

CONSTITUTION OF THE CANADIAN SOCIETY OF ZOOLOGISTS
INCORPORATING ALL AMENDMENTS
APPROVED AS OF
MAY 1994, MAY, 1997, MAY 1999, MAY 2007 AND MAY 2014

OBJECTIVES

The objectives of the Society are to promote the advancement and public awareness of Zoology and to facilitate the sharing of knowledge and ideas among all persons interested in the science and practice of Zoology. To accomplish these objectives, the Society will: 1) organize discussions and debates of zoological interest to serve not only to inform but also to encourage the continued training, the expansion of knowledge, and application of this knowledge, and 2) take an interest via discussions, books, letters and published studies in: scientific education at all levels; in the publication of scientific journals; in government policy relating to national scholarships, fellowships, research funding and other issues relating to Zoology; and in making available to the public information relating to the science of Zoology.

BYLAWS

I. NAME

The name of this Society shall be the "Canadian Society of Zoologists - Société canadienne de zoologie", hereinafter referred to as the Society.

II. MEMBERSHIP

1. TYPES OF MEMBERS

The Society shall consist of Honorary, Ordinary, Emeritus, Post Doctoral, Student, and Associate Members.

2. ELIGIBILITY

a) Honorary Member. Any person who has made an outstanding contribution to zoology shall be eligible for election as an Honorary Member. The number of honorary members shall not normally exceed twenty.

b) Ordinary Member. Any person who holds a faculty position in a University, a research position in a government or industrial laboratory, or comparable position (as judged by Council), and is engaged in zoological studies is eligible to apply for Ordinary Membership.

c) Emeritus Member. Any Ordinary Member in good standing, upon retirement from all professional positions related to Zoology, is eligible to apply for Emeritus Membership.

d) Post Doctoral Member. Any person who has completed a Ph.D. and is occupying a position that could normally be considered as that of a Post Doctoral Fellow, and that involves the study of Zoology, is eligible to apply for Post Doctoral Membership.

e) Student Member. Any person who is interested in the study of Zoology and is a student at a university is eligible to apply for Student Membership.

f) Associate membership. Any person interested in the field of Zoology but who does not hold a research position in a University or in a government or industrial laboratory and is not a Post Doctoral Fellow or a student at a university is eligible to apply for Associate membership. Under certain circumstances, the Council may approve institutional membership in the Society, as an Associate Member (e.g. libraries, Natural History Societies).

3. NOMINATIONS, APPLICATION FOR MEMBERSHIP, AND MEMBERSHIP PRIVILEGES

a) An application for Ordinary, Emeritus, Post Doctoral, Student or Associate Membership shall be sent to the Society on the form provided and be accompanied by the appropriate dues. Student, Post Doctoral, Emeritus and Associate Members shall pay reduced dues and shall, upon request, provide to the Society proof of their status.

b) A person registering for the Annual Conference as a non-member, and who is eligible for membership under Bylaw II-2, shall pay the differential registration fee associated with the appropriate membership category, and shall be granted membership in that category, subject to exclusion by any Bylaws that may pertain.

c) An Honorary Member shall be nominated by the Recognition Committee (see Bylaw V-5) and considered in good standing if the member has complied with the Bylaws of the Society. An Ordinary, Emeritus, Post Doctoral, Student or Associate Member shall be considered in good standing if the member has complied with the Bylaws of the Society and has paid membership dues for the current year.

d) All members have the right to receive publications of the Society and to attend the Annual General Meeting. All members have the right to participate in the Annual Conference after paying the applicable registration fee.

e) Only Honorary, Ordinary, Emeritus, Post Doctoral and Student Members in good standing are eligible to vote on Society matters.

f) Only Student Members in good standing are eligible to hold office as a Student Councillor.

g) Only Members who have completed a Ph.D. and are occupying positions that could normally be considered as that of a Post Doctoral Fellow are eligible to hold office as a Post Doctoral Councillor.

h) Only Ordinary or Emeritus Members in good standing are eligible to hold office as an Officer or Regular Councillor. Any Member in good standing, duly elected as Chair by a Section of the Society, is eligible to hold office in that capacity.

i) Memberships are normally for one calendar year. Multiple-year memberships may be approved by the Council, but when the appropriate membership category of a Member changes prior to the commencement of the next year of a multiple-year membership, the Member shall notify the Society and pay any differential dues associated with the new status. The term of Honorary Membership shall be indefinite during the lifetime of the honoured member, subject to Bylaw II-5.

4. LAPSE OF MEMBERSHIP FOR NON-PAYMENT OF DUES

Any Ordinary, Emeritus, Post Doctoral, Student or Associate Member of the Society who has not paid membership dues by 15 February of the membership year shall be notified by the Society and, if the dues are not paid by 1 April of that year, the individual's name shall be removed from the membership list of the Society.

5. RULES OF CONDUCT, CENSURE AND EXPULSION

The Council may censure any member who, in the opinion of the Council, uses the name of the Society in any way prejudicial to the Society, or commits any other act detrimental to the objectives of the Society. If the utterance or act is repeated or, in the opinion of

the Council, deemed serious, the Council may recommend to the Society at an Annual General Meeting the expulsion of the member, and if the recommendation is sustained by ballot of the entire membership, the member's name shall be removed from the membership rolls of the Society, the expulsion being effective immediately. A person whose conduct is under review by the Council in an Annual General Meeting shall be given an opportunity to speak to the Council or the Meeting, as the case may be, before any decision adverse to the individual's interests is made. The Society shall not be responsible for the utterances or acts of its members as individuals.

III. OFFICERS AND COUNCIL

1. OFFICERS

The Officers of the Society shall be the Past President, the President who is also Past President-elect, the First Vice President who is also President-elect, the Second Vice President who is also First Vice President-elect, the Secretary and the Treasurer, and shall constitute the Executive. The Second Vice President shall be elected annually by ballot of the full membership of the Society. In the event that the First Vice President is unable or ineligible to succeed to the Presidency, the Second Vice President shall become President, the Second Vice President-elect shall become First Vice President, and the Second Vice-Presidency position shall be declared vacant and shall be filled according to the provisions in Bylaw IV-3. In the event that the Second Vice President is unable or ineligible to succeed to the First Vice Presidency, the Second Vice President-elect shall become the First Vice President, the position of Second Vice-President shall be declared vacant and shall be filled according to the provisions in Bylaw IV-3. In the event that the First and Second Vice Presidents are unable or ineligible to succeed, the Second Vice President-elect shall become the President, and the positions of First and Second Vice-President shall be declared vacant and shall be filled according to the provisions in Bylaw IV-3. In the event that the First and Second Vice-Presidents and the Second Vice President-elect are unable or ineligible to succeed, the positions of President, First and Second Vice Presidents shall be declared vacant and shall be filled according to the provisions in Bylaw IV-3; the voting members of the Council shall elect from among themselves an interim President who shall serve until the vacancy is filled. The Secretary and Treasurer shall be elected by ballot of the full membership of the Society for a term of three years. The Secretary and the Treasurer shall be eligible for re-election. A candidate re-elected as Secretary or Treasurer by acclamation may, with approval of the Council, choose a reduced term of office.

2. DUTIES OF OFFICERS

The President shall be the chief executive officer of the Society. The President shall normally preside at all meetings of the Executive or the Council and at all business meetings of the Society. During the absence or disability of the President, or if the office of President is vacant, the duties and powers of the President shall pass in succession, first to the First Vice President, then to the Second Vice President, then to the Second Vice President-elect, then to an interim President, as determined by Bylaws III-1 and IV-3. The Secretary shall attend all meetings of the Executive or the Council and all business meetings of the Society and shall record all votes and minutes of all proceedings. The Secretary shall give notice of all meetings of the Society or of the Council and shall perform the duties outlined in the Bylaws or as laid down by the Council. The Treasurer shall attend all meetings of the Executive or the Council and all business meetings of the Society. The Treasurer shall have custody of the funds and securities of the Society and shall keep full and accurate records of assets, receipts and disbursements in books belonging to the Society and shall deposit all moneys and other valuable effects in the name and to the credit of the Society in a chartered bank. The Treasurer shall disburse the funds of the Society as may be ordered by the Council, taking proper vouchers for such disbursements and shall render to the Council and to the Society at its annual meetings an audited account of the transactions and of the financial position of the Society. Officers shall have additional duties as described elsewhere in the Bylaws or as imposed by the Council from time to time.

3. COUNCIL

The Council shall have primary responsibility for conducting the business of the Society towards achieving the stated Objectives in such a manner that is in keeping with these Bylaws. The Council shall consist of the six Officers (see III-1), nine Regular Councillors, two Student Councillors, one Post Doctoral Councillor and the Chairs of the Society Sections. The Councillors shall represent the various fields of Zoology, and the geographical areas of Canada, as widely as possible. Regular Councillors shall be Ordinary Members of the Society and serve three years; three shall be elected each year by ballot of the full membership of the Society. Student Councillors shall serve two years, with terms staggered such that one shall be elected each year by ballot of the full Society membership. Post Doctoral Councillors shall serve two year terms. Section Chairs shall be selected by their sections and will serve as Councillor as long as they hold the position of Section Chair. All such members of the Council have voting rights on the

Council. Anyone serving as a member ex officio of the Council shall not have voting rights on the Council. A Council-member-elect is to be considered a member ex officio of the Council.

4. TERM OF OFFICE

The term of office of Officers and Councillors shall begin at the close of the Annual General Meeting in the year in which they were elected and shall end when their successors take office or are appointed in accordance with these Bylaws.

IV. NOMINATION AND ELECTION OF OFFICERS AND COUNCILLORS

1. NOMINATIONS

The Nominations Committee shall, in each year, make two or more nominations for Second Vice President, one or more for Secretary and/or Treasurer when their terms are in their final year, four or more for Regular Councillors, two or more for Student Councillor and two or more for Post Doctoral Councillor when their term is in the final year. Nominations for these positions may also be made in writing over the signatures of five or more members of the Society in good standing. All nominees must be Members in good standing. All nominations, accompanied by the assurances of the nominees in writing that they are willing to serve, shall be submitted to the Secretary at least six months before the next Annual General Meeting, but no later than two weeks before the "December Council Meeting" (see X-4).

2. ELECTIONS

a) Officers, Regular Councillors, Post Doctoral Councillors and Student Councillors. Election of Officers, Regular Councillors, Post Doctoral Councillors and Student Councillors shall be by ballot of the full Society membership as specified in Bylaw XI-1. The Secretary shall distribute ballots to all members at least one month before the closing date of voting. The closing date for voting shall be at least one month before the Annual General Meeting. The Tellers, appointed according to Bylaw XI-1, shall agree on the count of all ballots received and report the names of the successful candidates in writing to the Secretary, who shall announce the names of the successful candidates at the Annual General Meeting. The Candidate for Second Vice President receiving the greatest number of votes shall be declared Second Vice President-Elect. The Candidate receiving the greatest number of votes for Secretary and Treasurer shall be declared elected to these posts. Candidates receiving the greatest number of votes for Council vacancies shall be declared elected to posts becoming vacant. A majority vote by the Council shall decide a tie vote, or a disagreement among the Tellers, in an election.

b) Section Chairs. Selection of Section Chairs shall be conducted by each Section using procedures of their choosing, and the name of the successful candidate shall be submitted in writing to the Secretary as soon as is practical. Normally this selection is done by an annual election at the individual Section meetings that take place during the Annual Conference.

3. VACANCIES

Vacancies in any Office or on the Council between elections shall be filled by appointment by the President, with the concurrence of the Council, but all such appointments shall terminate at the close of the next Annual General Meeting. Where the President replaces a Councillor with more than one year to serve in a term, provision shall be made on the next ballot for the election of a Councillor for the remainder of the term of office of the Councillor so replaced. Where the President appoints the Second Vice President, provision shall be made on the next ballot for the election of First and Second Vice Presidents. Where the President appoints the First and Second Vice Presidents, provisions shall be made on the next ballot for the election of a President and First and Second Vice Presidents.

V. COMMITTEES

The Council shall appoint members to the following committees and the President may appoint members to additional ad hoc committees as necessary to aid in the management of the Society. All committee appointments normally shall end at the close of the Annual General Meeting each year, unless specified otherwise by the Council.

1. NOMINATIONS COMMITTEE

The Nominations Committee shall consist of the Past President, who shall chair the Committee, and normally at least three of the Chairs of the different Society Sections or their representatives who may not be Officers of the Society. In the absence of the Past President, the Council shall appoint a Chair from among previous Past Presidents. The Chair of the Nominations Committee shall submit the nominations to the Secretary as specified under Bylaw IV-1.

2. MEMBERSHIP COMMITTEE

The Membership Committee shall consist of a Chair and other members as necessary. The Committee Chair will normally be the Second Vice President, but may also be any Society Member designated by Council. The Committee shall be responsible to Council for recommending policy on membership and recruitment, and for ensuring that reminders are sent to members in arrears, with information requested from the Treasurer. The Chair of the Committee shall submit a written report on the activity of the Committee to the Secretary at least two weeks before the Annual Conference and two weeks before the "December Council Meeting", and at other times as requested by the Council.

3. LOCAL ORGANIZING COMMITTEES

Local Organizing Committees for each Annual Conference shall normally consist of three or more Society Members who shall select a Chair from among themselves and shall, under the First Vice President, be responsible in accordance with Society policy for making all general and local arrangements for the Annual Conference, the programme of scientific papers, demonstrations and exhibits. The Chair of each Local Organizing Committee shall submit a written report on the activity of their Committee to the Secretary at least two weeks before the Annual Conference and two weeks before the "December Council Meeting", and at other times as requested by the Council.

4. SCIENCE POLICY COMMITTEE

The Science Policy Committee shall consist of a Chair and other Society Members appointed by Council as needed. The Committee Chair will normally be the Society President, but may also be any Society Member designated by Council. Terms of members shall be renewed by mutual consent. The Committee shall monitor national and provincial policies and issues, especially those that pertain to the science of Zoology. When appropriate the Committee shall prepare or commission position papers or press releases for rapid distribution on behalf of the Society. When appropriate, the Treasurer shall provide, with approval of the Council, the funds necessary for these activities, for example commissioning fees or registration at the Canadian Science Policy Conference. The Chair of the Committee shall submit a written report on the activity of the Committee to the Secretary at least two weeks before the Annual Conference and two weeks before the "December Council Meeting", and at other times as requested by the Council.

5. RECOGNITION COMMITTEE

The Recognition Committee shall consist of the Past President, who shall chair the Committee, one previous Past President and at least one other Society member and shall provide to the Secretary at least two weeks prior to the "December Council Meeting" its recommendation for the Fry Medalist, new Honorary Members, Distinguished Service Medalists, and other Society-wide awards as requested by the Council. In reaching their decisions, the Committee shall follow the terms of reference established by the Council for the respective awards. In the absence of the Past President, Council shall appoint a chair from among previous Past Presidents.

6. T.W.M. CAMERON AWARD COMMITTEE

The T.W.M. Cameron Award Committee shall consist of three Society members, who shall be appointed, in successive years, for a three-year term, with the longest-serving Committee member serving as Chair. The Committee shall solicit nominations for an outstanding Ph.D. thesis in Zoology submitted to a Canadian University, and provide to the Secretary at least two weeks prior to the "December Council Meeting" its recommendation for the T.W.M. Cameron Award. In reaching its decision, the Committee shall follow the terms of reference established by the Council for the Award.

7. EDUCATION COMMITTEE

The Education Committee shall consist of a Chair and other Society members engaged in teaching zoology appointed by Council as needed. Normally the Chair is the Society First Vice President, but may also be any Society Member designated by Council. Terms of members shall be renewed by mutual consent. The Committee shall be responsible to Council for recommending policy and activities that promote the effective teaching of Zoology at all levels, in accordance with terms of reference as established by the Council. The Chair of the Committee shall submit a written report on the activity of the Committee to the Secretary at least two weeks before the Annual Conference and two weeks before the "December Council Meeting", and at other times as requested by the Council.

VI. NEWS BULLETIN AND WEB SITE

The Society shall publish a news Bulletin entitled "*Bulletin of the Canadian Society of Zoologists.*" It shall be distributed to all Society members defined in Bylaw II. The Council shall determine the frequency of the publication. The Treasurer shall provide, with approval of the Council, the funds necessary for production, publication, and distribution of the *Bulletin*. The Council shall appoint one or more *Bulletin* Editors. The Editor(s) may serve an indefinite term and shall be members ex officio of the Council. The Editor(s) shall submit a written report on their activity to the Secretary at least two weeks before the Annual Conference and two weeks before the "December Council Meeting", and at other times as requested by the Council.

2. WEB SITE

The Society shall maintain a Web Site or similar resource, such as a Facebook page, that are accessible by Society members and non-members and which make available general information about the Society, its objectives, its activities, and the like. The Treasurer shall provide, with approval of the Council, the funds necessary for the maintenance of these resources. The Council shall appoint one or more Members to manage these resources. These managers may serve an indefinite term and shall be member ex officio of the Council. The managers shall submit written reports on their activities to the Secretary at least two weeks before the Annual Conference and two weeks before the "December Council Meeting", and at other times as requested by the Council.

VII. ARCHIVIST

The Council shall appoint an Archivist, who shall be responsible for the maintenance, preservation and accessibility of copies of all publications of the Society, programmes of scientific meetings, minutes of business meetings and all other documents relating to the history of the Society. The Treasurer shall provide, with approval of the Council, funds as necessary for the collection and safe-keeping of the records. The Archivist may serve for an indefinite term and shall be a member ex officio of the Council.

VIII. FINANCES

The activities of the Society shall be carried on without purpose of financial gain for its members or for the Society, and any profits or other accretions to the Society shall be used in promoting its objectives. Subject to ballot by show of hands at the Annual General Meeting, the Council shall set the annual dues and assessments of members, shall determine the amounts that may be paid by the Secretary and the Treasurer for the routine expenses of the Society, shall order an annual audit of the accounts of the Society that must be presented annually to the members of the Society at the Annual General Meeting, and shall require adequate accounting of

any funds received from the Society by officials or committees.

1. DETAILS

a) Fiscal Year. The Fiscal Year of the Society shall be from 1 January to 31 December.

b) Membership Year. The Membership year shall be the same as the Fiscal Year. Memberships approved after 30 September of any year will begin on 1 January of the following year, unless the applicant makes special request.

2. AUDITORS

Members at the Annual General Meeting shall appoint two Society members, not on the Council, to audit the financial records and to certify the statements to be presented by the Treasurer at the next Annual General Meeting.

IX. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any other instruments in writing requiring the signature of the Society, shall be signed by any of the following pairs: the President and the Secretary, the President and the Treasurer, the First Vice President and the Secretary, the First Vice President and the Treasurer, or failing any of the above, the President and one of the Vice Presidents. All contracts, documents or instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Council shall have power, from time to time, by resolution to appoint an Officer or Officers on behalf of the Society either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing. The seal of the Society when required may be affixed to contracts, documents or instruments in writing signed as aforesaid by the Secretary or by any officer or officers appointed by resolution of the Council.

X. MEETINGS AND QUORUMS

1. ANNUAL CONFERENCE

Once each year there shall be held an Annual Conference of the Society for the presentation of lectures, scientific papers, awards, demonstrations, etc., and for the transaction of business at meetings of the Council and at an Annual General Meeting. The time and place of each Annual Conference shall normally be fixed by the Council at least three years in advance and shall be announced at the Annual General Meeting preceding that Annual Conference. The Council shall adopt policy and procedures to assist the Local Organizing Committee in planning the Annual Conference.

2. ANNUAL GENERAL MEETING

a) Details. There shall be an Annual General Meeting, held during the Annual Conference, for the transaction of business of the Society. All members of the Society may attend the Annual General Meeting and vote subject to Bylaw II-3-e. The President shall preside over the meeting. In the absence of anyone eligible to perform the duties of President, according to these Bylaws, those present at the meeting who are eligible to vote shall elect from among themselves one person to preside over the meeting.

b) Quorum. At any Annual General Meeting of the Society, the presence of fifty members in good standing shall constitute a quorum for the transaction of business. However, the question of a quorum will be raised only when matters of Society policy are being discussed.

3. MEETINGS OF THE EXECUTIVE

The Executive may meet at the call of the President for the purposes of discussing any aspect of Society affairs, identifying items that may warrant the attention of the Council, and bringing these items to the Council for consideration. A meeting of the Executive alone shall have no power to make decisions binding on the Council or on the Society unless explicitly granted that power by the Council or the Society for a specific purpose.

4. MEETINGS OF THE COUNCIL

a) Details. The Council shall meet in person during the Annual Conference, once at some point before, and once at some point after the Annual General Meeting. The Council shall hold a “December Council Meeting”, normally in November or December, to ratify slates of candidates for elections and awards, and to conduct other business that may require attention or decision prior to the next Annual Conference. The Council may also meet at other times at the call of the President to deal with items of an urgent nature. Council meetings not held in conjunction with the Annual Conference may take place as “in person” or “virtual” meetings. A meeting of the Council will be considered to be “in person” if Council members are physically present in the same room, or if from a remote location they have opportunity, such as via tele-conferencing or video-conferencing, to fully participate in discussions and decisions in a freely interactive manner. A meeting of the Council will be considered to be “virtual” if deliberations and communications among Council members cannot take place in a freely interactive manner, but must instead be mediated through a central individual, normally the Secretary, resulting in a time delay in communications among members of the Council. Any business of the Council may be transacted during an “in person” meeting provided it has been called in accordance with Bylaw X-4-b. Any business of the Council may be transacted at a “virtual” meeting provided it has been called in accordance with Bylaw X-4-c. The President shall preside over the meeting. In the absence of anyone eligible to perform the duties of President according to these Bylaws, those present at the meeting who are eligible to vote shall elect from among themselves one person to preside over the meeting.

b) Call to, and conduct of, an “in person” meeting. The President shall decide the times, and direct the Secretary to provide members of the Council one month’s notice, of the two Council meetings that are to take place during the Annual Conference, which shall be “in person” meetings. Any decision to hold an “in person” meeting of the Council outside of the dates of the Annual Conference shall be made by and distributed to members of the Council at least one month before the date of the proposed meeting.

c) Call to, and conduct of, a “virtual” meeting. A “virtual” meeting may be called by the President at any time. For any “virtual” meeting the Council shall ensure that a reasonable time is allotted, given the current and widely available communication options, to notify Council members of the meeting, receive background information, present and receive opinions and conduct votes, and shall also provide a mechanism to refer items to an “in person” meeting when a majority of the Council so desires.

d) Quorum. At any Council Meeting, the presence of at least fifty percent of the voting members of the Council shall constitute a quorum for the transaction of business. In the case of a “virtual” meeting, the presence of a member shall be determined by that member casting a vote on the motion under consideration. However, the question of a quorum will be raised only when matters of Society policy are being discussed.

5. SPECIAL MEETINGS

a) Details. At the discretion of the Council, additional Special Meetings of the Society may be called, for a purpose that must be indicated in the call for the Special Meeting. All members of the Society may attend a Special Meeting and vote through show of hands on any item of business, subject to Bylaws II-3-e,f. However, any motion passed at a Special Meeting shall take effect only after ballot of the full membership. The meeting shall be presided over by the President. In the absence of anyone eligible to perform the duties of President according to these Bylaws, those present at the meeting who are eligible to vote shall elect from among themselves one person to preside over the meeting.

b) Quorum. At any Special Meeting of the Society, the presence of twenty five members in good standing shall constitute a quorum for the transaction of business. However, the question of a quorum will be raised only when matters of Society policy are being discussed.

XI. VOTING METHODS AND DECISIONS

1. BALLOT OF THE FULL MEMBERSHIP

Votes for the Election of Council Members, Amendments to the Constitution, or other matters of great importance, as determined by the Council, are to be conducted by secret ballot of all members in good standing who are eligible to vote as specified in Bylaws II-3-e,f. The Council shall set policy for the procedures to be employed. This policy shall require that members are given at least one month after ballots are distributed by the Society to consider the issue under vote and to cast an anonymous ballot; to have that ballot counted if the Member is in good standing, is eligible to vote, and if the ballot is received by the Society by the specified closing date of voting; and to have the vote tally verified by at least two Tellers appointed by the Council. The Tellers shall be Society members in good standing, but not on Council. The vote shall be carried by simple majority of those returning a ballot, unless a different majority is specified elsewhere in these Bylaws, provided at least twenty per cent of the Society members eligible to vote have cast a ballot. If the return rate is less than twenty percent a new vote will be called.

2. VOTE THROUGH SHOW OF HANDS

a) Votes on motions at an Annual General Meeting, an “in person” meeting of the Council, or a Special Meeting, shall be decided by show of hands of all members in good standing who are eligible to vote as specified in Bylaws II-3-e,f. The vote shall be carried by simple majority of those casting a vote unless a different majority is specified elsewhere in these Bylaws.

b) Any vote through show of hands as specified in Bylaw XI-2-a may be conducted as a secret ballot if moved, seconded, and approved by show of hands as specified in Bylaw XI-2-a. Each member eligible to vote according to Bylaws II-3-e,f and choosing to do so shall immediately mark their vote on a single piece of paper and present it to the Secretary, face down, for tabulation. The Secretary will tabulate the responses and announce the result. This voting procedure shall be carried out expeditiously.

3. VIRTUAL MEETING BALLOT

Votes at a “virtual” meeting of the Council are intended be equivalent to a “vote through show of hands” as specified in Bylaw XI-2 and shall be decided by return of ballots via the communication method used to conduct the meeting, and decided by simple majority of those casting a vote. The Secretary shall inform the Council of the vote cast by each member of the Council.

XII. AFFILIATED SOCIETIES

A society whose primary interest is Zoology may, upon application and endorsement of the Council, and acceptance by the Society membership at an Annual General Meeting, affiliate with the Canadian Society of Zoologists - Société canadienne de zoologie. Affiliation shall in no way interfere with the autonomy of the affiliating society or that of the Canadian Society of Zoologists - Société canadienne de zoologie. Members of an affiliated society are not considered to be members of the Canadian Society of Zoologists - Société canadienne de zoologie unless they have joined as specified in Bylaw II. An affiliated society shall have the privilege of sending a representative to Council meetings. The representative shall have no voting privileges.

XIII. SECTIONS

A Section of the Society may be established for the purpose of furthering the study of a particular area or field of Zoology. The Council shall establish such a Section upon application by at least thirty Members of the Society in good standing. Each Section shall elect its own Chair who will serve as a member of the Council, and may elect other of its own officers, transact business, and make its own rules, provided that they are not inconsistent with the Bylaws of the Society. Each Section may hold meetings at such times and places as it may choose, provided that its major meeting is held as part of the Annual Conference of the Society. Should a Section Chair be unable to attend a meeting of the Council, the Section may designate a replacement who may attend the meeting as a voting member of the Council. Membership in a Section shall be confined to members of the Society. The Section shall cease to

exist if the number of members should drop below twenty at the end of the membership year. A member of the Society may belong to more than one Section. The Chair of each Section shall submit a written report on the major activities of their Section to the Secretary at least two weeks before the Annual Conference and two weeks before the “December Council Meeting”, and at other times as requested by the Council.

XIV. AMENDMENTS TO THE CONSTITUTION

A proposed amendment to the Constitution may be submitted to the Council in writing over the signature of any five Members of the Society in good standing. If the Council approves the amendment, notice of the proposed amendment shall be distributed to all members at least twenty days prior to the next Annual General Meeting. The amendment will be discussed at that Annual General Meeting and, if approved as specified in Bylaw XI-2, then shall be submitted for ballot of the full membership as specified in Bylaw XI-1 with the next election ballot, or earlier if deemed necessary by the Council. The amendment shall be considered adopted if approved by two-thirds of the members voting.

XV. POLICIES AND PROCEDURES

Such Policies and Procedures as may be necessary for the proper management of the Society, and which are not inconsistent with the Bylaws, may be proposed by the Council or in writing by five members of the Society. Policies, if approved by the Council, shall be in effect on a temporary basis until either repealed by Council or the time of the next Annual General Meeting, whichever occurs first. To become operative on a continuing basis, such temporary Policies must be approved at an Annual General Meeting of the Society as specified in Bylaw XI-2. All Policies and Procedures that are in force shall be available to all members of the Society through the Web Site.

XVI. EXTRAORDINARY SITUATIONS

Should an extraordinary situation arise that is not covered by these Bylaws, or in which the interpretation of one or more of these Bylaws is ambiguous or contradictory, the Council shall have authority to take necessary action to remedy the situation, but shall also take action to remedy the Bylaws as specified in Bylaw XIV, in time for the next Annual General Meeting. Such extraordinary action by the Council shall be done in a manner that best protects the interests of the Society and is in keeping with the spirit of these Bylaws.

XVII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Society in all cases to which they are applicable except where they are inconsistent with these Bylaws or any special rules of order the Society may adopt.

XVIII. METHODS OF COMMUNICATION AND TRANSACTING BUSINESS

The Society shall use such methods of communication, and means of transacting business, with its members and outside parties that are considered generally available and appropriate for the purpose at the time. The Council shall adopt policy, subject to Bylaw XV, that defines currently acceptable means of communication to satisfy the requirements of these Bylaws for terms such as “in writing”, “publish”, “distribute”, “send”, “notify”, “inform” and the like. In the absence of such a policy these terms are to be interpreted in the restrictive sense.