

Association of Professional Biologists of British Columbia

Constitution and By-laws

TABLE OF CONTENTS

CONSTITUTION;

BY-LAWS;

PART 1;

Interpretations;

PART 2;

Membership;

Payment of Fees;

PART 3;

Meetings of Members;

Annual General Meetings;

General Meetings

Extraordinary Meetings

Symposia

Chairing Meetings

Conduct of Meetings

Resolutions

PART 4;

Directors and Officers;

Protection from Law Suits

PART 5;

Proceedings of Directors;

PART 6;

Duties of the Officers;

PART 7;

Seal;

PART 8;

Borrowing;

PART 9;

Fiscal Year and Auditor;

PART 10;

Notice to Members;

PART 11;

Member Receipt of By-Laws;

**APB Association of Professional Biologists of British Columbia
CONSTITUTION**

1. The name of the Society is APB Association of Professional Biologists of British Columbia.
2. The purposes of the Association are:
 - a. To encourage the development and application of sound biological principles in the management and conservation of resources in British Columbia.
 - b. To assist Professional Biologists in the development and maintenance of high professional standards in management, research and education related to the biological resources of British Columbia.
 - c. To inform and advise industry, governments and the public of the potential impacts on biological resource of land use and resource development proposals.
 - d. To promote liaison with other professional associations in Canada for mutual professional development.
 - e. To engage in such other activities as are conducive to the health and welfare of the public, the natural resources and biologists of British Columbia.

APB

ASSOCIATION OF PROFESSIONAL BIOLOGISTS OF BRITISH COLUMBIA

BY-LAWS

PART 1

Interpretations

1. In these By-Laws, unless the context otherwise requires:

"**Act**" means the Society Act of British Columbia;

"**Association**" means APB - Association of Professional Biologists of British Columbia;

"**Biologist**" means any person whose principle occupation is concerned with Biology;

"**Biology**" means those sciences concerned with living organisms;

"**Certificate of Registration**" means a document issued by the Association demonstrating acceptance into the APB;

"**Directors**" means Directors of the Association;

"**Enrolled**" means a person who is a member but who is not registered and does not have voting rights;

"**Practice of professional biology**" means "applied biology" as defined by the *College of Applied Biology Act*

"**Professional Biologist**" means a member in good standing of the College of Applied Biology in the College "Professional Biologist" category

"**Registrar**" means the Registrar of the Association;

"**Registration**" means admission of a person qualifying for membership and having his name entered in a book known as the Register; "registered" has a corresponding meaning;

"**Register**" means the Register of the Association kept by the Registrar of the Association.

2. Words importing the singular include the plural and vice versa; words importing a male person include a female person.

PART 2

Membership

3. Membership is open to all members in good standing of the College of Applied Biology

4. Upon payment of the fee set by the Directors, members shall be admitted and classified in the same membership category they hold in the College of Applied Biology

5. Only Professional Biologists shall have a vote in the affairs of the Association.

6. The Directors may, upon nomination signed by seven (7) or more registered members of the Association in good standing, approve the election to honorary membership, without payment of fees, a person who has made outstanding contributions to the profession of Biology. Honorary members shall have a vote.
7. The Registrar, upon direction of the Directors, shall issue a Certificate of Registration to each member of the Association.

Payment of Fees

8. (a) Each person who is registered or enrolled shall pay in advance, to the Association, such annual fees as are fixed by the Directors and thereby shall be deemed to be a member in good standing.
 - (b) A member will cease to be in good standing if fees are not paid within two (2) months of the due date.
 - (c) A member may be removed from the Register if fees are not paid within six (6) months of the due date.
 - (d) A member who is removed from the Register under By-Law 8(c) may seek reinstatement by written notice to the Registrar and by payment of all outstanding fees plus a reinstatement fee as fixed by the Directors provided that such written notice and payment of fees occurs within six (6) months of removal from the Register, and evidence of membership in the College of Applied Biology is presented.

PART 3

Meetings of Members

Annual General Meetings

9. (a) An Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.
 - (b) The date, time, and place of an Annual General Meeting shall be determined by the Directors.
 - (c) Notice of each Annual General Meeting shall be sent to the membership at least 28 days prior to that meeting.
 - (d) A quorum for an Annual General Meeting shall be 10% of the membership or 30 members, whichever is less.
 - (e) If, within 30 minutes from the time appointed for the Annual General Meeting, a quorum is not present, the meeting shall stand adjourned to the place of, and a time just prior to, the next meeting of the Association.
 - (f) At the Annual General Meeting, the order of business shall be
 - i. the adoption of agenda and rules of order
 - ii. the consideration of the financial statements
 - iii. the report of the Board

- iv. the report of the auditor
- v. announcement of the results of the election of the Board, and
- vi. such other business as, under these bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Board issued with the notice of convening the meeting

General Meetings

10. (a) The Directors may, whenever they think fit, convene a General Meeting of the Association.
- (b) Notification of General Meetings shall be posted to all members at least 14 days prior to meetings. The notice shall specify the place, the day, and the hour of the meeting, and shall state the general nature of the business. The accidental omission to give notice of a meeting to or the non-receipt of a notice by any member entitled to receive notice does not invalidate the proceedings of the meeting.
- (c) A quorum for a General Meeting shall be 10% of the membership or 30 members, whichever is less.
- (d) If, within 30 minutes from the time appointed for the general meeting, a quorum is not present, the meeting shall stand adjourned to the place of, and a time just prior to, the next meeting of the Association.
- (e) At general meetings the order of business shall be
- i. reading and adoption of minutes
 - ii. reports of Standing committees
 - iii. reports of Select committees
 - iv. unfinished business
 - v. new business
 - vi. adjournment

Extraordinary Meetings

11. (a) The Directors shall, on requisition of at least 10% of the voting members of the Association, (requisitionists), convene an Extraordinary Meeting of the Association within 21 days after the date of delivery of the requisition. The requisition to convene such a meeting shall state the precise purpose of the meeting, be signed by the requisitionists, and shall be delivered or sent by registered mail to the address of the Association.
- (b) If an Extraordinary Meeting is not convened in accordance with By-Law 11 (a), the requisitionists may convene the meeting and they shall be reimbursed by the Association for costs incurred in convening the meeting

- (c) Notification of an Extraordinary Meeting shall be posted to all members at least 14 days prior to meeting. The notice shall specify the place, the day, and the hour of meeting, and shall state the general nature of the business.
- (d) A quorum for an Extraordinary Meeting shall be 10% of the membership or 30 members, whichever is less.
- (e) If, within 30 minutes from the time appointed for the Extraordinary Meeting, a quorum is not present, the meeting shall be terminated.
- (f) At Extraordinary Meetings, the order of business shall be
 - i. reading of the notice of meeting
 - ii. consideration of items noted in the notice of meeting
 - iii. adjournment
- (g) The accidental omission to give notice of an Extraordinary Meeting to, or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate the proceedings of the meeting.

Symposia

- 12. There shall be no requirement for a quorum when members are assembled for the presentation of symposia, colloquia, or contributed papers on matters of general interest to the Association

Chairing Meetings

- 13. (a) The President of the Association shall chair meetings of the Association
 - (b) If the President is unable or unwilling to act as Chair, or not present within 30 minutes of the time appointed to hold the meeting, the Vice-President shall act as Chair.
 - (c) In the absence of the Vice-President, the Board Members present shall choose one of their number to chair the meeting.
 - (d) If the President, Vice-President and all other Board Members are unable or unwilling to act as Chair, or are not present within 30 minutes of the scheduled meeting time, the members shall choose one of their number to act as Chair.
 - (e) At a meeting of the Association the chair shall have one vote on any question. In the event of a tie, the chair may not vote a second time to break the tie and the question shall be declared defeated.
- 14. (a) The chair may, with the consent of any meeting, and shall if so desired by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (b) When a meeting is adjourned for 30 days or more, notice of the reconvened meeting shall be given as in the case of the original meeting. It is not necessary to give notice of the business to be transacted at a reconvened meeting.

Conduct of Meetings

15. Meetings of the Association shall be conducted in accordance with Roberts Rules of Order unless these are contrary to any law or bylaw affecting the operation of the Association.
16. No business, other than the adjournment or termination of the meeting, shall be conducted at a meeting of the Association at a time when a quorum is not present.
17. If at any time during a meeting of the Association there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
18. A Practicing member in good standing and not on temporary withdrawal present at a meeting of the Association is entitled to one vote on any resolution.

Resolutions

19. (a) All resolutions proposed at a meeting must be seconded. The chair of a meeting may not propose a resolution. The Chair may, however, step down from the chair to do so.
 - (b) All resolutions dealing with public issues or special resolutions concerning the Association's constitution and By-Laws must be received in writing by the President 28 days prior to their presentation at a meeting so as to allow full development of arguments for and against the resolution which will be presented to the membership. This requirement for submission of a motion 28 days prior to presentation at a meeting may be waived by unanimous consent of a quorum of board members as prescribed in By-Law 35(b).
20. At a general meeting the chair shall have one vote on any resolution. If there is a tie vote on a resolution and the chairman has voted, the chairman may not vote a second time to break the tie and the resolution shall be declared defeated.
21. A Registered Professional Biologist in good standing present at a general meeting is entitled to one vote on any resolution.
22. (a) At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a ballot is demanded by at least three (3) members before or on the result of the show of hands. Unless a ballot is so demanded, the chairman shall declare that a resolution has, on a show of hands, been carried or defeated on a simple majority. An entry to that effect made in the book for the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The By-Law will come into force in accordance with the Society Act.
 - (b) If a ballot is duly demanded, it shall be taken in such manner as the chairman directs.
 - (c) If a letter ballot is demanded at a meeting, it shall be in such form as the Directors determine and shall be sent to each member at his address last recorded in the Register of the Association. Ballots shall be returned to the office of the Registrar within 30 days of the date of mailing the ballots to the members. Ballots received after that time shall not be counted. The vote shall be counted under the supervision of a returning officer and two or more scrutineers appointed by the

Directors or by the meeting at which the vote was authorized. The results of the vote shall be communicated by the Directors to the members as soon as possible after the ballots are counted.

(d) Voting by proxy is not permitted.

PART 4

Directors and Officers

23. (a) There shall be not more than ten (10) and not fewer than seven (7) Directors who shall comprise the Board of Directors. Positions on the Board of Directors shall include the President, the Vice-President, the Past-President, the Secretary, the Treasurer, two Regional Directors, and no less than three Directors-at-large. Either the secretary or the treasurer will also normally act as the office manager.
- (b) The President will have served at least one year on the Board of Directors prior to his/her election as president.
- (c) Notwithstanding section 23(b), in the event that no prior Director of the Board wishes to assume the office of President, a member of the association may be elected to the position of President by a majority vote of the membership
- (d) No person shall be eligible to become a Director unless he/she is a member of the Association in good standing.
- (e) The Regional Directors and the Directors-at-large will assume a portfolio within the Board of Directors and carry out the responsibilities of that portfolio as defined by the handbook of Policies and Procedures.
24. (a) If a Director resigns from office before his/her term expires, the Board of Directors may fill the vacancy by inviting one of the candidates for Director, who was not successful in the preceding election, to join the Board of Directors; or the Board may recruit candidates from the general membership.
- (b) The term of a Director appointed pursuant to Section 24 (a) will be the same as the term of the person that he/she is replacing, but the Director is eligible for re-election at the end of that term.
- (c) If a Director is recruited from the general membership pursuant to Section 24 (a), then that appointment must be ratified by a majority vote of the membership of the Association before the subsequent Annual General Meeting.
25. (a) The immediate Past-President shall act as a Director during the term(s) of the next President whether or not the Past President has been elected to the Board during the term of the next President
- (b) If, for any reason, the President is unable to serve as Past-President, the retiring Past-President may be asked to serve a second term as Past-President.
26. (a) The Regional Directors shall be elected from those registered members whose business addresses are outside those areas commonly known as Greater Vancouver and the Lower Fraser Valley, and Greater Victoria.

- (b) The Directors-at-Large shall be elected from the membership at large without consideration of place of business.
 - (c) The President and Vice President shall be elected annually, but may seek re-election for another term.
 - (d) The terms of office of the other Directors shall be for two years. They shall retire at the Annual General meeting at the end of their second year of office when their successors shall be elected. Retiring Directors may be re-elected to office.
 - (e) Separate elections shall be held for each office to be filled.
 - (f) An election may be by acclamation; otherwise it shall be by ballot.
 - (g) If no successor is elected, the person previously elected or appointed may continue to hold the office.
27. The members may, by special resolution, remove a Director before the expiry of his/her term of office.
28. The terms of office of the President, and Past-President shall be according to By-Laws 26(c) and 25(a) respectively .
29. No Director shall be remunerated for being, or acting as, a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association
30. The Directors shall appoint a Registrar who shall hold office during the pleasure of the Directors. The Registrar shall be an ex-officio non-voting member of the Board of Directors.
31. The appointed Registrar may be remunerated for his/her services according to a contract set up by the Directors.
32. The Directors may appoint an Editor who shall be responsible for publishing a newsletter of the Association. S/he shall be ex-officio and a non-voting member of the Board of Directors.

Protection from Law Suits

33. The Association, its officers, employees, Directors and volunteers shall not be liable for anything done in good faith as a result of any proceeding commenced under the By-Laws.

PART 5

Proceedings of Directors

34. (a) The Directors may exercise all such powers and do all such acts and things as the Association may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, the to provisions of:
- i. all laws affecting the Association,
 - ii. these By-Laws, and

- iii. rules, not being inconsistent with these By-Laws, which are made from time to time by the Association in general meeting.
 - (b) No rule made by the Association in a general meeting invalidates prior acts of the Directors that would have been valid if that rule had not been made.
35. (a) No act or proceeding of the Directors shall be invalid only by reason of there being less than the prescribed number of Directors in office.
- (b) The Directors of the Association shall meet together for the dispatch of business, adjourn, and otherwise regulate their meetings as they see fit. Questions arising at any meeting shall be decided by a majority of the Directors then in office. The quorum necessary for the transaction of business of the Directors shall be four members.
 - (c) Three Directors may, at any time, summon a meeting of the Directors, giving seven (7) days notice to all Directors of the place, day, or hour, and purpose of such meeting.
36. (a) The President of the Association shall be chairperson of all meetings of Directors. If the President is not present at any meeting, either the Vice-President or the President-Elect shall act as chairperson. If neither of these Directors are present, the Directors present shall choose one of their number to be chairperson at that meeting.
- (b) The Directors may delegate any, but not all, of their powers to committees consisting of Directors and/or members of the Association. A committee so formed shall, in the exercise of powers delegated to it, conform to any rules that may from time to time be imposed by the Directors, and shall report the act or thing done in the exercise of those powers to the next following meeting of the Directors.
 - (c) There may be several standing committees, including and not limited to the Continuing Professional Development Committee, Ethics Committee, one or more Regional Committees, Nominating Committee, Programme Committee, Education and Scholarship Committee, Membership Committee, Annual Meeting Committee, Budget and Finance Committee, Legislation Committee, and Resolutions Committee. The function of these committees shall conform to the rules laid down by the Directors. Each of these standing committees shall be chaired by a Director.
 - (d) Members of a committee may meet and adjourn as they think proper. A committee shall abide by the same rules as those governing the Directors of the Association.
37. A Directors' meeting may, in special circumstances, be convened by a majority of the Directors. A resolution passed at such an extraordinary Directors' meeting shall be of the same force and effect as if it had been passed at an ordinary Directors' meeting, shall be recorded at the next meeting of the Directors and, if ratified, shall be effective as of the date stated upon the resolution.

38. The Directors shall cause minutes to be made in books provided for the purpose of recording:
- i. all appointments of officers, members of examining boards, clerical staff, and others made by the Directors;
 - ii. members of committees;
 - iii. the names of Directors present at each meeting of the Directors;
 - iv. minutes of all meetings of the Association and of the Directors which, when approved, shall be signed by the President and Registrar.
39. The Directors shall cause the preparation of a newsletter which shall be issued to the members at least quarterly.
40. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be letter, telegram, telex, or cable, of any meetings of the Directors, and may, at any time, withdraw the waiver. Until the waiver is withdrawn:
- i. no notice of meeting of Directors shall be sent to that Director, and
 - ii. any and all meetings of the Directors of the Association, notice of which has not been given to that Director, shall, if a quorum of Directors is present, be valid and effective.

PART 6

Duties of the Officers

41. The President shall preside at all meetings of the Association and of the Directors. The President is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties.
42. The Vice-President and the President-Elect shall carry out the duties of the President during his absence and/or at his discretion.
43. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer. The Secretary-Treasurer shall:
- i. be responsible for the financial records including books of accounts;
 - ii. render financial statements to the Directors, members, and others when required;
 - iii. to keep minutes of the meetings of the Association and of the Directors; and
 - iv. act on behalf of the Directors to supervise the Registrar in the performance of his duties.
44. In the absence of the Secretary-Treasurer from a meeting, the Directors shall appoint another person to act as the Secretary-Treasurer at that meeting.
45. Each Regional Director may co-ordinate the activities of one Regional Committee and shall be chairman of that committee.

46. The Directors shall instruct the Registrar to conduct business in accordance with the Society Act. The Registrar's duties shall be:
- i. to maintain the Register and roll of members;
 - ii. to conduct correspondence of the Association;
 - iii. to issue notices of meetings of the Association and of the Directors;
 - iv. to have responsibility for the custody of all record and documents of the Association; and
 - v. to have custody of the Common Seal of the Association.

PART 7

Seal

47. The Directors may provide a common seal for the Association and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
48. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Directors or of a resolution of the Association.
49. Unless otherwise provided by resolution according to By-Law 48, the seal shall not be affixed to any instrument except in the presence of the President or the Vice-President of the Association and the Registrar, and such officers shall sign every instrument to which the seal of the Association is so affixed in their presence.
50. The Registrar may affix the seal of the Association to a statement signed by him or herself, certifying that a member is registered and in good standing without any formal resolution outlined by By-Laws 48 and 49.

PART 8

Borrowing

51. In order to carry out the purposes of the Association, the Directors may, on behalf of and in the name of the Association, acquire, hold, charge, and dispose of real and personal property, and may do all things necessary to raise or secure the payment or repayment of money in such a manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
52. No debenture shall be issued without the sanction of a special resolution.
53. The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

PART 9

Fiscal Year and Auditor

54. The fiscal year for the Association shall be the calendar year.
55. The Directors shall cause true accounts to be kept of the sums of money received and expended by the Association and of the manner in which such receipts and expenditures were made, and of the assets and liabilities of the Association.

56. The books of accounts shall be kept at the office of the Association or at such other place as the Directors see fit. They shall be open at reasonable hours to the inspection of the Directors.
57. The Directors of the Association in general meeting may determine the times, places, and conditions under which the accounts and books of the Association shall be open to inspection by members of the Association other than Directors.
58. At each Annual General Meeting the Association shall appoint an auditor.
59. A statement of financial affairs shall be drawn up annually and such statement, together with the books of the Association shall be audited by the auditor. A report, duly signed by such auditor, shall be presented to the Directors who shall cause such report, together with the Statement of Affairs sheet of the Association, to be sent to all registered members with the notice calling the Annual General Meeting. These reports shall be accompanied by a report of the Directors as to the state of the affairs of the Association.
60. The auditor may be removed by ordinary resolution.
61. The auditor shall be informed forthwith in writing of appointment or removal.
62. No Director and no employee of the Association shall be auditor.
63. The auditor may attend general meetings.

PART 10

Notice to Members

64. A notice may be given to a member, either personally or by mail, at his address last recorded in the Register or the roll of the Association.
65. A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is posted and, in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
66. (a) Notice of a general meeting shall be given to:
 - i. every member shown on the Register of members on the day notice is given
 - ii. every enrolled member of the Association
 - iii. the auditor.
- (b) No other person is entitled to receive notice of a general meeting.

PART 11

Member Receipt of By-Laws

67. On being admitted to any category of membership of the Association, a member shall be given without charge, a copy of the Constitution and By-Laws of the Association.
68. These By-Laws shall not be altered or added to except by special resolution as outlined in the Society Act.

