

By-law relating generally to the conduct of the affairs of the **CANADIAN  
SOCIETY FOR EPIDEMIOLOGY AND BIOSTATISTICS/ SOCIÉTÉ  
CANADIENNE D'ÉPIDÉMIOLOGIE ET DE BIOSTATISTIQUE** (“CSEB”)

**BE IT ENACTED** as the Bylaws of CSEB, as follows:

**MANDATE**

1. The Canadian Society for Epidemiology and Biostatistics (CSEB) is a professional organization that fosters and promotes the interrelated sciences of epidemiology and biostatistics to improve health and well-being through research and practice.

**CORPORATE LOGO**

2. The Logo of CSEB shall be in such form as prescribed by the Board of Directors and shall contain the letters and say the words “Canadian Society for Epidemiology and Biostatistics/Société canadienne d'épidémiologie et de biostatistique”. The Secretary or a designate who is concomitantly a member of the Board of Directors shall be entrusted with custody of the Corporate Logo.

**HEAD OFFICE**

3. The head office of CSEB shall be in the municipality and the province specified in the Letters Patent, at such address as the Board may, by resolution, determine. CSEB may, by a special resolution of the Board of Directors, change the place or municipality and the province in which its registered office shall be situated.

**CONDITIONS OF MEMBERSHIP**

4. Membership in CSEB shall be limited to persons interested in epidemiology or biostatistics and who have paid the required dues. A list of members in good standing shall be maintained by the Secretary or a designate who is concomitantly a member of the Board of Directors. Those members who have paid the required dues in accordance with this By-law shall be members in good standing.

5. The Board of Directors shall establish classes of membership; specific classes, and dues for each class, shall be fixed from time to time by the Board of Directors.

6. The membership of any member will become active on the calendar date when CSEB receives payment in full for such member's dues. The expiration date will be calculated in accordance with the class of membership purchased by such member. The membership will be cancelled if such member fails to pay renewal dues no later than sixty (60) days after the expiration date. Cancellation of membership shall not prejudice the former member's right to re-obtain membership upon payment of the applicable dues. In the case of re-obtained membership, the membership will become active on the calendar date when CSEB receives payment in full for such member's dues.

7. Only members in good standing are permitted to hold elected office or serve on the Board of Directors.

8. All members are entitled to receive notice of, and to vote at, the Annual General Meeting.

**MEMBERS' MEETINGS**

9. The Annual General Meeting, or any other special meeting of CSEB, shall be held at any location in Canada as the Board of Directors may determine, and on such a day as the Board of Directors shall appoint. For the purpose of defining 'location', online meetings held through web-based conferencing software shall be considered as equal substitutes for in-person meetings.

10. The Board of Directors shall choose the web-based conferencing software.

11. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and the auditors appointed for the ensuing year. At the beginning of the Annual General Meeting, the members shall be given the opportunity to add business items to the agenda, provided each item is put forward through a member's motion and seconded by another member.

12. Fourteen (14) days written notice of any Annual General Meeting or special meeting shall be given to each CSEB member in good standing. Notice of any meeting where special business will be transacted shall contain sufficient information to permit members to form a reasoned judgment of any decision(s) they may be required to take at the meeting.

13. Members may call a “Special Meeting of the Membership” by sending a request to the President. The request shall contain an explanation of the reason(s) for calling the meeting, an agenda, and the original handwritten signatures of 25 or more members in good standing. Electronic or scanned signatures shall not be accepted. Upon receipt of a request that fulfills these aforementioned criteria, the President shall have 30 days to issue a Special Notice of the Meeting to the membership. The meeting shall be scheduled within 60 days of the initial receipt of request. If the President fails to call such a meeting, then the Board of Directors shall call the “Special Meeting of the Membership” within 60 days of the receipt of request.

14. The Board of Directors may resolve that a particular meeting of members be held outside of Canada.

15. Each member in good standing shall have the right to exercise one vote at the Annual General Meeting or a special meeting. Of all members in good standing, at least 10% participating in the Annual General Meeting or in any special meeting will constitute a quorum.

16. Meetings shall be governed in the order of business that the President and Board of Directors shall deem expedient and appropriate to the occasion.

17. No error or omission in giving notice of any Annual General Meeting or special meeting, or of any adjourned meeting, shall invalidate such meeting or make void any proceedings taken during such meeting. Any member in good standing may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken during such meeting.

18. For the purpose of sending notice to any member in good standing for any meeting or otherwise, CSEB will communicate entirely by e-mail using the last e-mail address recorded on the books for such member. Members in good standing are responsible for providing CSEB with their current e-mail addresses.

#### **BOARD OF DIRECTORS**

19. The Board of Directors shall be composed of the following positions: President, Vice-President, Secretary, Treasurer, Past President, and three or more Directors. The Board shall be empowered to stipulate whether the number of Directors should exceed three. Directors must be members in good standing, aged 18 years or older, with power under law to contract.

20. The business affairs of CSEB shall be managed by the Board of Directors.

21. Directors—except for the Secretary—shall be elected for a term of two (2) years by the members at the Annual General Meeting, or via an electronic vote, with the election process determined by the Board of Directors. The Secretary shall be appointed by the Vice President no later than one (1) month prior to the latter’s assuming the position of President. The Secretary’s term shall begin on the day the Vice President assumes the position of President and last for a term of two (2) years.

21A. Directors who occupy the position of President, Vice-President, Secretary, Treasurer, or Past President are limited to three consecutive terms (i.e., 6 years) in the incumbent position, although they may serve in different consecutive positions without any limit to the number of terms on the Board. Incumbents may serve a fourth term in their current position, provided the fourth term is preceded by a two-year interregnum in another Board position or off the Board entirely.

22. A Director shall be automatically removed from the Board of Directors:

- a. If she or he resigns her or his office by delivering a written resignation to the President or Secretary;
- b. If she or he is found by a court to be of unsound mind;
- c. On death; or
- d. On removal as per Clauses 63-65 below.

22a. If a vacancy on the Board of Directors shall occur for any reason as outlined in Clause 22 above, the Board of Directors may, by majority vote, fill the vacancy by appointment until a replacement is officially elected at the next Annual General Meeting.

22b. If a vacancy occurs for any reason as outlined in Clause 22 above, and the removed Director also occupied one or more of the positions listed in Clause 19 above, then the replacement Director voted onto the Board of Directors in accordance with Clause 22a above will assume the position(s) made vacant by the removed Director.

23. A retiring Director shall remain in office until the normal course of her or his term expires.

24. Notwithstanding reasonable expenses incurred as a result of service to CSEB, members of the Board shall not be remunerated for serving on the Board. Board members who anticipate incurring expenses as a result of service to CSEB shall obtain prior approval from the President before engaging in any activity that could lead to an expense claim. Expenses submitted without prior approval shall be denied unless a unanimous vote of the Executive Committee (i.e., President, Past President, Vice-President, Secretary, Treasurer) approves the expenses. If an Executive Committee member is submitting an expense for ex post facto approval, then that member shall abstain from voting on whether to approve the expense.

25. The rules regarding reimbursement of expenses to members of the Board of Directors shall also apply to members of the Executive Committee.

26. The Board of Directors may include, at its discretion, *ex officio* non-voting Board members of partner/affiliated organizations/societies. This number will fluctuate from time to time at the Board's discretion.

#### **POWERS OF THE BOARD OF DIRECTORS**

27. The Directors of CSEB shall administer the affairs of CSEB in all things and make or cause to be made for CSEB, in its name, any kind of contract which CSEB may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as CSEB is by its Bylaws or otherwise authorized to exercise and do.

28. The Directors shall have power to authorize expenditures on behalf of CSEB from time to time and may delegate by resolution to the Executive Committee of CSEB the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of CSEB in accordance with such terms as the Board of Directors may prescribe.

29. The Board of Directors shall take such steps as they may deem requisite to enable CSEB to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of CSEB.

30. The Board of Directors may hire or appoint persons from time to time and such persons shall have the authority to perform duties as prescribed by the Board of Directors at the time of such hiring or appointment.

#### **PROTECTION OF MEMBERS OF THE BOARD OF DIRECTORS**

31. No member of the Board of Directors shall be liable for acts, receipts, neglects or defaults of any other Board member, member in good standing, employee, or appointee for any loss, damage or expense happening to CSEB through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of CSEB, or for the insufficiency or deficiency of any security in or upon which any of the moneys of CSEB shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any of the moneys, securities or effects of CSEB shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any loss, conversion, mis-application or mis-appropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to CSEB, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust, or in relation thereto unless the same shall happen by or through his own dishonesty or willful neglect or default.

#### **DIRECTORS' MEETINGS**

32. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 48 hours written notice of such meeting shall be given to each Director. There shall be at least one (1) meeting per year of the Board of Directors. Each Director is authorized to exercise one (1) vote. For the purpose of defining 'place', online meetings held through web-based conferencing software shall be considered as equal substitutes for in-person meetings.

33. No less than four Directors, comprising at least two members of the Executive Committee, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaws.

34. The Board of Directors shall choose the web-based conferencing software.

35. No error or omission in giving notice of any meetings of the Board of Directors and of the Executive Committee and any other Committees established by the Board of Directors or of any adjourned meeting of the members of CSEB shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **NOMINATION PROCEDURE: ELECTION OF DIRECTORS**

### **Nominating Procedures.**

36. Any member in good standing may nominate her or himself to be a candidate for the Board of Directors. Said member may also nominate her or himself to be a candidate for a position on the Executive Committee. For a nomination to be considered, the member must ensure the nomination is received by the Nominating Committee by the deadline set by the Nominating Committee. Nominations may be submitted to the aforementioned committee by email.

37. No nominations made following the deadline described in Clause 36 above will be accepted for consideration, unless the President specifically calls for such nominations to fill a required need.

## **ELECTION OF EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

38. The President and Past President shall constitute the Nominating Committee to nominate members to the Executive Committee and Board of Directors for the ensuing term. The Nominating Committee shall prepare the slate of nominees for election via online voting. The President will set the vote closure date, with the proviso that the vote will close at least one week prior to the end of the current Board of Directors' term. The slate shall include nominees as per Clauses 36 and 37 above. The President and Past President may delegate the business of the Nominating Committee to other members of the Board of Directors.

39. Each member in good standing shall have one vote for each position up for election.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

40. Every Director of CSEB and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of CSEB, from and against:

- a. all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **OFFICERS**

41. The Officers of CSEB shall be the President, Vice-President, Secretary, Treasurer and Past President. Any two offices may be held by the same person.

42. Appointment of Officers shall be ratified by resolution of the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting.

43. The Officers shall hold office for two (2) years from the date of appointment or election, or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board of Directors at any time (see Clause 22a).

44. Should the President's position be renewed for an additional term and the Past President does not wish to extend his/her position for this additional term, then the position of Past President shall become vacant.

## **DUTIES OF OFFICERS**

45. The roles outlined in the *Operational Responsibilities of Each Executive Position* section of the document entitled *Roles and Responsibilities of the Board* shall be taken to constitute the official duties of CSEB's officers.

## **COMMITTEES**

46. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees.

## **EXECUTIVE COMMITTEE**

47. There shall be an Executive Committee composed of Directors holding the office of President, Vice-President, Past President, Secretary, and Treasurer. Other Directors may be invited by the Officers to join the Executive Committee. The Executive Committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed from her or his position on the Executive Committee by a majority vote (i.e., 50% + 1) of the Board of Directors.

48. Meetings of the Executive Committee may be held at any time and place to be determined by the members of the Executive Committee, provided that 48 hours written notice of such meeting shall be given to each Executive Committee member. There shall be at least one (1) meeting per year of the Executive Committee. Each Executive Committee member is authorized to exercise one (1) vote.

49. No less than three Executive Committee members shall constitute a quorum for meetings of the Executive Committee. Any meeting of the Executive Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Bylaw of CSEB and as are authorized by the Board of Directors.

50. Members of the Executive Committee shall be permitted to attend meetings of the Executive Committee via remote connection. The Executive Committee shall determine the medium to facilitate the remote connection.

#### **CONDUCT OF MEETINGS**

51. The Annual General Meeting, any other special meeting of the members, any meetings of the Board of Directors or its committees, shall be held either in person or by such electronic means as the Board of Directors may from time to time determine.

#### **MINUTES OF ANNUAL GENERAL, BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE MEETINGS**

52. The minutes of all meetings shall be made available to all invited members in the language in which the meeting was conducted.

#### **EXECUTION OF DOCUMENTS**

53. Contracts, documents or any instruments in writing requiring the signature of CSEB, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon CSEB without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of CSEB to sign specific contracts, documents and instruments in writing. The Logo of CSEB, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

#### **FISCAL YEAR**

54. The fiscal year of CSEB shall be determined by the Board of Directors.

#### **BY-LAW AMENDMENTS**

55. Proposed amendments to the Bylaw shall be presented to the Board of Directors for approval. Ratification of said amendments shall require a simple majority of votes of members the Board of Directors at any meeting of the Board. Proposed amendments shall be distributed to Board members in good standing at least fourteen (14) days prior to the meeting at which ratification is sought.

#### **AUDITORS**

56. The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts and annual financial statements of CSEB for report to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be determined by the Board of Directors.

#### **BOOKS AND RECORDS**

57. The Board of Directors shall see that all necessary books and records of CSEB required by the By-law of CSEB or by any applicable statute or law are regularly and properly kept.

#### **OFFICIAL LANGUAGES**

58. CSEB shall act according to the guidelines enumerated in the document entitled *CSEB Bilingualism Policy*.

59. CSEB shall issue English and French versions of the Bylaws. In cases where the English and French texts conflict, the English text shall be considered authoritative.

60. CSEB shall make available English versions of proposed amendments to the Bylaws.

## **RULES AND REGULATIONS**

61. The Board of Directors may prescribe such rules and regulations not inconsistent with the Bylaws relating to the management and operation of CSEB as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual General Meeting, when they shall be confirmed, and failing such confirmation at such Annual General Meeting of members, shall at and from that time cease to have any force and effect.

## **INTERPRETATION**

62. In these Bylaws, hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and Societies.

## **REMOVAL OF DIRECTORS**

63. For just cause by two-thirds vote of those present at any Board of Directors' meeting with quorum, the Board of Directors may remove a specific Board member from her or his position on the Board of Directors. For just cause by two-thirds vote of all those present at any Executive Committee meeting with quorum, the Executive Committee may remove a specific Executive Committee member from her or his position(s) on the Executive Committee. Removal from the Executive Committee does not automatically lead to removal from the Board of Directors. Full removal of an individual from the Executive Committee and the Board of Directors requires separate two-thirds votes from both bodies.

64. Grounds for removal include, but are not limited to: failure to comply with CSEB Bylaws, failure to comply with the directives of the Executive Committee or Board of Directors, failure to adequately carry out the prescribed duties of office, mismanagement of CSEB resources, willful misrepresentation of one's status in CSEB, willful misrepresentation of CSEB's position on any matter, absence without regrets from at least three Executive Committee or Board of Director's meetings for which one is normally expected to attend within the same calendar year, criminal activity directed against CSEB or any CSEB member, harassment (including, but limited to, physical, emotional, sexual) directed against any CSEB member.

64a. 'CSEB member' under Clause 64 above is expanded to include non-members who during the course of their daily affairs are participating in CSEB-sponsored activities or interacting with members of the Board of Directors or Executive Committee who are performing CSEB-related duties.

65. The President or Secretary must provide any individual who is subject to a removal vote with fourteen (14) days advance notice of such vote. A written explanation of the reason(s) for seeking removal must accompany the notice. During any official deliberations on a proposal to remove an individual from office, the affected individual has the right to participate and speak in her or his defense. Should the individual fail to exercise this right, removal votes may be taken in her or his absence.