

# Canadian Society for Pharmaceutical Sciences

## BY-LAWS

(Amended June 2009)

### I. NAME

The name of this organization shall be Canadian Society for Pharmaceutical Sciences.

### II. MEMBERSHIP

**1. Members.** Any individual who supports the objectives of the Society and is willing to contribute to the achievement of those objectives is eligible for membership. Unless stated otherwise, the term “member” will refer to individuals.

**2. Fellows.** Any member who is deemed to have made a meritorious contribution to the advancement of science may be elected a Fellow of the Society by the Board of Directors and is privileged to use letter “F.C.S.P.S.” after his/her name.

**3. Honorary Members.** The Board of Directors may grant any deserving individual, who has made outstanding contributions to the field of pharmaceutical sciences, honorary membership. Honorary members shall have no voting rights and may not hold office in the Society.

**4. Admission to Membership.** Any individual shall be admitted to membership in the Society upon completion of administrative processing of any required application accompanied by the payment of required dues.

**5. Membership Benefits and Services.** Membership benefits and services shall be those established from time to time by the Board of Directors. The Board of Directors may add, delete, or adjust membership benefits and services as it deems necessary or desirable in furtherance for the purposes of the Society. Members shall have the right to attend and vote at meetings and be responsible for behaving in accordance with the bylaws and objectives of The Society. Members shall not have the right of proxy voting but, outside the matters decided by the annual general meeting, shall have the right to vote by postal or secure electronic mail ballot on all matters as to which they have the right to vote.

**6. Termination of Membership.** Any member may voluntarily terminate membership by written notice to the Society. The Society may terminate the membership of any member for failure to pay the required dues. Such terminations of membership shall be effective at the convenience of the Society in accordance with procedures established by the Board of Directors, and shall

terminate the right of any member to all membership benefits and services. Any member upon a majority vote of all members of the society in good standing may be expelled from membership for any cause, which the society may deem reasonable.

**7. Corporate Members.** Corporations supporting the objectives of the Society could become, with the approval of the Board of Directors, members of the Society. The Board of Directors shall determine the conditions and privileges of corporate membership.

### III. AFFILIATED ORGANIZATIONS

1. Organizations that meet the criteria, which shall have been established by the Board of Directors, may be elected by the Board as Affiliates of the Society. Affiliates shall have such privileges and obligations as the Board may determine.

### IV. OFFICERS

**1. Officers.** Elected officers of the Society shall be the President, President-elect, Past President, Treasurer, and Secretary. All elected officers shall be members of the Society. The Board of Directors may appoint other officers, for defined terms, as it deems necessary. The Board of Directors shall mean the Board of Directors of the Society.

**2. President.** The President shall be Chairman of the Board of Directors and Chief Executive Officer of the Society. The President shall appoint the members of standing and special committees with the approval of the Board of Directors, and perform such other duties as may be assigned by the Board of Directors. The President shall be ex-officio a member of all Committees and shall, when present, preside at all meetings of the Society and the Board of Directors.

**3. President-elect.** The President-elect shall perform such duties as may be assigned by the Board of Directors. The President-elect shall perform the duties of the President in the absence of the President or if the President is unable to perform his/her duties.

**4. Treasurer.** The Treasurer shall serve as the Society’s Chief Financial Officer, shall review the financial records periodically, and report to the Board of Directors at specified times annually, as well as to the annual general meeting. The Treasurer shall oversee the receipt of all monies

paid to the society and for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested. One person may fill the offices of the Secretary and Treasurer if any annual general meeting shall so decide.

**5. Secretary.** It shall be the duty of the Secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. In the case of the absence of the Secretary, such officer as may be appointed by the Board shall discharge his/her duties. The Secretary shall oversee all the correspondence, books and records of the Society and be under the direction of the President and the Board. The Secretary shall also oversee the record of all the members of the Society and their addresses.

**6. Past President.** The Past President shall perform such duties as may be assigned by the Board of Directors.

**7. Terms of Office.** The President and Past President shall serve for terms of two years. The President-elect, upon completion of a two-year term, shall be installed in the office of the President. The Treasurer and the Secretary shall serve for terms of two (2) years, and shall serve until their successors have been duly elected and installed; they may be elected for not more than two (2) consecutive terms.

**8. Remuneration.** Unless authorized at any general meeting and after notice for same shall have been given, no member of the Society, including its officers, shall receive any remuneration for his/her services. Money may be paid, from outside sources, to members for services, but only following prior approval by a majority vote of the Board.

## V. BOARD OF DIRECTORS

**1. Composition.** The Board of Directors shall consist of the officers, six (6) elected Directors, and one (1) trainee member. All members of the Board of Directors shall be members of the Society. Any member of the Board of Directors, upon a majority vote of all members in good standing, may be removed from office for any cause, which the Society may deem reasonable.

**2. Duties and Authority.** The Board of Directors shall serve as the corporate board of directors and shall be responsible for the general supervision and management of Society affairs, including, but not limited to, any specific duties stated in these Bylaws. It shall determine Society policy and shall oversee and approve all Society programs and

activities. The bylaws may be rescinded, altered or added to by "Special Resolution."

**3. Meetings of the Board of Directors.** The President shall generally call meetings of the Board of Directors, with a minimum notice of 10 days. A quorum for the transaction of business is fifty per cent (50%) plus one. The meetings of the Board may be conducted in person or by teleconference. Decisions of the Board of Directors reached by votes shall require approval by the majority of those being present. Votes of the Board may, at its discretion, be decided by ballots taken by postal or electronic mail, FAX, or telephone.

**4. Other Meetings of the Board of Directors.** Meetings of the Board may be held without notice if a quorum is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.

**5. Term of Office.** The six (6) Directors each shall serve staggered terms of up to three (3) years, with 2 Directors per year being replaced. No individual shall serve more than one (1) term as a Director, unless s/he has taken a year off from the Board. The trainee member shall serve for a term of two (2) years. The term is maintained even if the period of training is completed before its expiry.

## VI. ELECTIONS

**1. Nominations.** The President shall appoint a Committee on Nominations, which shall nominate at least two (2) candidates for each member of the Board of Directors to be elected. Additional nominations may be made by petition according to procedures established by the Board of Directors.

**2. Election Schedule and Procedures.** The President-elect, Treasurer, Secretary, and the members of the Board of Directors shall be elected by mail ballot (electronic or otherwise) of the entire voting membership according to a schedule and procedures established by the Board of Directors. Members of the Society who are undergraduate or graduate students or post-doctorate fellows shall elect the trainee member of the Board.

**3. Installation.** Newly elected members of the Executive Board shall be installed on January 1st following their election.

**4. Vacancies.** A vacancy in the office of the President shall be filled by the President-elect or by a senior Director, should the office of the President-elect be vacant. Other vacancies on the Board of Directors shall be filled by a Society member appointed by the President with the approval of the Board of Directors. Any Society member so appointed shall serve until a successor is duly

elected and is installed for the remaining term of the vacancy as provided by the Bylaws.

## VII. COMMITTEES

**1. Committees.** The President shall appoint, with the approval of the Board of Directors, the members of such standing or special committees as may be deemed necessary or desirable by the Board of Directors. Committees shall have such number of members and such duties and authority as the Board of Directors may establish from time to time. Members of committees shall serve until the earlier of submission of the committee's final report or until the committee is discharged, with the approval of the Board of Directors.

**2. Committee Voting Other Than at a Meeting.** Any question, which might be decided by vote taken at any committee meeting, may be decided by vote taken by postal or electronic mail, fax, or telephone ballot.

## VIII. SECTIONS

The Board of Directors may establish such Society sections as it may deem necessary or desirable to serve particular member interests or needs. Subject to the approval of the Board of Directors, each section may establish rules and procedures including, but not limited to, those for membership, organizational structure, election of officers, programs, and funding. Section membership shall, in all cases, be open to all Society members.

## IX. OTHER ORGANIZATIONAL COMPONENTS

The Board of Directors may establish such other organizational components, including, but not limited to, discussion groups, focus groups, student chapters, task forces, and regional meetings, as it may deem necessary or desirable to serve particular member interests or needs. Each such organizational component shall conduct such activities and/or programs, and in conformance with policies established by the Board of Directors. Membership in each such organizational component, except a student chapter, shall in all cases be open to all Society members. Membership in a student chapter shall be open only to Society members who are undergraduate students, graduate students or postdoctoral trainees in an institution of higher education.

## X. MEETINGS

**1. Scheduled Meetings.** The Society shall schedule at least one national meeting annually to be held at such format, time and place as approved by the Board. Meetings of the Board shall be called by at

least 10 days notice in writing, by postal or electronic mail, or fax to each member.

**2. Special Meetings.** The Society may hold such special meetings as shall be approved by the Board of Directors. The Board shall approve the time and place, program and order of business for each special meeting. Special Meetings shall be called by at least 10 days notice in writing, by postal or electronic mail, or fax to each member.

**3. General Meetings.** The Society shall schedule at least one general meeting annually to be held at such format, time and place as approved by the Board of Directors. General Meetings shall be called by at least 10 days notice in writing, by postal or electronic mail or fax, to each member.

**4. Quorums.** Four members in good standing shall constitute a quorum at any meeting.

## XI. FINANCES

**1. Source of Funds.** Funds for Society activities shall be obtained from dues and any other sources approved by the Board of Directors.

**2. Budget.** The Treasurer shall prepare annually a statement of budgetary goals and shall submit it to the Board of Directors for review and approval no later than the last Board of Directors meeting held in each fiscal year of the Society. The Society's fiscal year shall coincide with the calendar year.

**3. Auditing.** 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 a general meeting. A complete and proper statement of standing of the books for the previous year shall be submitted by such auditor at the annual meeting of the Society. The fiscal year of the Society in each year shall be January 1 to December 31.

**4. Books and Records.** The books and records of the Society may be inspected by any member of the Society at the annual meeting provided for herein or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

**5. Dues.** Society dues shall be established by the Board.

**6. Financial and Investment Policy.** The Board of Directors shall establish the financial and investment policy of the Society from time to time.

## XII. PARLIAMENTARY AUTHORITY AND PRECEDENCE

**1. 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.

**2. Precedence.** In any case of conflict between these Bylaws and any parliamentary authority or other rules or procedures, these Bylaws shall prevail. All such apparent conflicts shall be resolved by the Board of Directors whose decisions shall be binding on all interested parties.

### **XIII. AMENDMENTS**

Each proposed amendment of these Bylaws, with the advice of counsel and the approval of the Board, shall be submitted to the annual general meeting of Society members or with a mail ballot (electronic or otherwise) to all Society members entitled to vote. Ballots may be in whatever form is deemed by the Board of Directors to facilitate the voting procedure, including ballots which can be tallied by automatic data processing methods. Executed mail ballots must be received by the

Society by the date printed on the ballots to be included in the vote tally. A proposed amendment of these Bylaws shall become effective upon receiving a two-thirds (2/3) majority of votes cast. The Bylaws may be rescinded, altered or added to by a "Special Resolution" as defined in Section 1 (d) of the Societies Act.

### **XIV. SOCIETY SEAL**

The Society will have no seal.

### **XV. BORROWING POWERS**

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such 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.