

# CONSTITUTION

Last updated: 26 May 2022

## Article 1

Name: The name of the society shall be the BIOPHYSICAL SOCIETY OF CANADA.

## Article 2

Purpose: The purpose of the BIOPHYSICAL SOCIETY OF CANADA is to encourage development, study and dissemination of knowledge in biophysics.

## Article 3

Membership: Membership in the BIOPHYSICAL SOCIETY OF CANADA shall be open to persons who share the stated purpose of the Society and who have appropriate education, research, or practical experience in biophysics or in an allied scientific field.

## Article 4

Bylaws: The provisions of the Constitution of the BIOPHYSICAL SOCIETY OF CANADA shall be carried out in accordance with the current Bylaws of the Society.

## Article 5

Executive: There shall be an Executive responsible for the management and control of the Society. The composition of the Executive shall be determined in the Bylaws. Only members in good standing shall be eligible for service on the Executive.

## Article 6

There shall be a Board of Directors, responsible to the Executive, which shall have general charge of the affairs of the Society in the interval between Executive meetings. It shall consist of the Officers of the Society: the Officers shall be the President, Vice-President, Membership Director and Treasurer. The Officers must be members in good standing. Officers are elected in accordance to the Bylaws.

## Article 7

Affiliations: The Society is empowered to affiliate with other organizations, in accordance with the purpose of the Society, under terms laid out in the Bylaws.

## Article 8

Amendments to the Constitution: Amendments may be initiated by individual members of the Executive or by a petition to the Executive signed by six members of the Society. Amendments must be approved by a two-thirds majority of the Executive, must then be discussed at a subsequent business meeting of the Society and must finally be ratified at this business meeting by two-thirds of those members of the Society voting.

## Article 9

Dissolution: Dissolution of the Society for any cause shall be initiated by individual members of the Executive or by a petition to the Executive signed by six members of the Society. Such motion or petition must be approved by two-thirds majority of the Executive, must then be discussed at a subsequent business meeting of the Society and must finally be ratified at the business meeting by two-thirds of those members of the Society voting. Dissolution must be in accordance with the applicable regulations of the Canadian Taxation Act.

All funds and other assets of the Society, including rights to funds, present or future, contingent or actual, shall be irrevocably assigned and transferred to any successor society which has among its principal purposes the encouragement, development, and dissemination of knowledge in the biological or physical sciences, and has qualified as a tax-exempt organization. Such activities or any amendments thereto need not be the only purpose of the successor society.

The selection of the successor society must be approved by a two-thirds vote of the Executive and named in the Executive's minutes and its Articles of Dissolution, but need not be named in the motion of petition for dissolution. At the discretion of the Executive, the naming of the selection may be included in the ballot submitted to the membership for ratification.

# BYLAWS

Last updated: 26 May 2022

## I. MEMBERSHIP

### 1. Types of Members

The Society shall consist of Fellows, Regular Members, Corporate Members, Student/Postdoctoral Members, Emeritus Members and Undergraduate Members. Final decisions on membership are the responsibility of the Executive.

1a. Fellows. Any person who has rendered an exceptional contribution to biophysics or related branches of science shall be eligible for election as a Fellow.

1b. Regular Member. Any person who is interested in furthering the objects of the Society is eligible for Regular membership. Regular Members in good standing have the right to vote and hold office.

1c. Corporate Member. Any company or organization interested in the objects of the Society may apply for Corporate Membership. Corporate Members may designate one delegate, who may vote but may not hold office or serve on committees, in their capacity as delegate of the Corporate Member.

1d. Student/Postdoctoral Member. Any person who is interested in furthering the objects of the Society and who is, upon application for membership, a bona fide graduate student in a recognized educational establishment or postdoctoral fellow, is eligible for Student/Postdoctoral membership.

1e. Emeritus Member. Any person who is interested in furthering the objects of the Society and who is retired is eligible for Emeritus membership. Emeritus Members in good standing have the right to vote and hold office.

1f. Undergraduate member. Any person who is interested in furthering the objects of the Society and who is, upon application for membership, a bona fide undergraduate student in a recognized educational establishment is eligible for Undergraduate membership.

1g. Other categories. The Executive may establish other categories of membership as it sees fit.

### 2. Nomination and Election to Membership

2a. Fellows. The nomination of a Fellow shall be made in writing to the Chair of the Awards Committee. The nomination will consist of a one page cover letter from the nominator, a current CV of the nominee, and two supporting letters from arms-length biophysicists different from the nominator. The nominator must be a member in good standing. The proposed nomination shall be laid before the Awards Committee, which shall have absolute discretion to elect the person named as a Fellow or to reject the proposal. The Awards Committee will submit its recommendation to the Executive, who must approve the recommendation by a two thirds majority. The Executive is under no obligation to disclose the reasons for its decision.

The Awards Committee will consist of at least three members, two of which, including the Chair, must sit on the Executive. The Chair of the Awards Committee is appointed by the Executive. The Awards Committee may include current Fellows of the Biophysical Society.

2b. Regular membership. Applicants for Regular membership shall apply on the forms provided. The Member shall be considered to be in good standing if they have complied with the By-Laws of the Society and have paid their dues for the current calendar year.

2c. Corporate membership. An application for Corporate membership shall be made in writing and submitted to the Executive for approval.

2d. Student/Postdoctoral membership. Applicants for Student/Postdoctoral membership shall apply using the forms provided. A Student/Postdoctoral Member shall be considered in good standing if they have complied with the By-Laws of the Society, have paid their dues for the current year, and continue to be registered as a student/postdoctoral fellow. If they cease to be a student/postdoctoral fellow, their student/postdoctoral membership will expire at the end of the current calendar year.

### 3. Termination of Membership

3a. Resignation. Any member in good standing may submit their resignation in writing to the Membership Director of the Society. A member who has resigned in good standing may again become a member by notifying the Membership Director and paying their dues for the current year.

3b. Removal from Register. The Executive may remove any member from the Society whose payment of dues is in arrears, in accordance with the provisions of Bylaw III section 2.

3c. Reinstatement. Any member who has been removed from the register for non-payment of dues may be reinstated by the Membership Director on payment of dues for the current year.

## II. MEETINGS

### 1. Annual Meeting of Members

The annual meeting of members shall be held at such time and on such day in each year as the Executive determines. The annual meeting of members is held to elect Executive Members/Officers, update members on the status of the society, and to transact other business properly brought before the meeting.

### 2. Special Meetings

The Executive may at any time call a special meeting for the transaction of business other than the approval of financial statements, auditors report, etc.

### 3. Place of Meetings

The annual meeting of members will normally be held during the annual scientific meeting of the Society. Special meetings of the Executive shall be held online or at a place in Canada selected by the Executive.

### 4. Notice of Meetings

Notice of the time and place for the annual meeting of members shall be advertised no less than 21 days and no more than 50 days before the date of the meeting. The annual meeting of members will normally be advertised in the program for the annual scientific meeting of the society. The Executive should convey any special resolution to be discussed at the annual meeting of members no less than 21 days and no more than 50 days before the date of the meeting.

## EXECUTION OF DOCUMENTS

### 1. Signing Officers

Deeds, transfers, assignments, contracts and obligations of the Executive may be signed by the President or the Vice-President together with the Membership Director or Treasurer. Notwithstanding this, the Executive may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations may be signed.

## III. FINANCES

### 1. Fiscal Year

Unless otherwise ordered by the Executive, the fiscal year of the Society shall begin on 1 August and will terminate on July 31<sup>st</sup> of the following year.

2. Membership Dues

Membership dues will be determined by the Executive.

Annual dues are payable on January 1<sup>st</sup>, although they may be submitted at any time. Members who have not paid will be notified.

IV. OFFICERS

1. Types of Officers

The Officers of the Society shall be the President, Vice-President, Membership Director and Treasurer. All Officers will be elected in accordance with the Bylaws.

2. Remuneration

Officers shall receive no remuneration for acting as such.

3. Duties of the Officers

3a. President. It shall be the duty of the President to preside over the annual meeting of the Society, to serve as chair of the Executive, to appoint and charge, with the approval of the Executive, the chair and members of all committees of the Executive except the nominating committee, and to carry out other activities usually pertaining to the office.

3b. Vice-President. The Vice-President shall serve in the place of the President in their absence. The Vice-President will normally succeed to the Presidency when the office becomes vacant. The main duty of the Vice-President is to organize elections of Officers and to facilitate the appointment of Executive Members-at-Large.

3c. Membership Director. The Membership Director shall keep full and accurate accounts of all membership applications. The Membership Director shall interface with members regarding membership issues, and will help ensure that the membership features on the website function optionally. The Membership Director shall also perform such other duties as may from time to time be required by the Executive, including recording all minutes of meetings of the Executive and all meetings of the Society – although the Membership Director may delegate this responsibility to other members of the Executive. Other than the financial records, they shall be the custodian of all books, papers, records,

documents and instruments belonging to the Society except when some other Officer or agent has been appointed for that purpose. The Membership Director shall sign all instruments which require their signature, perform all duties incident to the office and have such additional powers and duties as may be prescribed by the President or Executive.

3d. Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Society in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Society in such bank or banks as may from time to time be designated by the Executive. The Treasurer shall disburse the funds of the Society under the direction of the Executive, taking proper vouchers therefor, and shall render to the Executive at the regular meetings thereof or whenever required, an account of all their transactions as Treasurer and of the financial position of the Society. The Treasurer shall also perform such other duties as may from time to time be required by the Executive and by law.

#### 4. Terms of Office

4a. President. The President shall retire at the end of the second year of office, unless the Executive proposes that the term of the President be extended for a third year. No President shall hold office for a period longer than three consecutive years.

4b. Vice-President. The normal term of office for the Vice-President is two years and the maximum three years. It is assumed that the Vice-President will succeed to the Presidency when the office becomes vacant.

4c. Membership Director and Treasurer. The normal term of office for both the Membership Director and the Treasurer is three years, although each can be renewed for a second term. The total continuous service in either or both of these offices should not normally exceed six years.

### V. EXECUTIVE

#### 1. Composition of EXECUTIVE

The Executive shall consist of the Officers, the Immediate Past-President and an Executive-at-Large: There shall be a minimum of four and a maximum of eight Executive Members-at-Large. A majority of the Executive shall constitute a quorum.

#### 2. Remuneration

Executive members shall receive no remuneration for acting as such.

### 3. Duties of the Executive

The duties of the Executive shall be to determine the policies for the good of the Society and the science it represents in accordance with the Constitution, and to implement the execution of these policies as provided in these Bylaws. The Executive shall fill a vacancy in the office of Treasurer or Membership Director until the office can be filled by a regular election of the Society. In the event that the presidency becomes vacant when there is no Vice-President, it shall elect one of its members as Acting President until a regularly elected President takes office.

The Executive shall meet, at the call of the President, at least once a year, usually during the annual meeting of members. The newly elected Executive takes office at the end of the annual meeting of members. The Executive shall have power to conduct other business by any means. The Executive shall supervise the expenditure of Society funds and shall produce an annual financial statement.

### 4. Terms of Office

An Executive Member-at-Large is appointed for a three-year term, normally renewable for one second term.

## VI Elections

The President, Vice-President, Membership Director and Treasurer shall be elected by vote and shall assume or vacate office at the end of the appropriate annual meeting of members. Executive Members-at-Large are appointed by the President, in consultation with the Executive, and must be approved by a two-thirds majority of the sitting Executive.

### 1. Nominating Committee

Each year a Nominating Committee chaired by the Vice-President and including the immediate past-President, at least one other member of the Executive, and one Society member (who does not sit on the Executive) will facilitate the election of new Officers. BSC members will be canvassed for the member to serve on the nominating committee, with the final Nominating Committee approved by a simple majority of the Executive.

Early in the calendar year, the Nominating Committee will assess the terms of each Officer and of each Executive Member-at-Large. If appropriate, the Nominating Committee, in consultation with the President, will determine whether or not to extend the mandates of the Membership Director, the



Treasurer or the Executive Members-at-Large. The Nominating Committee will identify positions that will become vacant at the Annual Meeting of Members.

The Nominating Committee will communicate with the members of the Society the positions that will become vacant at the Annual Meeting of Members. The Nominating Committee is tasked with soliciting broadly within the Society nominations for each of the vacant positions. Normally, it is expected that the new Vice-President will be chosen amongst the current members of the Executive.

The Nominating Committee will obtain profiles for each nominee for each member of the Board of Directors. These profiles will be circulated to the Members of the Society no less than 21 days and no more than 50 days before the date of the Annual Meeting of Members.

## 2. Voting

The Nominating Committee will prepare ballots for the election of Officers. Each Member in good standing will be given one ballot, with the election being held concurrently on-line and at the Annual Business Meeting. If only one candidate for a vacant position on the Board-of-Directors has been nominated under the provisions mentioned above, the nominated person shall be subject to election by ratification.

Executive Members-at-Large are appointed by the President, in consultation with the Executive, and must be approved by a two-thirds majority of the sitting Executive.

## 3. Vacancies

Any casual vacancy occurring on the Executive may be filled by the President and the Executive. The person chosen to fill a casual vacancy must be approved by a two-thirds majority of the sitting Executive and shall hold office until the next Election.

## 4. Removal of Directors and Officers

Any Officer or Executive Member-at-Large can be removed from office during the currency of their term by a resolution passed with a two-thirds majority of all Executive Members, at a meeting duly called for this purpose.

## VI. SCIENTIFIC MEETINGS OF THE SOCIETY

The Biophysical Society of Canada is authorized to hold scientific meetings: international, national and regional.

VII. PUBLICATIONS

The Executive may publish or promote the publication of journals, books and other material intended to further the aims of the Society.

VIII. AMENDMENT OF BYLAWS

Amendments to the Bylaws shall be made according to the same procedure as that for amendments to the Constitution except that only simple majority of votes is required for ratification. However, The Executive may act outside of, but not inconsistent with, the provisions of the Bylaws but this action must be ratified at the next Annual Business Meeting.

IX. AFFILIATIONS

The Executive may join with any other society to promote the advancement of biophysical or other branches of scientific knowledge in any way that The Executive may think advantageous to the Society. A continuing association must be ratified at the next Business Meeting and this item must appear on the pre-circulated agenda.