

GENERAL BYLAWS 2016
OF
THE CANADIAN SOCIETY FOR BIOENGINEERING
LA SOCIÉTÉ CANADIENNE DE GENIE AGROALIMENTAIRE ET DE BIOINGÉNIERIE

1. Society Membership

- a. The membership shall consist of: Fellows, Members, Members Emeritus, and Student Members.
- b. The voting membership shall consist of: Fellows, Members, and Student Members who qualify as members of good standing.
- c. Each voting member shall be entitled to hold office in and vote on any question before the Society.
- d. Each member shall be entitled to a Certificate of Membership signed by the President.

2. Definition of Membership

- a. **Fellow** - The designation 'Fellow' shall be an honorary status, to which members of distinction may be elected, but for which they may not apply. A Fellow shall be a member of outstanding and extraordinary qualifications and experience in the fields of agricultural, food, and biological engineering, and shall have met all the requirements of Member. A Fellow shall have been a member of the Society as Member, for ten years, and have twenty years of active practice in the profession.
- b. **Member Emeritus** - A member aged 65 or more who has retired from professional life but who wishes to maintain professional contact with the CSBE/SCGAB. A member or ex-member meeting these requirements may either ask or be invited to become a 'Member Emeritus' of CSBE/SCGAB. Annual fees will be as listed in Paragraph 4.
- c. **Member** - A person who through employment, scientific attainments, education, or experience is interested in the advancement of the objectives of the Society.
- d. **Student Member** - An undergraduate or graduate student.

3. Qualifications for Admission

- a. Charter Members of the Society shall be those who requested membership and were elected by the Council to the appropriate grade, as set out in the Constitution and whose request was filed with the designated Society Manager on or before November 1st, 1958.
- b. The Society Manager prepares a list of applications for membership for approval by the Council.
- c. Nomination to Fellow shall be made to the Fellows Committee by ten members in good standing. The Fellows Committee shall act as the nominating committee for election of members as Fellows by the Council and make recommendations to the Council. To be elected, a nominee must be unanimously approved by the Council.
- d. Notwithstanding Bylaw 5(c), a Student Member who has not met the requirements for Member by the end of the normal academic year of the university but who meets those requirements before the end of the fiscal year shall remain a Student Member until the end of the fiscal year.

4. Fees

- a. The annual fees shall be not more than the maximum amount designated in these Bylaws. Any changes in the schedule of maximum fees shall be approved by the Council and sanctioned by a vote of the members.
- b. Any change in the annual fees for any fiscal year within the schedule of fees shall be established by a two-thirds majority of votes cast by the Council in a meeting of the Council or by electronic balloting of the Council prior to the fiscal year to which the fees apply.

c. Schedule of Maximum Annual Fees

Member Class	Society fees	ASABE fees
Members age 34 and under age 35 - 64 age 65 - 74 age 75 or over	\$78.00 \$94.00 \$46.00 nil	(As set and published by ASABE)
Member Emeritus (any eligible age)	nil	
Student Member UG Student Member Grad	\$6.00 \$6.00	

5. Payment of Society and Affiliated Society Fees

- a. Annual fees shall be due and payable at the beginning of the fiscal year of the Society.
- b. New Members admitted after the first day of July shall be assessed only 50% fees in the initial year.
- c. The annual fee for Student Members shall be considered to be for the duration of the normal academic year of the college or university and upon graduation shall be for the remainder of the calendar year.
- d. At the conclusion of the current fiscal year, the Vice-President (Membership) shall submit to the Council a list of members whose fees have remained unpaid for the immediate past fiscal year and for any previous fiscal years. Such delinquents shall be dealt with by the Council according to Bylaw 5(e).
- e. Delinquent members shall be dropped from the roll after being delinquent for one complete fiscal year and there have been three mailings (or electronic correspondences) without response. Members can be reinstated by payment of a readmission fee and fees for the current year.
- f. The Council may temporarily excuse from payment of CSBE/SCGAB annual fees any member who for ill health, advanced age, or any other good reason is unable to pay such fees, and the Council may excuse the whole or part of fees in arrears.

6. Resignations

Any member may withdraw from the Society by means of a letter of resignation sent to the Society Manager and such resignation shall become effective on the day the letter is received by the Society Manager. There shall not be any refund of fees upon resignation.

7. Fiscal and Society Years

- a. The Fiscal Year of the Society shall be from the first day of January to the thirty-first day of December.
- b. The Society Year shall start on the day following the annual meeting of the Society and conclude at the end of the day of the next annual meeting.

8. Council

- a. The Council shall consist of fourteen elected officers and up to four officers appointed by the Council. The elected officers shall be the President, Past-President, President-Elect, Vice-President (Regional), Vice-President (Technical), Vice-President (Membership), Vice-President (Industry), and a Regional Director for each of the following regions: Atlantic Provinces, Quebec, Ontario, Manitoba, Saskatchewan, Alberta, and British Columbia. Members from the Yukon,

Northwest Territories and Nunavut belong to the Alberta region for representation on the Council. The four officers appointed by the Council shall be the Society Manager, the Treasurer, the Webmaster and the Chair of the Journal Editorial Board. The four appointed officers will be nonvoting members of the Council.

- b. The term of office of the elected officers of the Council shall be as follows:
 - o President, Past-President, President-Elect: one Society year,
 - o Vice-President (Regional), Vice-President (Technical), Vice-President (Membership) and Vice-President (Industry): two Society years.
 - o Regional Directors: two Society years, approximately half to be elected each year.
 - o The terms of office of the appointed officers of the Council shall be three years and may be renewed.
- c. A quorum of the Council shall consist of nine officers, one of whom shall be the President or an officer of the Council designated by the President as representative of the President.
- d. A Council member may be removed by a two-thirds majority vote of the general membership present at an Annual Meeting, or at a Special Meeting requisitioned for that purpose. The Council may consider the failure of an incumbent, through inability or other causes, to perform the duties of the office and may by a two-thirds vote of the Council, decree any Council office vacant. Should an elected Council office become vacant due to resignation, removal, or decree, the Council can name a member temporarily up to the time of the Annual General Meeting. This officer will be appointed by the membership at the Annual General Meeting. The appointed officer can complete the term of office or begin a new term of office. Such appointment shall not render the appointee ineligible for election to any office.
- e. Only the Society Manager serves with remuneration.

9. Duties of Council

- a. Council shall meet at least twice a year. At least one of these meetings will be face-to-face meeting during the Annual Meeting and the others may be by telephone conference call or other appropriate means. Date and place of meetings shall be set at a previous meeting of the Council. Notice of meetings, including an agenda, shall be emailed to Council Members at least 14 days before a meeting.
- b. The Council shall conduct the regular business of the Society and provide a complete yearly report of the affairs of the Society, including an audited financial statement, which shall be presented at, and form a part of, the proceedings of the Annual Meeting.
- c. The Council shall have full control of the activities of the Society including the operating of a Society Office and the appointing of a Society Manager to manage that office, subject to the limitations of these Bylaws and Letters Patent.
- d. The deposit, investment, and disbursement of all funds shall be subject to the direction of the Council.
- e. An act of the Council which shall have received the expressed or implied sanction of the membership at the following meeting of the Society shall be deemed to be an act of the Society and any officer cannot afterward be impeached by any member or other officer.
- f. Any question of major importance involving a departure from custom, as determined by the Council, shall be submitted to the membership, at Council's discretion either by electronic (email or web) ballot to all members or to the Annual General Meeting. An electronic ballot put to all members shall be sent to all voting members at least thirty days before the date that returned ballots must be received by the Society Manager. If the question is put to the Annual General Meeting, notice of such a question shall comply with Bylaw 23(c).
- g. The Council may enact rules from time to time that are in harmony with the Bylaws and Letters Patent of the Society and with the Canada Corporations Act.
- h. Each Council member shall submit a performance plan to the President by August 31 of each Council year. Performance plans shall be shared with the Council electronically and approved by the Council prior to the Council meeting in October.

10. Duties of President

- a. Chair meetings of the Council and the Annual Meeting of the Society or appoint an officer to the Council to do so.
- b. Oversee the conduct of business arising from each Council meeting.
- c. Sign certificates of membership.
- d. Poll Council members re nominations for Fellow.
- e. Appoint administrative committees.
- f. Appoint two members to the Nominating Committee before January 1 each year and remind the Committee of vacancies to be filled by election.
- g. Appoint members to the Awards Committee before January 1 each year.
- h. Decree vacancies on committees when necessary and appoint replacements.

11. Duties of Past-President

- a. Chair the Bylaws Committee.
- b. Chair the Nominating Committee.
- c. Serve *ex officio* on the Awards Committee.
- d. Maintain the Operations Handbook.
- e. Review the transactions of the Society's bank account to ensure accountability. Before each Council meeting, the Past-President will check all of the transactions since the previous Council meeting. The Past-President should bring any concerns to the attention of the Society Manager and Treasurer for appropriate action. At each Council meeting, (s)he shall report to the Council that (s)he has reviewed the recent transactions, any associated concerns, and any actions that may have been taken to address them.

12. Duties of President-Elect

- a. Serve as member of the Nominating Committee.
- b. Serve as member of the Bylaws Committee.
- c. Carry out a forward planning process.
- d. Report to Council for the Awards Committee.

13. Duties of Vice-President (Technical)

- a. Serve as a member of the Journal Editorial Board
- b. Oversee activities (preparations, arrangements, technical program development, etc.) of the local arrangement committees (LACs) responsible for hosting the Annual Meeting.
- c. Serve on each LAC as an ex-officio member, with full membership rights.

14. Duties of Vice-President (Regional)

- a. Report to the Council and to the annual business meeting on regional activities.
- b. Take lead responsibility for publishing the Newsletter.
- c. Serve the interests of members outside Canada.
- d. Provide guidance and timely support to Regional Directors, while maintaining open and regular communication.
- e. Serve as Chair of the Membership Engagement Committee

15. Duties of Vice-President (Membership)

- a) Co-Chair of the Membership Engagement Committee.
- b) Liaise with the university student advisors.
- c) Responsible for student paper competition and awards.
- d) Maintain membership list.
- e) Report to the Council and to the Annual General Meeting on membership statistics.
- f) Maintain contact with retired members.

16. Duties of Vice-President (Industry)

- a. Liaise with industry in improving relations.
- b. Serve the interests of industrial members.

17. Duties of a Regional Director

- a. Serve as a member of the Membership Engagement Committee.
- b. Act as general contact person for CSBE/SCGAB in the region and as such, gather and communicate regional information (including conferences, seminars, workshops, tradeshows, awards, etc.) via the Newsletter.
- c. Organize regional activities, including seminars, workshops, social networking events, etc.
- d. Submit an annual report of activities to Vice-President (Regional).
- e. Where applicable, serve on the LAC as an ex-officio member for the Annual Meeting. The regional director could possibly serve as Chair of the LAC.

18. Duties of the Society Manager

- a. Record the minutes of Council meetings and the annual business meeting, and distribute the minutes to Council members within one month of the meeting.
- b. Preserve all documents of the Society except those assigned to other officers or committees.
- c. Carry out general secretarial duties including keeping of committee lists, papers and instructions and providing same to committees; authenticating records and documents; bringing appropriate documents to meetings; and corresponding.
- d. Serve as the office liaison with affiliate societies.
- e. Report election results to the Council and the annual business meeting.
- f. File an annual summary with the Minister of Consumer and Corporate Affairs Canada.
- g. Jointly with the Treasurer, act as signing authority for the Society's financial accounts. At each Annual Meeting, there will be a motion from the floor that the Treasurer and the Society Manager be the signing authorities until the next Annual Meeting.

19. Duties of the Treasurer

- a. Develop a budget in consultation with the Council.
- b. Submit a budget to the Council at the midyear meeting.
- c. Prepare financial statements for Council meetings.
- d. Ensure Auditor's Report is prepared and available at annual business meeting.
- e. Jointly with the Society Manager, act as signing authority for the Society's financial accounts. At each Annual Meeting, there will be a motion from the floor that the Treasurer and the Society Manager be the signing authorities until the next Annual Meeting.

20. Duties of Chair of the Journal Editorial Board

- a. Responsible for the publication of the society journal Canadian Biosystems Engineering
- b. Responsible for the appointment of members to the Journal Editorial Board on the recommendation of the Section Editors
- c. Work with Vice-President (Technical) on developing technical programs for the Annual Meeting

21. Duties of the Webmaster

- a. Manage and maintain the Society website along with the web server and services (hosting, domains, databases, emails, files, ftp accounts, security certificate).
- b. Manage and maintain Society online social network activities.
- c. Manage and maintain Annual Meeting, Special Meeting and Regional Activities websites (information, online registration and paper submission system).
- d. Communicate announcements to Society members (emailing list).

22. Committees

- a. Upon taking office, the President shall immediately appoint, subject to approval by the Council, such administrative committees to assist in the conduct of the affairs of the Society and such professional committees to investigate and report upon subjects of agricultural, food, and biological engineering interest as may be deemed desirable.
- b. The President, subject to the approval of the Council, may nominate or appoint a member or members, or other person or persons, to represent the Society on professional or other committees organized by other societies or by government agencies, or otherwise.
- c. There shall be a Membership Engagement Committee consisting of the Regional Directors, with the Vice-President (Regional) as Chair and the Vice-President (Membership) as Co-Chair. The goal of this committee is to encourage and facilitate the conduct of regional activities by assigning expanded discretionary responsibility on the Regional Directors for planning and implementing such activities.
- d. There shall be an Awards Committee consisting of Chair, Past-Chair, Vice-Chair, Society Manager, and two additional members in good standing, and the Past President and the Awards Officer who shall be *ex officio* members of the committee.
- e. There shall be a Fellows Committee consisting of a Chair, Past-Chair, Vice-Chair, Society Manager and two additional members in good standing, and the Past President and the Awards Officer who shall be *ex officio* members of the Committee. The Fellows Committee shall act as the Nominating Committee for election of members as Fellows by the Council.
- f. There shall be a Journal Editorial Board consisting of the Editor as Chair, the VP (Technical), and at least eight other members as Section Editors recommended by the Editor and approved by the Council. The Chair of the Board shall be appointed for a three-year term after having served one or more terms as a member of the Board. A member of the Board shall be appointed for three years with the opportunity of being reappointed for one additional term.
- g. There shall be a Bylaws Committee consisting of the immediate Past-President as Chair, the Past-Past-President, the President-Elect, and additional members as required, to be appointed by the President. The committee shall review the Bylaws annually and propose revisions to the Council.
- h. There shall be a Nominating Committee consisting of the immediate Past-President as Chair, the President-Elect, the Past-Past-President and two members appointed by the President from outside the Council. The Nominating Committee is responsible to prepare nominations for election.
- i. The President, subject to approval by Council, shall consider the resignation or the failure of an appointed incumbent, through inability or other causes, to perform the duties as a committee member or chair and may decree any committee office vacant. The President may appoint a member to fill a vacancy for the remaining term of the committee appointment.
- j. All committee members and chairs shall serve without remuneration.

23. Election of Officers

- a. The Nominating Committee shall, by the first day of May in each year, prepare a slate of nominations for each elected office. Persons nominated for office shall be voting members in good standing. Nomination of any eligible candidate shall also be received by the Society Manager up to the first day of June from any three members of good standing.
- b. Elected officers shall be chosen by electronic balloting of all voting members or by voting at the Annual General Meeting.
- c. The Council of officers so elected shall assume its duties immediately prior to adjournment of the annual meeting of the Society.
- d. Any elected Council position that becomes vacant due to resignation or other reasons shall be filled by appointment by the Council.
- e. Any vacancy in an appointed Council office shall be filled by appointment by the President until the next meeting of the Council.

24. Meetings

- a. There shall be an Annual Meeting held at a time and place set by the Council. Members may vote at an Annual Meeting to hold the next Annual Meeting at a location outside Canada.
- b. A Special Meeting of the members may be requisitioned by ten percent of the voting membership. Copies of the requisition, including a specific reason for the requisition, shall be presented by mail or email to the President, President-Elect, and the Society Manager, whereupon the President shall call a Special Meeting of the members to be held within 60 days of the presentation. The time and place of the Special Meeting shall be agreeable to a majority of those making the requisition.
- c. Notice of the Annual Meeting or a Special Meeting shall appear in the CSBE/SCGAB Newsletter, or in a special notice, that shall be electronically communicated to each member at least 14 days before the meeting. Such notice shall contain enough information to allow members to make a reasoned decision.
- d. A quorum of an Annual Meeting or Special Meeting shall be 25 members, of whom at least five members shall be officers of Council.
- e. Each member shall have one vote.
- f. All questions put before a meeting shall be determined by a majority vote (more than 50% of votes) unless the Act or these Bylaws provide otherwise.

25. Auditors

The Annual Meeting will elect Auditors to audit the financial statement of the Society which shall be prepared at the close of the next fiscal year.

26. Publication of Papers

- a. All publications of the Society shall be under the direction of the Council.
- b. The Society shall not be responsible for statements or opinions advanced in papers or in discussions at meetings of the Society, or of its sections, or printed in its publications, or published on its website.
- c. The Society reserves the right to copyright, at the discretion of the Council, any of its papers, discussions, reports, or publications.

27. Affiliation

The Society may affiliate or disaffiliate with other organizations under mutual agreement, as directed by the voting members.

28. Dissolution of Society

In the event of dissolution or winding-down of the Society, all its remaining assets, after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

29. Custody of Corporate Seal

The Society Manager shall have the custody of the corporate seal and be responsible for certifying of documents issued by the Society.

30. Amendments

- a. All amendments or repeals of Bylaws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.
- b. The Society may enact, repeal or amend any Bylaw by either a vote in its favor of two-thirds of the acceptable returned ballots from an electronic ballot or by a two-thirds vote of members present at an Annual Meeting, provided that the Bylaw amendment has been submitted in writing to the Council at least 30 days before such action is taken. The enactment, repeal or amendment of a Bylaw shall take place immediately upon adoption by the Society and approval by the

Minister of Consumer and Corporate Affairs and shall be published by the Society Manager to all members of the Society.

- c. Changes to the Letters Patent can be made only in accordance with the Canada Corporations Act and the issuance of supplementary Letters Patent.

REVISION HISTORY (Since 2002)

(Revised July 16, 2002)

(Name changed 2005)

(Head office changed 2005)

(Revised 2006: Member Emeritus)

(Revised 2007: VP (Membership))

(Revised 2008: Dues increase for 2009)

(Revised 2014: Dues increase for 2014)

(Revised 2015: Compliance with Canada Corporations Act)

(Revised 2016: Duties of Past-President, Society Manager, Treasurer)