

By-laws of the Entomological Society of Alberta

These by-laws were approved by the membership at an Annual General Meeting of the Society on the October 30, 2004.

Article 1 - Title

This society shall be known as "The Entomological Society of Alberta", herein referred to as the "Society", in affiliation with the Entomological Society of Canada. The Society also may be referred to as the "ESA".

Article 2 - Membership

a. There shall be three categories of membership: regular membership, student membership, and honorary life membership, as provided for in the Rules and Regulations of the Society. Any member in any category shall enjoy all the rights and privileges of all other members.

b. Any person interested in entomology may apply to become a regular member. Any person enrolled in a recognized educational institution may apply to become a student member. Prospective regular and student members apply by submitting to the Secretary a completed membership application form and payment of the applicable annual membership fee. Upon approval of the application by the Board of Directors and the payment of the applicable annual membership fee, the applicant shall be admitted as a member.

c. Honorary life membership may be conferred on anyone who has performed long and distinguished service in the field of entomology. Honorary life members shall be exempt from payment of the annual membership fee. All members in good standing are entitled to propose the names of prospective honorary life members, provided each such proposal is supported by two other members, and documentation is submitted in writing to the Secretary at least 30 days prior to the Annual Meeting. Such honorary life members shall be elected at an Annual Meeting. The total number of honorary life members shall not exceed five percent of the total membership at the time of election.

d. Annual membership fee(s) shall be determined, from time to time, by the members at a general meeting.

e. If any member is in arrears for fees or assessments for any year, such member shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers in the Society until reinstated.

f. Any member, upon a majority vote of all members of the Society in good standing at an Annual-, General-, or Special Meeting, may be expelled from membership for any cause that the Society may deem reasonable.

g. A member may withdraw from the Society upon giving written notice to the Board of Directors through its Secretary.

h. Annual membership fees of withdrawn, suspended, and expelled members shall not be refunded.

i. A member who has not withdrawn from membership nor has been suspended nor expelled shall be considered to be in good standing, and shall enjoy full voting privileges and hold office.

Article 3 - Register of Members

The Society shall keep a register of its members that contains the names and contact information of every person who is admitted as a member of the Society.

Article 4 - Board of Directors

a. The Board shall consist of five officers and six council members, and herein shall be referred to as the "Board". Any six members shall constitute a quorum, and meetings shall be held without notice if a quorum of the Board is present, or in communication by remote access, provided however, that any business at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

b. The officers of the Society shall consist of a President, Vice-President, Secretary, Treasurer, and Webmaster. These officers shall constitute the Executive of the Society with full power to act on behalf of the Society within the bounds of the Society's By-laws and Rules and Regulations, to appoint committees as necessary, and to meet expenses required in the normal operation of the Society. The term of office for officers shall be one year, and commence at the beginning of the calendar year immediately following election.

c. The office of President shall not normally be held by the same person for two consecutive years. The Vice-President shall normally follow his/her term of office with a term as President. The Secretary, Treasurer, and Webmaster shall be eligible for immediate re-election.

d. The council shall consist of the Immediate Past-President and five directors each of whom shall act in one of the following roles: Regional Director to the Entomological Society of Canada, Northern Director, Central Director, Southern Director, and Editor. The Northern-, Central-, and Southern Directors shall represent the various fields of entomology and the geographical areas of Alberta as much as possible. The term of office for the Past-President shall be one year. The term of office for directors shall be three years.

e. The term of office for the Immediate Past-President, the Regional Director to the Entomological Society of Canada, the Northern-, Central-, and Southern Directors, and Editor shall commence at the beginning of the calendar year immediately following election. The Regional Director to the Entomological Society of Canada and the Northern-, Central-, and Southern Directors shall not normally be eligible for immediate re-election. The Editor shall be eligible for immediate re-election.

f. Any member of the Board, upon a majority vote of all board members in good standing, may be temporarily suspended from office.

g. Any member of the Board, upon a majority vote of all members in good standing at an Annual-, General-, or Special Meeting, may be removed from office for any cause which the Society may deem reasonable.

Article 5 - Duties of Board and Council Members

a. The duties of the President shall be: to be charged with the general management and supervision of the Society; to preside at all meetings of the Society and the Board; to be ex-officio a member of all committees; to deliver a President's report at all Annual-, General- and Board Meetings; and to perform other duties as provided for in the Society's Rules and Regulations.

b. The duties of the Vice-President shall be: to perform the duties and exercise the powers of the President in the temporary absence or disability of the President; to chair committees as provided for in the Society's Rules and Regulations; and to perform such other duties as shall from time to time be imposed upon the Vice-President by the Board.

c. The duties of the Secretary shall be: to attend all meetings of the Society and Board, and record accurate minutes of same; to send all notices of the various meetings as required; to be the custodian of all current books, papers, records, correspondence, contracts and other documents belonging to the Society, and to forward appropriate material to the Society's archives for storage; and to file the Annual Report as required by the Societies Act.

d. The duties of the Treasurer shall be: to receive all money due or otherwise belonging to the Society, and deposit all monies or other valuable effects in the name and to the credit of the Society in a financial institution selected by the Board; to keep a full and accurate account of all receipts and disbursements of the Society and proper books of account; to disburse the funds of the Society as necessary under the direction of the Board, and render to the Board at their meetings or whenever required, an account of all transactions as Treasurer and of the financial position of the Society; to deliver a Treasurer's report to all Annual-, General-, and Board Meetings; to ensure that a full and complete annual report covering all financial transactions of the Society during the previous year is submitted at the Annual Meeting; to receive and process all correspondence and documents relating to membership in the Society; and keep an accurate register of Society members.

e. The duties of the Webmaster shall be: to obtain and prepare material for and about the Society, and to make it available on a world wide web site, for access by Society members and the general public.

f. The duties of the Editor shall be: to prepare material to be included in, and to publish, the Proceedings as directed by the Board; to distribute to each eligible member, organization or other such entity one copy of the current year's Proceedings; and to forward to the Society's archives for storage one copy of the current year's Proceedings.

g. Members of the council shall attend meetings of the Board and Society, and shall have other duties as may be determined from time to time by the Board. A member of council, in the absence of the President, may chair an Annual-, General-, Special- or Board Meeting as directed by the Board.

Article 6 - Signing Officers

The Treasurer and the President shall be designated as the signing officers of the Society. The signature of any one signing officer is sufficient for the Society's cheques and documents.

Article 7 - Auditing

a. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the Society elected for that purpose at the Annual Meeting. In the event of a vacancy, such auditors shall be appointed by the Board. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor(s) at the Annual Meeting of the Society. The fiscal year of the Society in each year shall commence January 1 and end December 31.

b. The books and records of the Society may be inspected by any member at the Annual Meeting or at any time within fifteen days of giving notice and arranging a time satisfactory to the officer(s) having charge

of same. Each member of the Board shall at all times have access to such books and records after arranging a time satisfactory to the officer(s) having charge of same.

Article 8 - Meetings

- a. The Annual Meeting of the Society shall be held on or before December 31 in each year at a time and place suitable to the majority of members for the purpose of considering and transacting any business as may properly come before the Board and the members. The Annual Meeting shall be a General Meeting of the Society.
- b. General Meetings of the Society may be called at any time by the Secretary upon instructions of the President or Board.
- c. A Special Meeting shall be convened by the President or Secretary upon receipt of a petition signed by no less than one-third of members in good standing, setting forth the reasons for calling such a meeting.
- d. Notice of an Annual-, General-, or Special Meeting shall be given by written notice to the last known address of each member (as recorded in the Society's register of members), delivered by regular mail or electronic mail no fewer than eight days prior to the date of the meeting. A proposed agenda shall be included with the notice. Any member may at any time waive the notice of any such meeting.
- e. A minimum of ten percent of members in good standing shall constitute a quorum at any Annual-, General-, or Special Meeting. If quorum is not present within thirty minutes of the stipulated time of the meeting, the meeting may proceed for information only, but no issues may be decided by vote.
- f. Questions arising at a meeting shall be decided by a simple majority vote of the members in good standing. Such votes must be made in person and not by proxy or otherwise. If a tie vote ensues, the President shall cast the deciding vote.

Article 9 - Elections

- a. At the Annual Meeting there shall be elected a President, Vice-President, Secretary, Treasurer, Webmaster, and up to five directors as required.
- b. Nominations shall be accepted from the floor, and require a seconder and approval of the person so nominated.
- c. Any vacancy in office (except that of President) on the Board that occurs between elections shall be filled by appointment by the President, with the concurrence of the Board, the term of office such co-opted member(s) to terminate at the end of the calendar year during which the appointment is made. A vacancy in the office of President shall be filled by the Vice-President who will then serve his/her normal term as President.

Article 10 - Remuneration

Unless authorized at an Annual-, Special- or General Meeting, no member of the Board and/or the Society shall receive remuneration for his/her services.

Article 11 - Borrowing Powers

For the purpose of carrying out its objects, the Society may borrow, raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Article 12 - Rules and Regulations

- a. The Society may adopt such rules and regulations as passed by a majority of not less than two-thirds of such members in good standing that are present at an Annual- or General Meeting.
- b. Written notice specifying the intention to propose a resolution to adopt, rescind, alter or add rules and regulations must accompany the written notice announcing an Annual- or General Meeting.

Article 13 - By-laws

The By-laws may be rescinded, altered, or added to by a Special Resolution passed at an Annual- or General Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and, by the vote of not less than three-fourths of members in good standing that are present at the meeting. Written notice specifying the intention to propose a Special Resolution shall accompany the written notice announcing an Annual- or General Meeting.

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