

A by-law relating generally to the conduct of the affairs of
Scientist Association at Mac
(The Association)

BE IT ENACTED as a by-law of the Association as follows:

1 Preamble

- 1.1. This document contains the bylaws relating to the conduct of the affairs of the Scientist Association at Mac, hereafter referred to as the Association and the Scientist Association at Mac Council, hereinafter referred to as the Executive Council, two constituted entities within the Faculty of Science at McMaster University.
- 1.2. These bylaws are intended to serve as a guide for everyday operations of the Association and the Executive Council and to assist in the annual transition of positions within the Council.

2 Annual Financial Statements

- 2.1. the Association shall send to the members a copy of the annual financial statements and other pertinent document within 30 business days of the general meeting.

3 Membership Conditions

- 3.1. There shall be two classes of members in the Association. One class will make up the Executive Council and have voting rights at the council meetings. The second class will hold general membership in the Association and have voting rights at the general meetings.
- 3.2. General membership in the Association shall be available only to individuals who are enrolled in the faculty of science as graduate students. Each general member shall be entitled to receive notice of, attend and vote at all general meetings of the Association.
- 3.3. Executive membership must be present at all board meetings, or provide regrets. Unexplained absence from two or more consecutive board meetings may trigger a dismissal or recall of the position on the Executive Council. A high number of explained or unexplained absences may trigger a dismissal or recall at the discretion of the Executive Council.
- 3.4. The general membership has the power to remove any member of the Executive Council through a two thirds ($\frac{2}{3}$) majority vote. Voting is to be conducted at any general meeting, and must be proposed by general members of the Association.

4 Notice of General Meetings

- 4.1. Notice of the time and place of a general meeting shall be given to each member entitled to vote at the general meeting by electronic or other communication facility during a period of 7 to 14 days before the day on which the meeting is to be held.

5 Members Calling a General Meeting

- 5.1. There shall be at least one general meeting each year. All other meetings are to be called by the Executive Council.

6 Membership Dues

- 6.1. There shall be no dues payable by members for membership in the Association.

7 Elections

- 7.1. Departmental representatives are to be nominated by their respective departments through whatever means the department feels appropriate. The appointment of nominees to the Executive council will then be decided by a majority vote of the sitting Executive Council.
- 7.2. Appointment of executive positions such as President, and VP Financial shall be decided by an electoral process run by the Executive council. Candidates will have an opportunity to address the council personally to campaign for the desired position.
- 7.3. Nominations will be considered at the beginning of the academic year and will be validated by the Executive Council at the first executive meeting. Voting will be confirmed by the Executive Council by the second executive meeting where successful candidates will assume their new roles.
- 7.4. With the exception of article 3.4. the council must provide a majority decision if any member of the Executive Council is to be recalled or dismissed. In the event of a recall, the election for the vacant position shall take place no later than one board meeting hence.

8 Description of Executive Council

- 8.1. Unless otherwise specified by Executive Council, the offices of the Association, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
 - 8.1.1. **President** The president shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the

Association. The president shall, subject to the authority of Executive Council, have general supervision of the affairs of the Association. The president shall chair all meetings unless absent.

- 8.1.2. **VP financial/Treasurer** The treasurer shall have such powers and duties as the Executive Council may specify (i.e. application for funding). In the absence of the president, VP financial will act on behalf of the president.
- 8.1.3. **Communications officer/Secretary** The secretary shall attend and be the secretary of all meetings of the Executive Council, members and committees of the Executive Council. The secretary shall enter or cause to be entered in the Association'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, council members, 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 Association.
- 8.1.4. **Academic/Internal officer** - The internal officer shall have whatever powers and responsibilities the Executive Council deems appropriate. The internal officer shall be responsible for all internal academic affairs.
- 8.1.5. **Social/External officer** - The external officer is responsible for all events and activities with the exception of academic activities. The external officer shall have an access and authority to change the content of the website, any other social media, e-mails sent out by the Executive Council. It is the duty of the external officer to keep the information on all media up to date.
- 8.1.6. **Departmental Representatives** - There shall be at most two departmental representatives from each departmental of the faculty of science. Departmental representatives shall act as the voice of their department in all Executive Council meetings. Departmental representatives shall keep their department informed of pertinent Executive Council proceedings.

9 Persons Entitled to be Present at General Meetings

The only persons entitled to be present at a general meeting shall be those entitled to vote at the meeting, the Executive Council and such other persons who are entitled or required under any provision of by-laws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting and by resolution of the members.

10 Agenda of General Meetings

- 10.1. The agenda will be given by the Executive Council, and included in any correspondence with the general membership regarding a general meeting.
- 10.2. General members may submit an amendment to the agenda, which must be approved by the chair of the meeting and by resolution of the members.

- 10.3. The chair of the meeting shall have the power and authority to amend the agenda during the meeting and shall have the ultimate decision about where items shall fall in the agenda.

11 Chair of General Meetings

- 11.1. In the event that the chair of the Executive Council and the vice-chair of the Executive Council are absent, the members who are present and entitled to vote at the meeting shall choose one of their member to chair the meeting.

12 Quorum at General Meetings

- 12.1. A quorum at any general meeting shall be 10 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a general meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

- 12.2. In the extraordinary case of a referendum, a notice of opportunity to vote will be given by the Executive Council. At least 40 percent of the members entitled to vote must vote for the referendum to be ratified.

13 Votes to Govern at General Meetings

- 13.1. At any general meeting every question shall, unless otherwise provided by the by-laws, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot, the chair of the meeting in addition to an original vote shall have a second or casting vote.

14 Participation by Electronic Means at General Meetings

- 14.1. Participation at general meetings may not be by telephonic, electronic or other communication facility.

15 Members' Meeting Held Entirely by Electronic Means

- 15.1. General meetings may not be held entirely by telephonic, an electronic or other communication facility.

16 Number of Executives

- 16.1. The Executive Council shall consist of a minimum of ten members. There must be at least one member from each department and program in the faculty of science at all times. There shall be a maximum of two members of the Executive Council from each department in the faculty of science.

17 Calling of Meetings of the Executive Council

- 17.1. Meetings of the Executive Council may be called by the President, the Vice President or any two (2) council members at any time.

18 Notice of Meeting of the Executive Council

- 18.1. Notice of the time and place for the holding of a meeting of the Executive Council shall be given in the manner provided in section 17 not less than 4 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the council members 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.

19 Agenda of Meetings of the Executive Council

- 19.1. The agenda will be given by the president, and included in any correspondence with the Executive Council membership regarding an Executive Council meeting.
- 19.2. Executive council members may submit an amendment to the agenda, which must be approved by the chair and the vice-chair of the meeting.

20 Quorum at Executive Meetings

- 20.1. Quorum at any executive meeting shall be 40 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a General meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

21 Votes to Govern at Meetings of the Executive Council

- 21.1. At all meetings of the Executive Council, 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.

22 Referenda

- 22.1. A Referendum is to be called for the purpose of consulting the full membership of the Association for a purpose connected with the affairs of the Association.
- 22.2. A referendum may be called at the direction of the president, upon a majority vote of the Executive Council, or upon the receipt of a petition of 10% of all general members presented to the Executive Council.
- 22.3. The specific wording of the referendum presented to the general membership shall be determined by the communications officer, and shall be subject to approval of the representatives of the petition. The exact wording of the referendum shall be published through all available media by the Council including email broadcasts and bulletin boards. Representatives shall be responsible to announce the wording of the referendum to their Departments membership.
- 22.4. The publication of the referendum shall be done no later than ten days before the polls are set to open. The referendum shall be passed upon consensus approval of all valid ballots cast.
- 22.5. The results of the referendum are binding on the Association provided that at least 10% of the membership casts ballots.

23 Powers and Authorities of the Executive Council

- 23.1. The Executive Council shall have the power and authority to be the policy making body of the Association, to adopt by-laws, and take other actions, subject to this and any other duly enacted documents, for the promotion and achievement of the purposes and aims of this Association.
- 23.2. The Executive Council shall have the power and authority to form various committees of the Association, standing, special and ad hoc mandated to conduct specific tasks or to advise the Council on specific aspects of the Association. All decisions at the committee level are subject to approval by the Council.
- 23.3. The Executive Council shall have the power and authority to appoint qualified members to any Committee, and to appoint members to act as representatives on Committees.
- 23.4. The Executive Council shall have the power and authority to call meetings of the Association in accordance with the Association bylaws.
- 23.5. The Executive Council shall have the power and authority to endorse the validity and ratify the results of all Association elections.

- 23.6. The Executive Council shall have the power and authority to examine the books and records of any subsidiary body of the association and shall also be empowered to designate this authority by signed instructions or in approved minutes to any other person who is not a council member.

24 Invalidity of any Provisions of this By-law

- 24.1. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

25 Omissions and Errors

- 25.1. The accidental omission to give any notice to any member, council member, officer, member of a committee of the Executive Council or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the by-laws 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.

26 Dispute Resolution Mechanism

- 26.1. In the event that a dispute or controversy among members, Executive Council members, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, council members, officers, committee members, employees or volunteers of the Association as set out in the articles, by-laws, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- 26.1.1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Executive Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 26.1.2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 26.1.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties

agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

- 26.2. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

27 By-laws and Effective Date

- 27.1. The Executive Council of council members may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of council members until the next general meeting where it may be confirmed, rejected or amended by the general members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the general members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the general members at the next general meeting or if it is rejected by the members at the meeting.

28 Execution of Documents

- 28.1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its council members. In addition, the Executive Council 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 (if any) to the document. Any signing council member may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

29 Financial Year

- 29.1. May 1st shall mark the end of each financial year for the association.

30 Banking Arrangements

- 30.1. The banking business of the Association shall be transacted at such bank, trust company or other firm carrying on a banking business in Canada or elsewhere as the Executive Council may designate, appoint or authorize by resolution. The banking business or any part of it shall be transacted by the treasurer of the Association and/or other

persons as the Executive Council of council members may by resolution from time to time designate, direct or authorize.