directors or Executive Committee.

9.02 DUTIES OF THE VICE-PRESIDENT:

In the absence or inability of the President, the duties of the President may be performed by the Vice-President.

The Vice-President shall also perform such other duties as may be determined by the Board of Directors.

9.03 DUTIES OF THE SECRETARY:

The Secretary shall ensure that:

- a) Notice is given of all meetings to the members of the Corporation and to the Board of Directors;
- b) Minutes of the proceedings of the members and of the Board of Directors are taken and maintained;
- c) The membership roll of the Corporation is kept;
- d) The seal, books and record of the Corporation are kept safely.
- e) Membership applications are appropriately evaluated
- f) Conduct elections for new board members
- g) Student travel competitions for SfN and CAN-CAN meetings are organized
- h) That an association newsletter is prepared and distributed 3 times per year
- i) the website is regularly updated to present activities, plans and deadlines for the association
- j) that unpaid members are promptly reminded of their status

9.04 DUTIES OF THE TREASURER:

The Treasurer shall ensure that:

- a) Full and accurate books of account are kept showing all receipts and disbursements of the Corporation and the assets and liabilities of the Corporation;
- b) All money is deposited to the credit of the Corporation and that other valuables are held in safekeeping;
- c) The funds of the Corporation are expended in accordance with the direction of the Board of Directors;
- d) An account is kept of all transactions of the Corporation and of its financial position, together with such additional

information as may be required to prepare an annual report in accordance with the laws applicable to the Corporation.

9.05 DUTIES OF THE ADVOCACY OFFICER

The advocacy officer shall be responsible for all advocacy efforts by co-ordinating with potential donors and potential recipients of our advocacy funds

10.0 NOMINATION COMMITTEE:

10.1 COMPOSITION:

The Nominating Committee shall consist of Five (5) Members elected by a majority vote of members present at the Annual Meeting. The Nominating Committee shall be chaired by the Past President of the Association.

10.02 DUTIES:

The Nominating Committee shall prepare a slate of members for election to the Board of Directors, for Officers of the Corporation and for Auditors for nomination at the next Annual Meeting of the members of the Corporation.

The Nominating Committee should ascertain and ensure the willingness of members nominated for election to stand for office.

10.03 TERM OF OFFICE:

The members of the Nominating Committee shall hold office for a two year term, concluding at the end of the next annual meeting following their election.

10.04 Notwithstanding the provisions of this section, members shall be entitled to put forward other names in nomination for election to the Board of Directors or as Officers of the Association. Nominations shall be signed by Five (5) members of the Association and shall be forwarded to the Secretary at least Two (2) months before the annual meeting of the membership or within Two (2) weeks of the announcement of the report of the nominating committee, whichever is later.

10.05 ELECTION:

For any vacancies on the Board of Directors or for any appointments of Officers of the Corporation for which more than one nomination has been received, the Secretary shall provide a list of candidates to each member at least Two (2) weeks before the annual meeting of the Association. Voting shall be conducted before the annual meeting using an online system organized through the web site for CAN-ACN. The result of the election shall be announced at the Annual Meeting.

11.0 MEETING OF THE MEMBERS:

11.01 VOTING BODY AND REPRESENTATION:

At any meeting of the members of the corporation, each member, Honorary Member, and Emeritus Member shall be entitled to one vote. Meetings are normally chaired by the President of the Association.

11.02 DECISION BY MAJORITY VOTE:

Except where the Canada Corporations Act otherwise provides, all decisions of the members of the Corporation shall require the affirmative vote of a majority of those present and entitled to vote at the meeting. In the event of a tie, the Chair of the meeting shall have a casting vote.

11.03 NOTICE:

Notice of the time and place of each meeting of the members of the Corporation shall be sent to them at least Forty-Two (42) days prior to the meeting.

11.04 ANNUAL MEETING:

An annual meeting for the transaction of the business of the Corporation shall be held in each year at a time and at a place to be set by the Board of Directors.

11.05 ORDER OF BUSINESS:

The order of business at an annual meeting shall be determined by the Board of Directors prior to the opening of the meetings and shall include:

- a) Consideration of reports of the activity of the Corporation for the year most recently concluded;
- b) Election of members to the Board of Directors as referred to in Section 7.03 of these bylaws;
- c) Election of Officers to the Corporation;
- d) Election of a Nominating Committee;
- e) Appointment of auditors for the ensuing year;
- f) Consideration of such other business as may come before the meeting.

11.06 SPECIAL MEETINGS:

Special meetings of the members of the Corporation may be called by the Board of Directors and shall be called by the Board within sixty (60) days of the receipt by the Secretary of a requisition of any Five Members in good standing. In every such requisition and in the notice of such meeting a statement shall be made of the purpose for which such a meeting is called. No business other than that mentioned in the notice called the same shall be transacted at such meeting.

12.0 COMMITTEES:

12.01 The Board of Directors may at any meeting constitute such committees to deal with any continuing or temporary matter and shall appoint the members thereof or provide for their appointment.

12.02 RULES OF PROCEDURE:

Except as otherwise provided, all committee members shall be entitled to one vote and other rules of procedure for meetings of committees shall be established by the committee itself.

12.03 DECISION BY MAJORITY VOTE:

At meetings of committees all decisions shall require the affirmative vote of a majority of those present and entitled to vote at the meeting.

12.04 REMOVAL FROM OFFICE/VACANCIES:

The members of the Board of Directors may at any time remove any member of a committee from office and may fill any vacancy so arising. Any committee member so appointed shall hold office until the next annual meeting of the members of the Corporation.

13.0 QUORUM

The following shall constitute a quorum for the transaction of business at all meetings.

13.01 At all meetings of the members of the Corporation the quorum shall be 5% of the membership or Fifteen (15) members whichever is the greatest present and entitled to vote at such meeting.

13.02 At all meetings of the Board of Directors and committees, the quorum shall be One Half (1/2) plus One (1) of those entitled to vote at such meetings.

14.0 FUNDING:

The Corporation shall have the authority to fund its activities, services and programs by such means as it deems appropriate including, but not limited to, the authority to require payment of an annual fee by the members.

15.0 FINANCIAL ARRANGEMENTS:

15.01 FISCAL YEAR:

The financial year of the Corporation shall end on the 31st day of December in each year.

15.02 AUDITORS:

An auditor or auditors shall be appointed at every annual meeting of the members of the Corporation. A vacancy may be filled by the Board of Directors. An annual audit of the books of the Corporation shall be made as soon as possible after the close of the fiscal year for presentation at the next annual meeting.

15.03 BANK ACCOUNTS:

All monies received by the Corporation shall, promptly following their receipt, be deposited to the credit of the Corporation in a Canadian chartered bank or trust company designated from time to time by the Board of Directors.

15.04 SIGNING OFFICERS:

Cheques drawn by the Corporation shall be signed by such persons as are designated by the board of Directors.

16.0 SIGNATURE OF DOCUMENTS:

All contracts, documents or instruments in writing requiring the signature of the Corporation shall be signed by any two of the President, Vice-President, Secretary and Treasurer, or by such other person or persons as may be specifically designated by the Board of Directors.

17.0 REGULATIONS:

The Board of Directors may enact and enforce regulations regarding the management and operation of the Corporation, and such regulations shall be consistent with these bylaws.

18.0 INDEMNIFICATION OF DIRECTORS & OFFICERS:

18.01 Every member of the Board of Directors of the Corporation and the member's heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

a) All costs, charges and expenses whatsoever that are sustained or incurred in or about any action, suit, or proceeding that is brought, commenced or prosecuted against a member for or in respect of any fact, deed, matter, on or about the execution of the member's duties of his or her office;

b) All other costs, charges and expenses that the member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges and expenses as are occasioned by the member's own willful neglect or default.

18.02 The members of the Board of Directors, officers and members of all committees and each of them and each of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any of their heirs, executors or administrators shall or may incur or sustain by or by reason of the performance of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

18.03 The foregoing rights to indemnification contained in this bylaw shall not be exclusive of, but shall be in addition to other rights to which such members of the Board of Directors, officers and members of all committees may be entitled as a matter of law.

19.0 AMENDMENTS TO BYLAWS:

Amendments to these bylaws requires previous notice (in writing to the full membership, or at the annual business meeting) and two-thirds vote of those voting at the annual business meeting, a quorum being present. No repeal or amendment of such Bylaws shall be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

20.0 EDITING:

Whenever amendments are made to the Bylaws consequential editorial changes may be made to the bylaws or rules where required.

21.0 INTERPRETATIONS:

Whenever the context requires, a singular term shall include the plural and any reference to the masculine or feminine gender shall include the other gender.

22.0 REVIEW OF BYLAWS:

Bylaws of the Corporation shall be reviewed by a Bylaws Committee struck by the Board of Directors not less frequently than every third year.

23.0 NON PROFIT:

The activities of the Association shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its purposes.

24.0 DISSOLUTION OF THE ASSOCIATION:

In the event of the dissolution or termination of the Association, all assets of the Association shall pass forthwith to such organization or organizations qualified for exemption under paragraph 110(1) (a or b) of the Income Tax Act.