

Bylaws of ISCMR

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Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires:

“Adjourned meeting(s)” are the additional meetings undertaken to complete the business of the initial meeting that was adjourned

“Board of Directors” means the group of elected Society Directors;

“Chapter” means a regional group set up to represent all members within that region.

“Chapter Officers” means the officers elected by each chapter’s members to manage the affairs of the chapter on their behalf; generally the officers will consist of a Chair, Chair Elect, Recording Officer, and Financial Officer.

“Directors” means the Directors elected by the ISCMR membership to manage the affairs of the ISCMR on their behalf for the time being;

“Executive Committee” means the Society Directors holding the offices of President, President Elect, Secretary, and Treasurer;

“Incorporation” refers to the act of registration of the society.

“ISCMR” is the formal, day-to-day name of the society. The full, founding name is historical and is required for registration purposes: the International Society of Complementary Medicine Research.

“Registered address” of a member means the member's address as recorded in the register of members (normally an email address).

“Society” means ISCMR (former name: the International Society of Complementary Medicine Research)

“Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;

- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws. (Attached as Appendix A)

Part 2 — Bylaws

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

3. On being admitted to membership, each member is entitled to receive without charge a copy of the bylaws of the society. Availability of the bylaws in the membership section of the website is considered to meet this requirement.

4. The Bylaws Appendices

The Appendices to these bylaws are not part of the bylaws. Rather, they provide supplemental information in support of these bylaws by providing clarification, expansion, or specifics of implementation. **They are attached only as a convenience to simplify document management.** The Appendices to these Bylaws **can be updated by Board policy or vote** (i.e., the Bylaw updating protocol, Article 5, does not apply), as long as the amendments:

- I. remain in line with the Society Purposes and Goals outlined in Part 3,

- II. do not contravene these Bylaws, and
- III. have been established as in the best interest of the Society by majority vote of the Board.

5. Amendments to the Bylaws

- (1) These bylaws must not be altered or added to except by special resolution at a general meeting. Bylaws require a three quarters majority vote of: members present at the meeting plus submitted votes from those voting *in absentia*.
 - a. Any changes to the composition of the BOD, the Purpose, or Goals of the organization must not contravene the Purpose, Goals, or intent of international equity as laid out in the founding bylaws of this organization.
- (2) The Board of Directors may identify and submit amendments to the bylaws, with explanation of the change(s) to the membership for voting at any general meeting.
- (3) Members or Chapters may identify and submit amendments to the bylaws or suggestions for amendments to the Board for consideration at least 90 days before the next general meeting. If the Board does not submit resulting amendments to the bylaws at the general meeting, they will report on the request or suggestion at the meeting.
- (4) Once accepted by the members at a general meeting, the body of the bylaws will be updated, along with the version number and the date of the version, and Appendix A will describe the nature of the changes from the previous version. The Secretary will keep complete copies of all versions of the Bylaws.
- (5) Changes regarding correction of spelling, punctuation that does not change the meaning, numbering, and other such errors of production can be rectified by agreement of the Executive Committee without member vote.

Part 3 — Purpose and Goals of the Society

6. Purpose

ISCMR is an international multidisciplinary scientific organization established to foster the development and dissemination of new knowledge regarding whole person healing and whole systems healthcare research, including all traditional, holistic, alternative, complementary and integrative forms of medicine (TCAIM). It provides a platform for knowledge and information exchange of TCAIM research to enhance international communication and collaboration.

7. Goals

- (1) Enhance communication and build collegial relations among researchers and practitioners interested in TCAIM research on a worldwide basis.
- (2) Provide a voice in understanding the scope of the field of TCAIM and promoting excellence in its research.
- (3) Provide and promote forums for presentation of peer-reviewed original TCAIM research.
- (4) Provide and promote forums to develop knowledge in research methods relevant to the purpose of the Society.
- (5) Collaborate with regional societies and professional organizations to further mutual

goals.

- (6) Form relationships with peer-reviewed journals in the field of TCAIM.
- (7) Engage in other activities consistent with the purpose.

8. Restrictions on Society Activities

No part of the activities of the Society shall be directed towards influencing legislation or intervening in political campaigns.

Part 4 — Membership

9. Members in Good Standing

- (1) The Society shall admit all persons to membership, insofar as they are qualified under the provisions of Part 4 of these Bylaws upon payment of the membership fee (Part 9, Article 50, and Appendix B; full descriptions of membership categories and fees).
 - a. Current membership categories are
 1. Regular members: all members except student members
 2. Student members: are considered regular members, except they cannot hold a position that votes on the Board of Directors. Student members are, at the time of the application, a registered student working toward an academic degree or certificate/diploma.
- (2) Membership is open to any individual whose interests are consistent with the purpose and goals of the organization. Based on the ethical principles of equity and justice, there shall be no membership restrictions based on any facet of discrimination (race, creed, sex or sexual orientation, citizenship, etc.).
- (3) Every member must comply with these bylaws.
- (4) All members are in good standing except a member who has failed to pay his or her current annual membership fee (Part 9, Article 50), or any other subscription or debt due and owing by the member to the Society; the member is *not in good standing* so long as the debt remains unpaid, subject to Article 10(4).

10. Termination of Membership

All rights of a member in the Society shall cease on termination of membership. A person ceases to be a member of the society:

- (1) By delivering his or her resignation in writing to the Secretary of the Society; by email shall suffice. Termination shall take effect at the time of receipt of the notification. The Society shall not be liable for the return of any remaining portion of the year's membership fees.
- (2) On his or her death or, in the case of a corporation or group membership, on dissolution,
- (3) On being expelled, or
- (4) On having been a member not in good standing for 3 consecutive months.

11. Discipline and Expulsion of a member

- (1) Any member may have his/her membership suspended or revoked, or may be otherwise disciplined by resolution of the governing body of his or her Chapter or the Society Board of Directors by a special resolution of the members passed at a general meeting

(Chapter or International). In such circumstances, a hearing shall be held and a copy of the charges with a notice of such hearing thereon shall have been sent by registered mail to the address on record of said member not less than thirty days prior to the date of said hearing. If a member has not provided a physical mail address, the use of the email address on file of the members account shall suffice, and be considered as delivered. Voting rights of the member so charged shall be suspended during such hearing and an affirmative vote of three-fourths of the remaining votes cast, a quorum voting, shall be required for such resolution.

- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. Termination may be undertaken by the Society for conduct that materially and seriously prejudices the interests or purposes of the Society or for actions in contravention of these bylaws after providing the member with reasonable written notice and an opportunity to be heard orally or in writing by the Board of Directors.
- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (4) Any person expelled from the Society shall receive a refund of dues already paid for the current dues period, at the rate of % remaining of the current dues period.

12. Members Rights, Privileges, and Restrictions

Subject to the limitations imposed by the provision of the Articles of Incorporation and these Bylaws, all members in good standing shall have such rights and privileges as may be expressed or implied in these bylaws and which shall be governed by the following:

- (1) Members shall have the right to bring issues forward to the Board of Directors directly and through the Chapter Officers. Members may be invited to participate in topic discussions during Board of Director or Chapter Officer meetings.
- (2) With the exception of Student Members, each member shall have the right to be elected or appointed to the Society Board of Directors.
 - a. Student members cannot hold a position that votes on the Board of Directors. If they are otherwise duly qualified, they are eligible for election or appointment to any Society committee and to the chairship thereof.
- (3) Non-liability of Members: A member of this Society, including a Director of the Society, is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.
- (4) Non-transferability of memberships: No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

13. Notice to members

- (1) Notice shall be given by email to the member at the member's email address registered with the society unless otherwise specified in these bylaws.
- (2) A notice sent by email is deemed to have been given on the day following the day on which the email is sent.
- (3) The society is not deemed responsible if a member does not keep a current address registered with the society.

14. Chartering & Merging

A Chapter is a regional body of ISCMR, set up to represent all members within that region. Society chapters may be organized and chartered in any region of sufficient professional activity to assure stability, in accordance with the provisions of the Society's Articles of Incorporation and these Bylaws, and upon such other terms as the Board of Directors may establish.

(1) Purpose and Goals of a Chapter

- a. The Purpose of a Chapter is to actively pursue the Purpose of the Society (Part 3) specific to the Chapter region..
- b. The Goals of a Chapter are to actively pursue the Goals of the Society and member expansion through activities (Article 15) specific to the Chapter region.

(2) Application

A regional organization of 15 persons or more may apply to the Society for the granting of a charter to merge into ISCMR by submitting to the Secretary a petition for the formation of a new chapter body. Such a petition must be signed by all of the regional organization's Board of Directors (or equivalent). This will lead to the development of an Agreement, outlining the rights, duties, and process of dissolution as per the details of these bylaws. That agreement will be signed by the President of ISCMR and the President (or equivalent) of the regional organization, and witnessed by the ISCMR President Elect, and the second officer of the regional organization. Commentary on the development of Chapters is presented in Appendix C.

- a. If not in existence, any forming chapter is expected to set up a regional association with bylaws that include a board and voting structure, a financial accounting management system, and accountability to its members. ISCMR recommends compliance with local organizational laws regarding the existence of societies/non-profit/not-for-profit organizations.

(3) Scope of a Chapter

The chapter cannot compete with another, established chapter within the same region without written agreement with the established chapter, and approval from the BOD for the splitting of the established chapter into two regional chapters.

- a. A Chapter has exclusive jurisdiction over all current or potential Society members in its geographic region.

(4) Charter

Upon the approval of a petition for charter of a prospective chapter by the Board of Directors, there shall be issued to such chapter a charter of the Society signed by the International President and International Secretary, under the seal of the Society, provided, however, that said chapter shall have:

- a. Adopted Bylaws satisfactory to the Society's Board of Directors and not inconsistent with the Articles of Incorporation and the Bylaws of the Society;
- b. Accepted, ratified and agreed to be bound in all things not contrary to law by the Articles of Incorporation and the Bylaws of the Society and amendments thereto, and ISCMR International Bylaws;
- c. Elected officers, appointed committees and completed chapter organization as

provided in said chapter's Bylaws;

- d. Informed the International Secretary that said chapter's officers, committees and members have been instructed in their duties, privileges and rights by a representative of the Society; and
- e. Informed the Society Secretary that said chapter has complied with any other requirements as may have been established by the Society's Board of Directors.

15. Chapter Activities

- (1) Each chapter must undertake one or more activities per year through outreach to all its members, and which are in line with the purpose and goals of the Society. Member participation in activities is not obligatory.
- (2) Each chapter will submit a report for the Annual General Meeting outlining its activities for the previous fiscal year. Any activities for the current year for which the chapter wants international participation can be announced in the Society newsletter.
- (3) Chapters will contribute Chapter-specific content regularly to the Communications Committee for inclusion in ISCMR communications channels.

16. Discipline of Chapters

If for some reason, the Chapter is unable to comply with the Articles of Incorporation or Bylaws of the Society, it will be given six (6) months to comply after written notice from the ISCMR Board of Directors. If compliance is not attained in that time, the Chapter will be put on probation and the Chapter will be given an additional six (6) months to come into compliance. If after that time, the Chapter still does not comply, the matter will be turned over to the ISCMR Board of Directors for action. Board action may include, but is not limited to, dissolving and/or re-establishing the Chapter.

17. Termination of Chapter Charter

- (1) The ISCMR Board of Directors may revoke the Chapter Charter for breach of Society Articles of Corporation or Bylaws of the Society by a two-thirds (2/3) vote of the ISCMR Board of Directors. Adequate due process shall be provided to the Chapter and notification of such action will be provided to the Chapter in writing together with reasonable rights to cure such breach in accordance with Article 14.
- (2) The Chapter may terminate the Chapter Charter upon sixty days advance notice to the ISCMR Board of Directors, and to all members of the Chapter. After any such termination, ISCMR shall have the sole right to establish a new Chapter consistent within the geographic area represented by the chartered chapter. Individual Chapter members shall have the right to remain members of ISCMR, and if enough members remain, shall have the right to re-charter a Chapter as per Article 14.
- (3) Termination of the Chapter shall not relieve either party of any obligations due and/or payable to the other party.
- (4) Upon any such termination, the Chapter shall have no further rights to use the ISCMR name, trademarks, or logo, or any other rights provided under the Chapter Charter.

18. Administrative and Representational Supremacy

The Articles of Incorporation and Bylaws and all other laws, rules and procedures of

chartered chapters shall not contravene, and shall be subject to, the Articles of Incorporation and the Bylaws of the Society. In the event of a variance therewith, the Articles of Incorporation and the Bylaws of the Society shall supersede those of the chapter which shall be changed to comply therewith.

19. Council of Chapters

As per Part 7, Article 34, there are three Chapter Representatives on the Board of Directors' Advisory Council, subject to Article 19(3). The purpose is to ensure that Chapter issues and perspectives are represented at the Board level.

- (1) The Chair of each Chapter is the designated Delegate on the Council of Chapters. The Chapter Chair may, on occasion appoint the Chair-Elect/Vice Chair of the Chapter to represent them at meetings if the Chair is not available, and may invite the Chair-elect/Vice Chair to Council or Board meetings as observers only.
- (2) If there are more than three Chapters, the three Chapter Representatives to the Board of Directors' Advisory Council shall be chosen at the time of the Society AGM by the Council of Chapters Delegates (Article 19(1)) by secret ballot, coordinated by the Nominations Committee.
- (3) If there are fewer than three Chapters, the extant Chapters' representatives comprise the total number of representatives on the Advisory Council.

20. Chapter Membership

All members are automatically members of their regional Chapter, if such a chapter exists. Should a member move to a new Chapter jurisdiction or a jurisdiction with no Chapter, their fees shall stay with the original chapter until the member renewal, at which point their fees shall accrue to the new Chapter or, if no chapter, to ISCMR.

- (1) Members have the right to opt out of chapter membership through a request in writing to the ISCMR Secretary; their fees will accrue to ISCMR upon renewal.
- (2) If a regional Chapter does not exist, members may request membership in another jurisdiction's Chapter through a request in writing to the ISCMR Secretary. While they can participate in all Chapter initiatives, they will not be able to vote on Chapter initiatives, or be an elected officer or representative of the Chapter. Fees will be assessed as if they were moving from a Chapter to a new Chapter as per the Item 20 introduction. The Secretary will keep a list of all Chapter affiliation assignments.
 - a. Should a Chapter form in the member's actual region, the member's Chapter affiliation will revert to their actual region, with no limitations on participation. Fees will be assessed as if they were moving from a Chapter to a new Chapter as per the Item 20 introduction.

Part 6 — General Meetings of Members

21. There are two types of society member meetings (general meetings): Annual General Meetings (AGMs) and Extraordinary General Meetings.

22. Convening General Meetings

General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

- (1) Normally, the Annual General Meeting of the membership should occur in conjunction with a major international research meeting each year.
- (2) The directors may, when they think fit, convene an extraordinary general meeting.

23. Notice of Meetings

- (1) Notice of a general meeting must specify the place, day and hour of the meeting, and the nature of the business as per Section 26.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (3) Notice for all member meetings will be given at least one month in advance of the appointed time by mail, email, facsimile, telephone or other electronic means to the membership at the registered addresses.
 - (4) The notice of any meeting of members at which Directors or Officers are to be elected shall also state the names of those who are nominees or candidates for election.
24. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must 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.
25. Meetings shall be governed by Roberts Rules of Order Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

26. General Meetings Shall be Comprised of the Following

- I. The adoption of the rules of order and confirmation of the Chair of the meeting
 - II. Additions and acceptance of the agenda
 - III. Business that is brought under consideration by the report (agenda and appropriate supporting documentation) of the Directors issued with the notice convening the meeting.
- (1) Annual General Meetings will additionally include the following business:
 - I. The report of the Directors
 - II. An annual financial report, and report of the auditor (if any)
 - III. Chapter and Special Interest Group reports
 - IV. Election of directors
 - (2) Special business is any other business arising at a general meeting.

27. Quorum at General Meetings

- (1) A quorum will consist of one tenth of the voting members of the Society.
 - a. *In absentia* voters
Each vote form submitted from a voter *in absentia* represents one count towards quorum.

(2) If at any time during a general meeting there ceases to be a quorum present, business can continue until the meeting is adjourned or terminated but voting must not be conducted until there is a quorum present or the meeting reconvened (Article 30).

28. If within 20 minutes from the time appointed for a general meeting a quorum is not present or quorum has been lost during a meeting, the meeting must stand adjourned (Article 30). The Board of Directors must then reconvene a meeting as per Article 30.

29. The President of the Society, the President Elect or, in the absence of both, one of the other Directors present, must preside as Chair of a general meeting.

If at a general meeting

(1) there is no President, President Elect or other Director present within 15 minutes after the time appointed for holding the meeting, or

(2) the President and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair.

30. Adjourned General Meetings

(1) Business and special business left unfinished at the meeting from which the adjournment took place must be addressed by reconvening the General Meeting. If needed, urgent additional items may be added to the agenda, and members provided with documentation necessary to consider the additional items.

(2) Notice of the reconvened meeting must be given within 48 hours, with the content and notification process as in the case of the original meeting, but with the reconvened meeting occurring within four weeks of the adjourned meeting. If at the reconvened meeting, a quorum is not present within 10 minutes from the time appointed for the meeting, the members present constitute a quorum.

31. Voting at General Meetings

(1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution. Initial discussion of the resolution may then occur.

(a): After initial discussion, the Chair may propose a resolution for the BOD that a vote on a resolution arising at a general meeting be postponed if additional information needs to be gathered.

(b) If no additional information is needed, as per 1(a), the Chair must then ask the BOD members present to articulate any concerns that the resolution topic, as presented, may violate Item 36 (2). The Chair must then have a vote of the BOD members present as to whether the resolution may proceed to further discussion or voting by the members present.

(2) Members will be reminded at the beginning of meetings that any voting should be considered, and the BOD is required to act, from the perspective of supporting the integrity and the best interests of ISCMR, reflecting the international respectful, equitable, cooperative, and collaborative intent and statement of the goals and purpose of the society.

(3) Every act or decision done or made by a majority (50% + 1) of the voting members present in person at a duly held meeting at which a quorum is present is the act of the

members, unless the Articles of Incorporation, these Bylaws, or the provisions of law require a greater number.

- a. In the case of a tie vote, the chair may choose to cast a second, deciding vote, or request further discussion and a second round of voting.

(4) Voting is by show of hands or ballot if provided, including *in absentia* ballot forms

32. Entitlement to Vote

(1) A member in good standing present at a meeting of members is entitled to one vote.

- a. Members unable to attend a general meeting may vote *in absentia* by submitting a voting ballot that shall be made available along with instructions for use to the members upon distribution of the meeting agenda. Members may not submit an *in absentia* voting ballot and subsequently participate in voting in-person at a meeting. *In absentia* voting will close 72 hours before the meeting occurs; all ballots must be received by the Board Secretary by that time.

(2) Members unable to attend a general meeting may assign a proxy vote for items not on the voting form. Proxy vote holders must be a member (which may include members of the Board of Directors) at the general meeting.

Part 7 — Board of Directors

33. Composition of the Board of Directors

The Board of Directors is the policy-governing body of ISCMR. The Executive Committee and Directors-at-large are elected members of this Board.

(1) The number of Directors must be 9 or a greater number determined from time to time at a general meeting.

(2) All Board of Directors members shall be of the age of majority in the region of registration. A candidate for the position of Director must be a member with at least one year of active involvement with Society and be a person who has exhibited a clear understanding of, and commitment to, the Society's purposes and philosophy.

(3) Membership will be encouraged to elect Directors to represent different regions of the world to enhance world-wide participation—specifically, the BOD must always represent a minimum of three (3) continents, and can have no more than three (3) members from any one country—as well as represent the different strengths and diverse backgrounds needed for advising and leading the work of the Society.

(4) Any qualifying member can approach the Nominations Committee for information and consideration of standing for election at an Annual General Meeting.

- a. The member must submit their nomination in writing to the Secretary of ISCMR no later than 90 days prior to the meeting of members at which BOD members are to be elected.

(5) Committees (other than the Executive Committee) and Special Interest Groups will have a member of the Board appointed as a Board Representative to act as liaison between the Board of Directors and those Groups.

34. The Advisory Council to the Board

The Board has an Advisory Council consisting of the following members: three Council of Chapters representatives, the Registration Representative, the Past President, and the Executive Director (if applicable). They are to be invited to all Board of Directors meetings, but do not vote, and do not count toward quorum

- (1) The Registration Representative is a member selected from the country or region of the Society registration for the sole purpose of hosting the Society Business Office (Part 8 Article 48) contact for the registration government. The Registration Representative will work with the Secretary and Treasurer to ensure Society registration is managed appropriately on an ongoing, yearly basis.
- (2) Council of Chapters: This Council provides for representation of the Chapters at the Board level, as described in Part 5, Article 19.

35. The Executive Committee

The Executive Committee is the principal group responsible for the implementation of the policies of the Society. It consists of the President, President Elect, Secretary, and Treasurer.

The Board may delegate to the Executive Officers the powers and authority of the Board in the management of the business and affairs of the Society, to the extent permitted, and except as noted below or as otherwise be provided by provisions of law.

- (1) By a majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, and fill vacancies on the Executive Committee from the members of the Board.
- (2) The Executive Committee shall meet as often as necessary for the fulfillment of its duties.
- (3) The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.
- (4) The Executive Committee shall not have the authority to alter a resolution or policy which has previously been adopted by the Board of Directors; amend or repeal the Bylaws; elect, appoint, or remove any Director, Officer, member of any committee, or member of the Society; amend the Articles of Incorporation; hire or fire employees; set compensation of Directors; adopt a plan of merger or consolidation; take action to dissolve the Society; or authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of Society.
- (5) The Executive Committee will direct the Board of Directors through a review of the Purpose and Goals of the Society, and the budget plan at least once per year.

35A: The President

- (1) The President presides as Chair at all meetings of the Society and of the Board of Directors.
- (2) The President is the Chief Executive Officer of the Society and must supervise the other Executive members, and the Executive Director (if any), in the execution of their duties.

- (3) The President leads the Board of Directors in development of the strategic goals and objectives of the organization and provides direction and leadership in the implementation of the needed actions.
- (4) The President moves to “Past President” once their term is over. The Past President, by agreement, may continue to oversee the implementation of larger projects undertaken during their term as President, and will continue in an advisory role on the Advisory Council for an additional two years.

35B: The President Elect

- (1) The President Elect must carry out the duties of the President during the President's absence or in the event of his or her inability or refusal to act, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President.
- (2) The President Elect will proceed to the President position after one term, or sooner if the President vacates the office before his or her term is over.

35C: The Secretary

- (1) The Secretary must:
 - a. Conduct the correspondence of the society;
 - b. Issue notices of meetings of the society and directors;
 - c. Keep minutes of all meetings of the society and directors;
 - d. Have custody of all records and documents of the society, except those required to be kept by the treasurer, including copies of all versions of the bylaws as per Article 5(4);
 - e. Have custody of the common seal of the society;
 - f. Maintain the register of members, past and current; and
 - g. Ensure the registration of society is maintained as per the yearly requirements for the current region of registration, as listed in Appendix A.
- (2) In the absence of the Secretary from a meeting, the directors must appoint another person to act as Secretary at the meeting.
- (3) The Secretary shall be the Board Representative and Chair on the Communications Committee.

35D: The Treasurer

- (1) The Treasurer must
 - a. Have charge and custody of, and be responsible for, all funds and securities of the Society, and deposit all such funds in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
 - b. Receive, and give receipt for, monies due and payable to the Society from any source whatsoever.
 - c. Disburse, or cause to be disbursed, the funds of the Society as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
 - d. Keep and maintain adequate and correct accounts of the Society's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

- e. Exhibit at all reasonable times the books of account and financial records to any Director of the Society, or to his or her agent or attorney, on request therefore.
 - f. keep the financial records, including books of account, necessary to comply with the Society Act in the region of incorporation, and
 - g. render financial statements to the directors, members, and others when required.
- (2) The Treasurer shall be the Board Representative and Chair on the Finance Committee.

36. Action of the Board of Directors

- (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- a. all laws affecting the society,
 - b. these bylaws, and
 - c. rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) All BOD members must act in a way that supports the integrity and the best interests of ISCMR, reflecting the international respectful, equitable, cooperative, and collaborative intent and statement of the goals and purpose of the society.
- (3) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
- (4) It shall be the duty of the directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws, including:
- a. the responsibilities of right action as outlined in Appendix D.
 - b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of agents and employees of the Society;
 - c. Supervise all officers, agents, and employees of the Society to assure that their duties are performed properly;
 - d. Meet at such times and places as required by these Bylaws;
 - e. Register their addresses with the Secretary of the Society, and notices of meetings mailed or conveyed electronically to them at such addresses shall be valid notices thereof.
 - f. Bring to the attention of other Directors opportunities of value to the society, such as for additional society funding, affiliation possibilities, membership development, ISCMR representation as a stakeholder, etc.

37. Terms of Office

- (1) The term of office for each Director shall be three years. During the first three years, one-third of the Directors will be replaced each year such that thereafter each year one-third of the Directors will retire or be re-appointed.

- (2) Directors may serve up to two consecutive terms, after which, they must step down for at least one full year, before standing for election for a subsequent Board of Directors position.
 - (3) The term of office for each Executive Committee position shall be two years. Re-election to an Executive position is directed as per Article 37(2).
 - a. Directors taking on an Executive position in their third year will have their term extended by one year, and can then restand for election as per Article 37(2).
 - b. Directors taking on an Executive position in their first year will serve as a Director-at-large for the final year of their term if they do not restand for election on the Executive in their third year.
 - (4) Elections must be held for each elected position on the Board of Directors to be filled, except for the President, which is filled from the position of President-Elect if a Board of Directors member has been elected to that position.
 - (5) An election for any open position may be by acclamation, otherwise it must be by ballot.
38. The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may choose to elect a successor to complete the term of office at that point in time.
39. The Board of Directors may recommend removal and replacement of any Director for failing to participate in at least three consecutive meetings or votes or for the breach of any rule or guideline of Society by a majority vote.

40. Vacancies on the Board of Directors

- (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors, or may appoint a Director to a vacancy in the Executive.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- (3) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (4) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

41. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Society shall be indemnified by the Society to the fullest extent permissible under the laws of this region of incorporation.

42. Insurance for corporate agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Society (including a Director, officer, employee or other agent of the Society) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

43. Directors' Inspection Rights

Every Director shall have the right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Society and shall have such other rights to inspect the books, records and properties of this Society as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law. At all times, any such shared documents must be held in confidence unless otherwise released by agreement of the Board of Directors. Any documents shared for inspection remain the property of ISCMR.

44. Meetings of the Directors

- (1) At a minimum, the Board shall meet three (3) times per year, (approximately every four (4) months), or more often if agreed by the Board of Directors. A special meeting may be called if the need arises at the request of any two members of the Board, petitioned to the Secretary. A proposed agenda and supporting materials shall be made available to Board members and the Advisory Council prior to a Board meeting.
- (2) The directors may meet at the places they think fit, in person, by teleconference, or other electronic means, to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - a. Notwithstanding Article 43(2), the Board of Directors may conduct any of its affairs without a meeting if all of the Directors entitled to vote on the relevant subject matter give signed, written consent or electronically conveyed consent to the action on a document which sets forth the specific action to be taken.
- (3) Quorum is a two-thirds majority of the directors then in office. For the purpose of quorum Advisory Council members to the Board are not considered.
- (4) The President is the chair of all meetings of the directors, but if at a meeting the President is not present within 10 minutes after the time appointed for holding the meeting, the President-Elect must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (5) Meetings shall be governed by Roberts Rules of Order Revised, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.
- (6) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

45. Notification of Meetings of the Directors

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- (1) **Regular Meetings.** A minimum of two weeks' notice and preferably one month's notice will be given by the Secretary of the Society to each Director and member of the Advisory Council for each regular meeting of the Board. Such notice must be written, and shall state the place, date and time of the meeting. The Society Secretary must distribute the agenda and supporting materials at least one week before the meeting.
- (2) **Special Meetings.** At least one week prior notice shall be given by the Secretary of the Society to each Director and member of the Advisory Council for each special meeting of the Board. Such notice may be oral or written and shall state the place, date and time of the meeting as well as state the purpose of the meeting. All directors must additionally receive a written agenda and supporting materials at least 24 hours before the meeting.

46. Voting at Meetings of Directors

- (1) Questions arising at a meeting of the directors and committee of directors as well as all resolutions based on the meeting agenda must be decided by a majority of votes.
 - a. In the case of a tie vote, the chair may choose to cast a second, deciding vote, or request further discussion and second round of voting.
- (2) A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (3) A resolution in writing, signed by all the directors and placed with the minutes of the next meeting of the directors, is as valid and effective as if regularly passed at a meeting of directors.
- (4) For issues arising needing immediate attention, and not addressed at a scheduled BOD meeting, the Executive may call for an online vote. Such voting will be requested by email to all BOD members, may be done by email or on-line survey system, allow for 2 weeks for BOD members to respond, can allow for discussion during the voting period, and will require both quorum (as per Item 43(3)) and majority vote (as per Item 45(1))

Part 8 — Other Organizational Bodies

47. Committees and Working Groups

A variety of committees and working groups exist to pursue the objectives of the Society. These members are appointed to their positions. Committees and working groups shall be set by Board policy as per this Section. Details of currently active committees are maintained in Appendix E.

- (1) The Board can establish committees and working groups to undertake specific work of the society.
 - a. A committee is established to address specific aspects of managing the functions and goals of the Society on an on-going basis.
 - b. A working group is established to achieve specific goals as identified by the Board of Directors from time to time, and is dissolved when the work is completed.

- (2) All committees are to be formed using the Terms of Reference template in Appendix F. The template describes:
 - a. Mandate
 - b. Objectives, including definition of deliverables
 - c. Composition, including Board Representative
 - d. Structure
 - e. Voting
 - f. Communication
 - g. Financial Matters
 - h. Limitation of Liability
 - i. Sunset Clause
- (3) The directors may delegate any, but not all, of their powers to committees or work groups as they think fit.
- (4) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the members present who are members of the committee must choose one of their number to be the chair of the meeting.
- (5) The members of a committee may meet and adjourn as they think proper.

48. Special Interest Groups

No special interest group (SIG) is formally defined for the Society. The purpose of Special Interest Groups is to provide a forum for members with shared interest to connect for discussions and projects.

- (1) SIGs and their activities must be open to all members.
- (2) They are established using the same form as for Committees and Working Groups (Appendix F), and maintained following the same procedures as outlined in that form.
- (3) A minimum of 10 members must petition the Board to form a SIG, and the SIG must maintain at least 10 members to remain viable.
- (4) Details of SIG formation and function are outlined in Appendix E.

49. Society Business Office

The Society Business Office is the principal entity for the day-to-day implementation of all ongoing activities.

- (1) In the absence of employees, the Society Business Office is comprised of the Executive Committee. Some functions of the business office may, by mutual agreement between the Executive Committee and a Chapter's Governance Officers, be carried out by a chapter. When such an agreement is reached, each party's roles and responsibilities shall be documented and approved by the BOD.
- (2) If the Society has employees under an Executive Director (See Appendix G) (none of whom are required to be members of the Society), the Society shall establish a physical principal office for the transaction of the business of the Society.

Part 9 — Financial Practice

50. General Practices

(1) Applicability of Financial Practice Bylaws

Practices described herein (Part 9 — Financial Practice) are for the international society body. As Chapters may have local regional legal/lawful requirements, unless local law requires otherwise, Chapters are expected uphold these financial practices or better. For Chapters, the Financial Officer and Chair will be understood to be the responsible members of the Chapter Executive.

(2) Assessments

Assessments, other than for dues and personal expenses incurred by members and payable by the Society or any of its chapters, shall not be levied upon the membership.

(3) Fiscal Year

The fiscal year of the Society and of its chapters shall extend from the first day of January of each year, to the last day of December of that year, both dates included.

(4) Property Rights

The Society shall not be operated for profit; its entire properties, assets, and facilities shall be devoted to the purposes for which it was organized, as set forth in these bylaws. Except as the Board of Directors may permit, no member shall have any property right whatsoever in the property of the Society.

(5) Compensation

With the exception of the bestowal of awards and other forms of special recognition, no member shall receive any compensation whatsoever by the Society for any labor or services or other work performed or rendered to, or for, or on behalf of the Society without specific written approval of the Board of Directors, excepting:

- a. A director or committee member must not be remunerated for being or acting in their role but must be reimbursed for all expenses necessarily and reasonably incurred in the performance of their respective duties, from the funds of the Society, as the Board of Directors shall determine.
- b. Full and part-time employees of ISCMR shall be compensated from the funds of the Society.

(6) Obligating Funds of the Society

No person, or committee or chapter shall obligate the funds of the Society in any manner whatsoever, except that which the President shall have permitted by prior authorization of the Executive Committee or as permitted by the Board of Directors by prior authorization thereof.

(7) Dissolution of the Society

Upon the dissolution of this Society, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Society shall be distributed for one or more exempt purposes, for a public or research purpose in line with the goals and purpose of this Society. Such distribution shall be made in accordance with all applicable provisions of the laws of the region of registration.

51. Annual Dues

- (1) With the exception of Honorary Life Members, each member shall pay to the Society an annual membership fee, hereinafter called dues. Dues shall become payable on the date

of anniversary and unpaid members shall become delinquent on the first day of the third month following the anniversary date. Dues shall be billed by and shall be remitted directly to the indicated representative of ISCMR.

- a. The annual dues for all other categories as described in Appendix B shall be as set by the Board of Directors, and updated in that appendix when changed.
 - b. Despite differential in fees paid, all members will have equal rights.
 - c. While the Society will make effort to notify members of renewal dates via email to their registered address, the member retains responsibility for ensuring her or his annual membership fee is paid.
- (2) A member whose dues are delinquent shall have their membership terminated (see Article 10). Any such member shall be reinstated in good standing upon payment of all current and delinquent dues.
- (3) If a member falls within a Chapter region, a proportion of that member's dues, as designated in Part 5 — Chapters will be transferred to their Chapter, for financial management by that Chapter.

52. Financial Practices and Management

(1) Society Funds

All funds derived from contributions to the activities of this Society, including dues, shall be held in trust for the Society and such funds shall be used to implement the objectives of the Society. Funds shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

(2) Gifts etc. to the Society

The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the nonprofit purposes of this Society. They may not receive any such contribution, gift, bequest, or devise personally unless approved by the Board of Directors for the benefit of the Society.

(3) Accounting Management

Under the direction of the ISCMR Treasurer and with approval of the Executive Committee, a proper system of accounting shall be established which shall accurately maintain records of Society funds and income and expenses.

- a. An annual budget shall be prepared by the ISCMR Financial Committee for each fiscal year and shall be submitted to the International Board of Directors at the meeting immediately preceding the start of the fiscal year for review and approval. The budget should include comparison with the current and previous year, and be developed to forecast expenses 3 years out, including planned expenses based on the short and long term strategic plans. Chapters must additionally provide annual projected budgets and results of any audits to the ISCMR Financial Committee.

(4) Disbursements

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Society shall be signed by the Treasurer and countersigned by the President of the Society.

- a. Notwithstanding 51(4), the ISCMR Treasurer shall be authorized to countersign checks issued by the International Business Office or electronically transfer funds

for Society disbursements required by activities approved by the Board of Directors. All disbursements shall be made by check, or by electronic transfer of funds.

(5) Borrowing funds

The Society will not undertake initiatives that require the borrowing of funds.

(6) Financial Reporting to the Board of Directors

The ISCMR Treasurer shall report to the ISCMR Directors on the financial status of the Society at their meetings and at such times as may be directed.

(7) Audit of Records

When requested by the Board of Directors, an audit of the financial records of the Society will be conducted by a licensed accountant.

- a. The new incoming Treasurer, may request a detailed, comprehensive audit prior to his/her acceptance of the Society's books. The costs of such audits shall be defrayed from the funds of the Society.

53. Operating Reserve Funds

(1) Establishing and maintaining ORFs

The Society shall establish and maintain an operating reserve fund to protect the Society from unanticipated and unavoidable financial loss due to conditions beyond the control of the Society. The fund should provide limited financial protection to continue the basic services to the membership during times of economic and financial uncertainty.

The funds should ultimately provide for a minimum period of one year's operation of the core business functions of the Society, at reduced, but acceptable levels of service to the membership. This amount shall be determined annually by the Finance Committee and approved by the Board of Directors when the budget is approved. This amount shall be considered a goal until such time as the fund equals this amount.

Details of the Operating Reserve Funds, including the development process, current goal, and holding investments, are outlined in Appendix B.

(2) Expenditure of ORFs

Expenditure of the operating reserve funds requires the recommendation of the existing Executive Committee in consultation with the Financial Committee and final approval of the Board of Directors. Extraordinary circumstances should exist before a request is made to access the funds.

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Appendix A: Additional Bylaws information

Board Policy is that Appendix A should be updated by the Secretary of ISCMR after every change to the definitions, place of registration, or update to the version of the bylaws.

Definitions

Definitions from the BC Societies Act on the date of ISCMR's incorporation.

"auditor" has the same meaning as in section 1 (1) of the *Business Corporations Act*;

"business" means an activity that produces taxable income under the *Income Tax Act*;

"bylaws" means the bylaws of a society;

"commission" means the Financial Institutions Commission established under the *Financial Institutions Act*;

"constitution" means

(a) the constitution established for a society under this or the former Act, and

(b) with respect to a society that was subject to the original Act, the declaration for incorporation of that society, or other similar document;

"court" means the Supreme Court;

"debenture" has the same meaning as in the *Business Corporations Act*;

"debt obligation" means a bond, debenture, note or other similar obligation, whether secured or unsecured, of a society;

"director" includes a trustee, officer, member of an executive committee and a person occupying any such position by whatever name;

"document" means a written instrument, including a notice, order, certificate, register, letter, report, return, account, summons or legal process;

"existing society" means a society to which the former Act applied and that was in existence on January 5, 1978;

"extraprovincial society" means a society or association, incorporated or otherwise, formed outside British Columbia, and includes a branch of that society or association, but does not include a society or association, incorporated or otherwise, formed to acquire profit or gain or that has a capital divided into shares;

"filed" has the same meaning as in the *Business Corporations Act*, and, for that purpose, section 408 of that Act applies;

"former Act" means the *Societies Act*, S.B.C. 1947, c. 82, the *Societies Act*, R.S.B.C. 1948, c. 311, or the *Societies Act*, R.S.B.C. 1960, c. 362;

"member" means

(a) an applicant for incorporation of a society who has not ceased to be a member, and

(b) every other person who becomes and remains a member in accordance with the bylaws;

"mortgage" includes a secured debt obligation;

"ordinary resolution" means

(a) a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person or, if proxies are allowed, by proxy,

(b) a resolution that has been submitted to the members of a society and consented to in writing by 75% of the members who would have been entitled to vote on it in person or by proxy at a general meeting of the society, and a resolution so consented to is

- deemed to be an ordinary resolution passed at a general meeting of the society, or
- (c) if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution;
- "original Act"** means the *Societies Act*, S.B.C. 1920, c. 83, the *Societies Act*, R.S.B.C. 1924, c. 236, or the *Societies Act*, R.S.B.C. 1936, c. 265;
- "registrar"** means the Registrar of Companies;
- "reporting society"** means a society that
- (a) is, by its bylaws or by an ordinary resolution filed with the registrar, declared to be a reporting society,
 - (b) is carrying on insurance business as defined in the *Financial Institutions Act*,
 - (c) requires a consent under section 2 (1) (a), (b) or (d) or section 20 as a condition precedent to incorporation or changing its constitution,
 - (d) is ordered to be a reporting society under section 38,
 - (e) is a holding corporation for the purposes of the *Business Corporations Act*, or
 - (f) became an amalgamated society after January 4, 1978 if one of the amalgamating societies was, at the time of the amalgamation, a reporting society,
- unless the registrar under the regulations orders that it is not a reporting society;
- "society"** means a society incorporated under this Act, and includes an existing society;
- "special resolution"** means
- (a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person or, if proxies are allowed, by proxy
 - (i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or
 - (ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,
 - (b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person or, if proxies are allowed, by proxy at a general meeting of the society, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,
 - (c) if a society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by at least 75% of the votes cast in respect of the resolution, or
 - (d) an extraordinary resolution passed before January 5, 1978;
- "subscription"** includes a fee, due, assessment or other similar sum payable by a member under the bylaws;
- "subsidiary"** has the same meaning as in the *Business Corporations Act*.

Place of Current Registration

Details of Bylaws Versions

Appendix B: Financial Matters

Appendix B will be updated upon approval by BOD vote (except the membership categories, where the bylaws take precedence).

Date of Board of Directors meeting where these were updated: [not updated since acceptance of bylaws]

Operating Reserve Fund (ORF) Development

An amount of the society's annual net income, as advised by the Finance Committee and designated by the Board of Directors when approving the annual budget, will be placed in the ORF annually until such time as the fund reaches the level required to meet the goal of the operating reserve fund. In any given year when the net income is a negative number, no funds will be allocated to the operating reserve fund. Contributions from other legitimate sources to the operating fund can be made. Contributions of Society funds greater than 10% of annual income may be made at the discretion of the BOD.

Fund Investments

Funds accumulated in the operating reserve fund may be invested in legitimate financial instruments as recommended by the Financial Committee and approved by the BOD. A legitimate financial instrument is safe and not likely to lose money, and is procured through an established, independent financial institution.

Membership Sub-categories and Annual Dues

- (1) To encourage international participation, members' fees will be categorized according to the World Bank economic rankings, <http://data.worldbank.org/about/country-and-lending-groups>, updated annually.
- (2) To encourage participation across a variety of economic circumstances, the reduced fee rate, applied to the upper income countries, is to be calculated nominally as one half the regular yearly professional membership rates; claiming the reduced rate will be accepted on an honorary system.
- (3) All fee subcategories, other than Student Members (as per the bylaws 9(1)a.2. and 12(2)a) are regular members.

Upper Income Country Member: All members from the "high income" countries
Fees: 1 year: \$100 US; 3 years \$250 US.

Middle Income Country Member: All members from the "upper-middle income" countries
Fees: 1 year: \$20 US; 3 years \$50 US.

Low Income Country Member: All members from the "lower-middle and low income countries. Fees: 1 year: \$5 US; 3 years \$12.50 US

Reduced Fee, Trainee, and Student Members from Upper Income Countries
Fees: 1 year: \$50 US; 3 years \$125 US

- Student Members: A student member shall, at the time of the application be a registered student working toward an academic degree or certificate/diploma, and will provide proof of enrolment to the Secretary of the Society upon registration.

- Trainee Members: Trainees shall, at the time of the application be recognized as a Trainee or Fellow with an academic institution, and will provide proof of their status to the Secretary of the Society upon registration.
- Retiree Member: Members who have retired from all active professional efforts (other than occasional consulting or work for the Society) may request Retiree membership.
- Other: members who feel that they cannot otherwise afford the regular membership fees.

Life-long Members: Members who have been given status for outstanding commitment and work on behalf of ISCMR, and for whom a petition is submitted by three members and approved by Board vote. Life-long Members receive complementary membership in the Society.

Group Members: The defined group (e.g. research teams, professional association, society) pays an annual membership fee of \$500 US for a maximum of 10 members. The group contact person submits a list of individuals (see Registration Form) it selects to be registered.

Affiliate Members: The organization (e.g. professional association, educational institution, society) pays an annual fee of \$200 US, which enables any of the organization's members to be eligible for a reduced fee of \$75 US and affiliate member status upon joining. For the \$200 US, each organization will be given an access code, active for 1 year from purchase, for its members to receive the reduced fee.

Appendix C: Sample Agreement for Mergers to Create an ISCMR Chapter

Appendix C will be updated upon approval by BOD vote.

Date of Board of Directors meeting where these were updated: May 9, 2018 (Annual General Meeting)

ISCMR requires the development of a full society in the local region to ensure that a stable structure is in place to manage the long-term viability of the chapter. If the organization does not already exist, ISCMR recommends using the ISCMR bylaws as a starting point for the new chapter bylaws to help with alignment between the chapter and international society. ISCMR chapters post their bylaws online; these can be reviewed as examples. The ISCMR bylaws are always available online under the Member's Area menu.

ISCMR Chapters are to represent all members and possible members in the region, and all activities should work towards ensuring inclusivity of all TCAIM research-supportive members in the region. As per Membership, Item 9.2 in the bylaws, "Membership is open to any individual whose interests are consistent with the purpose and goals of the organization. Based on the ethical principles of equity and justice, there shall be no membership restrictions based on any facet of discrimination (race, creed, sex or sexual orientation, citizenship, etc." If a group wishes to focus on a specific form of TCAIM therapy, then a Chapter or Society Special Interest Group is the appropriate form of organization.

DRAFT AFFILIATION AGREEMENT

Between the ISCMR

and

the Canadian Interdisciplinary Network for Complementary and Alternative Medicine Research (INCAM)

This Agreement is made and entered into this Day of xx , 20xx between ISCMR and the Canadian Interdisciplinary Network for Complementary and Alternative Medicine Research (INCAM).

The parties agree as follows:

1. AGREEMENT

1.1 INCAM is hereby granted a charter to be and authorized chapter known as the Canadian Chapter of ISCMR, subject to the terms and conditions of this Affiliation Agreement and the applicable Articles of Incorporation, Bylaws and rules of ISCMR.

1.2 For purposes of this Agreement, the Term "authorized chapter" shall mean only those regional/country chapters that have entered in an Affiliation Agreement with ISCMR substantially similar to this Agreement.

1.3 ISCMR hereby grants a limited license to the ISCMR name, trademarks and other logos, in accordance with this Agreement. The graphic standards set forth by ISCMR concerning name, trademark, or other logo usage, shall be adhered to and the name, trademark, or other logo **shall not be altered in any way** without the express written permission of ISCMR.

2. PURPOSE OF AFFILIATION

2.1 It is understood by both the IN-CAM and ISCMR that the CHAPTER's is to actively pursue ISCMR's purpose and goals as well as expand membership of the ISCMR specific to the Chapter region(see Appendix 1 for ISCMR's purpose and goals)

3. SCOPE OF CHAPTER

3.1 The CHAPTER has exclusive jurisdiction over all current or potential ISCMR members within its geographic region, which shall specifically include: the country of Canada.

4. MEMBERSHIP

4.1 All ISCMR members are automatically members of their regional Chapter, if such a Chapter exists.

4.2 Should a member move to a new Chapter jurisdiction or a jurisdiction with no Chapter, their fees shall stay with the original chapter until the member renewal, at which point their fees shall accrue to the new Chapter or, if no chapter, to ISCMR.

4.3 Members have the right to opt out of chapter membership through a request in writing to the ISCMR Secretary; their fees will accrue to ISCMR upon renewal.

5. MEMBERSHIP FEES and MEMBERSHIP FEE SHARING

5.1 ISCMR is responsible for setting and collecting all membership fees.

5.2 CHAPTERS may not assess individual membership fees.

5.3 Upon receipt of ISCMR membership fees, it is the responsibility of ISCMR to remit to the Chapter 50% each individual's membership fees to the appropriate Chapter on a timely basis, but in no event shall the fees be held by ISCMR for more than 90 days before remitting.

6. PROGRAMS AND MEMBER BENEFITS

6.1 The CHAPTER shall be responsible for developing programs and services in line with ISCMR's purpose and goals which appeal to its members' interests including, but not limited to, educational programs and seminars, research meetings, and public relations.

6.3 When requested by ISCMR, the CHAPTER shall market, sponsor and distribute ISCMR programs and/or activities, providing the CHAPTER does not incur, or is willing to incur any related expense.

6.4 No ISCMR Chapter may prohibit an ISCMR activity within the area of its geographical jurisdiction without due cause, and a request for such a determination must be submitted in writing to the ISCMR Board of Directors for decision.

7. SUBSIDIARY RELATIONSHIPS

7.1 ISCMR and the IN-CAM may cooperate with complementary organizations to achieve their mutual objectives, but they shall not thereby, directly, or indirectly, circumvent the intent of this Agreement in any way.

7.2 All joint-ventures sponsored/endorsed/supported by IN-CAM must clearly state they are sponsored/endorsed/supported by IN-CAM, not ISCMR as a whole.

8 GOVERNANCE

8.1 ISCMR and IN-CAM shall be governed by their own structures pursuant to legally established By-laws which shall be consistent with the terms of this Agreement.

8.2 The ISCMR Board of Directors has the right to determine the **reasonable minimum standards** for defining an ISCMR chapter. These standards are provided in the ISCMR by-laws and are as follows. The CHAPTER must:

- a. Have a minimum of 15 CHAPTER members and must be located in a geographic area authorized by the ISCMR National Board of Directors.
- b. Elect leadership to key CHAPTER positions (at minimum a CHAPTER Chair)
- c. Ensure that at minimum one CHAPTER representative attends the ISCMR Annual General Meeting

8.3 The CHAPTER must annually submit the following to ISCMR:

- a. CHAPTER Articles of Incorporation or other governing documents noting any changes if applicable
- b. Chapter Bylaws noting any changes if applicable
- c. List of elected CHAPTER leadership members
- d. List of CHAPTER committees and their members if applicable
- e. Summary of CHAPTER activities for the past year
- f. Summary of CHAPTER plans for upcoming year
- g. Copy of CHAPTER financial statement and proposed budget

8.4 If for some reason, the CHAPTER is unable to adapt to these criteria, it will be given 6 (six) months to comply after written notice from the ISCMR Board of Directors. If compliance is not attained in that time, the CHAPTER will be put on probation and the CHAPTER will be given an additional 6 (six) months to come into compliance. If after that time, the CHAPTER still does not comply, the matter will be turned over to the ISCMR Board of Directors for action. Board action may include, but is not limited to, terminating this Agreement, or dissolving and/or re-establishing the CHAPTER.

9. COMPLIANCE AND LIABILITY

9.1 The parties are separate and independent entities, neither party shall be liable or have responsibility for the acts of the other, or its officers, directors, employees, or agents.

9.2 IN-CAM and ISCMR agree to indemnify and hold harmless one another, its officers, directors, employees and agents from and against any claims, losses, or demands (including reasonable attorneys fees and expenses) that may result from its willful or negligent acts or those of its officers, directors, employees, or agents.

10. DURATION

10.1 The term of this Agreement and the grant of the Charter shall be for three years and it shall remain in full force and effect and renew automatically for additional one year terms, unless terminated in accordance with this Agreement.

11. TERMINATION

11.1 The ISCMR Board of Directors may terminate this Agreement and revoke the Charter for breach of this Agreement pursuant to section 8.3 by a two-thirds (2/3) vote of the ISCMR Board of Directors. Adequate due process shall be provided to the CHAPTER and notification of such action will be provided to the CHAPTER in writing together with reasonable rights to cure such breach in accordance with section 8.4.

11.2 IN-CAM may terminate this Agreement upon sixty days advance notice to the ISCMR Board of Directors and all members of the CHAPTER.

11.3 Upon any such termination, the CHAPTER shall have no further rights to use the ISCMR name, trademarks, or logo, or any other rights provided under this Agreement. After any such termination, ISCMR shall have the sole right to establish a new organization with purposes consistent with this in the geographic area represented by the CHAPTER.

11.4 Termination of this agreement shall not relieve either party of any obligations due and/or payable to the other party. This Agreement is not assignable unless approved in writing by the non-assigning party.

11.5 Should this Agreement be terminated by either party, after satisfying all outstanding debts and obligations, remaining assets will be retained by IN-CAM as long as it continues to exist, or shall be distributed according to the IN-CAM By-laws.

12. MISCELLANEOUS

12.1 If any portion of this Agreement shall be declared invalid, or unenforceable for any reason, the remainder of the Agreement shall remain in full force and effect and shall not be affected

12.2 All tentative amendments to this Agreement must be approved by the ISCMR Board of Directors and by the IN-CAM leadership in accordance with its governance structure before becoming effective, and must remain attached to this document in order to be considered valid.

12.3 This Agreement constitutes the entire agreement between the parties with respect to the subject matter contained herein, supersedes all previous negotiations or proposals, and may only be modified by an amendment executed in writing by both parties hereto.

12.4 This Agreement shall be governed by the laws where ISCMR was registered at the time the agreement was signed.

Xxxxxx, IN- CAM Chair

yyy, ISCMR President

Date

Date

Xxxxxx, IN-CAM Chair-Elect

yyy, ISCMR President-Elect

Date

Date

Appendix D: ISCMR Board of Director Responsibilities

Appendix D will be updated upon approval by BOD vote.

Date of Board of Directors meeting where these were updated: [not updated since acceptance of bylaws]

Being a member of a Board of Directors of an international organization has many pleasures and benefits, but also some duties and responsibilities that go with the position. This document, based on “Duties and Responsibilities of Directors of Non-Profit Corporations” (1) is to provide a snapshot of the responsibilities along with measures of due diligence.

1. Duty of Knowledge:
 - a. Purpose, goals, and aims of Organization
 - b. Duties as Board of Director Member (also known as duties of diligence)
 - i. Attend meetings (BOD, committees you are on)
 - ii. Review minutes and budgets. Is what needs to get done getting done?
 - iii. Engage in discussions and processes (prepare by reading minutes, reports, agenda). Keep notes.
 - iv. Participate in voting
 - v. Represent the Society & help with membership development
 - vi. Know your additional duties and reporting responsibilities for designated positions (Committee, Chapter, and SIG positions)
 - c. Working knowledge of the Bylaws and Society process
2. Duties of Care, Skill, and Prudence:
 - a. “Act honestly and in good faith in the best interests of the society.” (2)
 - b. “Exercise the care, diligence, and skill of a reasonably prudent person when exercising powers and performing duties as a director.” (2)
 - c. Where an individual director has a particular level of expertise, that level of expertise must be used in the best interests of the organization. (1)
 - d. Declare conflicts of interest, and act accordingly
3. Duty to Manage:
 - a. Help establish and maintain policy and procedure in the best interest of the society
 - b. Consider opportunities for improving function
 - c. Ensure all Committees, Working Groups, Chapters, and SIGs are set up with clear duties, outcomes, reporting and timeline expectations, and, when applicable, budget allowance.
 - d. Consider and bring forward new opportunities that fit the society goals and aims
4. Fiduciary duty:
 - a. Understand and review the budget

- b. Support the treasurer in developing and maintaining a responsible budget
- c. Avoid personal conflicts of interest relative to the best interests of the society
- d. Respect financial prudence and minimal spending

References

1. Kelly HM, and Frederick MR. *Duties and Responsibilities of Directors of Non-Profit Corporations*. Canadian Association of Society Executives, Toronto, Canada. 2002.
2. British Columbia Societies Act, 1996 Section 25(1). Queens Press, Victoria, Canada. 1996.

Appendix E: Current Committees & Special Interest Groups

Appendix E will be updated upon approval by BOD vote.

Date of Board of Directors meeting where these were updated: [not updated since acceptance of bylaws]

Committees are formal structures set up by the Board to manage and oversee activities needed for the functioning of the Society or the implementation of the Society purpose and goals. The society will endeavor to provide financial support as needed to achieve the goals of the Committee through planned budgetary allocation.

Research Advisory

The Research Advisory Committee will be comprised of three to five senior researchers in the field of TCAIM research. Membership will be solicited by the Board of Directors. The term of service will be three years. This Committee will:

- a. Provide strategic advice to the Board of Directors, the Executive Committee, and the Officers, as requested
- b. Maintain a roster of ISCMR approved grant reviewers for when assistance in reviewing CAM research grant applications is requested
- c. Manage the ISCMR Scientific Article Prize
- d. Represent ISCMR on the ISCMR-ICCMR Committee
- e. Manage the ISCMR Student Poster Prize Competition at the ICCMRs
- f. Organize and work with the Education Committee regarding peer-review for the ISCMR-ICCMR Committee

Communications

The Secretary of the society will be a member of the Committee. If employees of the society, the Executive Director and Communications Officer (or equivalent) will also be members of the Committee. This Committee will:

- a. Manage the website content
- b. Produce monthly newsletters
- c. Assist all other committees and Board of Director members with the maintenance of ISCMR integrity for such issues as:
 - I. use of logo
 - II. positioning of society interests and communications thereof (e.g., maintaining equipoise with regards to CAM/integrative medicine relative to allopathic medicine).
- d. Relationship building with other organizations
- e. Promotion of ISCMR

Education

If an employee of the society, the Executive Director will be a member of the Committee.

Finance

The Treasurer of the society will be a member of the Committee. If employees of the society, the Executive Director and Chief Accountant will be members of the Committee. Duties of the committee will be to:

- a. Create the next year's budgets
- b. Create the 3-year projection budget.
- c. Review the ongoing financial business managed by the Treasurer.
- d. Provide support, feedback, and recommendations to the Treasurer.
- e. Reports for BOD meetings should include the previous year, current year, and the three year projections, along with specifics for topics being discussed.

Nominations

The Nominating Committee (NC) will develop a list of candidates for the Board of Directors, and are responsible for running the elections. The nominating committee will also plan and carry out education and development of Board members regarding their duties and responsibilities as a Board, and to ease transitions into new positions (e.g., Executive Committee or Committee Representative) if the out-going person is not able to do so.

In general, all members shall be encouraged by the NC to contact the NC if they wish to stand for election. The NC will put out a general call in time for soliciting members to participate. The NC may also put out specific calls, and invite qualified members to run, to ensure the make up of the Board of Directors meets its compositional requirements. The NC may also put out a call to attract persons with specific skills.

At election time, the NC will have to ensure that the BOD compositional requirements take precedence over individual total votes when the results are tallied. For example, Consider that there are three members from Country Q running as part of the slate to fill three spots on the BOD, and there are already two members from Country Q on the BOD. After tallying the votes it is found that two members from Country Q are among the top three candidates with the most votes. In this case, only the member with the highest number of votes would be elected, and the candidate ranked fourth would be elected.

Special Interest Groups

No special interest group (SIG) is formally defined for the Society. The purpose of Special Interest Groups is to provide a forum for members with shared interest to connect for discussions and projects. SIGs and their activities must be open to all members. They are established using the same form as for Committees and Working Groups (Appendix F), and maintained following the same procedures as outlined in that form.

(1) Association Support & Fundraising

Funding for SIG activities is NOT included in ISCMR's annual budget. Members of SIGs will rely on their own resources to carry out SIG activities. SIGs may fund activities in any manner that does not conflict with the mission of ISCMR or the legal tax status of the

organization. All revenue-generating activities must be reported to the Society's Finance Committee.

(2) Representation, Trademark and Branding

SIGs may represent themselves as ISCMR membership entities, propose publications, encourage their members to submit articles for ISCMR publications, and use information dissemination means, following established ISCMR guidelines. SIG publications distributed within and beyond the SIG membership bearing ISCMR's name, acronym or logo are subject to ISCMR style guidelines and copyright restrictions.

(3) Annual Conference Workshops and Sessions

A SIG may propose one or more workshops or conference sessions at the Annual Congress in accordance with the general conference call for proposals. Workshop proposals or conference sessions will be submitted and evaluated with other proposals according to the guidelines and deadlines set by the Congress organizers or by agreement with the Congress organizers. SIG-sponsored sessions are also possible at regional conferences.

(4) Meetings at the Annual Congress and other ISCMR/Chapter meetings/events

ISCMR strongly encourages all SIGs to take advantage of the gathering of international members at the annual Congress. SIG business activities, project development, promotion of goals and objectives, selection of coordinators, and membership recruitment are all more effectively accomplished at the Congress. Each SIG must be prepared to perform all organizational and logistical tasks related to its congress activities.

For the same reasons, SIGs and Chapter SIGs (next item) are encouraged to organize meetings or outreach at other international and Chapter meetings/events.

(5) Chapter SIGs

Chapters may have regional SIGs. ISCMR encourages Chapter SIGs to follow these international guidelines and use the template in Appendix F. Chapter SIGs must be open to all Chapter members, and will report annually to the Chapter Executive, not ISCMR. Chapters may choose to delegate funding to support SIG activities.

Appendix F: Committee/Working Group/SIG Terms of Reference Template

Appendix F will be updated upon approval by BOD vote.

Date of Board of Directors meeting where these were updated: [not updated since acceptance of bylaws]

NOTE: Committee has been used throughout, and shall be changed to Working Group or SIG when appropriate.

1. Mandate

[Describe specifically what function the Committee will be serving for the Society. E.g., the Financial committee could be providing for oversight of the financial matters of the society, a forum for long-term financial planning for the society, and support for the Society Treasurer.]

2. Objectives

[describe the specific tasks/duties that are expected, in such a way that deliverables from the work are clear. These should be drawn directly from the committee descriptions in Appendix D. They should also specify that the Committee will work on tasks brought to them as designated by the Board or Executive Committee of the Society, as long as they fit the mandate of the Society.]

3. Committee Membership

1. [Is there a Board-designated member]
2. [Process of gaining other members—volunteers vetted by the Board? Internally through direct contact with the Committee? Remember, ISCMR SIGs must be open to all ISCMR members, Chapter SIGs to all Chapter members]
3. Each member must agree that the needs of the Society take precedence over personal projects; the Chair can ask a member to leave if an unresolvable conflict of interest situation arises.
4. Society members are invited to submit ideas to the committee for consideration if they are not interested in committing at least a year to the committee work as outlined in Sections 1 (Mandate), 2 (Objectives), and 3.3 (conflict of interest statement). [Not relevant to SIG members, but relevant to SIG executive members, the positions of which must be defined under 4 (Structure)].

4. Structure

1. The Committee will annually, after the Annual General Meeting (AGM) of the Society, select a Chair. That person will chair the meetings, and will also present any reports, recommendations, or requests to the Society Council or at the AGM.
2. The Chair or an appointee may liaise with other persons or organizations as appropriate for carrying out the purposes of the Committee, with approval of the Committee.
3. At each meeting someone will take notes for informal minutes.
4. Meeting details [adjust as relevant to the group]:

- a. The group will meet monthly [quarterly] through an inclusive vehicle (e.g., Skype), for 1.5 hours, or as needed.
- b. Meetings regularly occur on the first Sunday of every month, starting at 7 p.m., unless agreed otherwise on an ongoing basis.

5. Voting

- 1. Voting will proceed according to Roberts Rules of Order.
- 2. Any member may vote; a quorum comprises the Chair, the Board of Directors representative, and at least one other member.
- 3. Majority rule will suffice (50% +1), though consensus is preferred.
- 4. The Chair will break any tied vote.

6. Communication

- 1. Minutes of meetings will be circulated to the Committee members. Minutes will highlight any action items*, person(s) responsible, and dates/timelines.
- 2. The Chair and Board of Directors Representative will prepare and submit to the Board of Directors any documents needed, and will prepare the annual report for the Annual General Meeting. The Board of Directors Representative will present any reports, recommendations, or requests to the Board of Directors, unless other members of the Committee are specifically invited for their expertise; the Chair may present if the BOD representative is not available.
- 3. The Board of Directors Representative will bring any requests or issues from the BOD to the Committee.
- 4. Email can be used to facilitate between-meeting discussion, and voting if needed in a timely manner.

* Recommended Format:

Agenda Topic Item	Discussion Summary Points	Action Items & Persons Responsible

7. Financial Matters

The Committee can request funds, by submission of a detailed budget, for undertaking its mandate. The BOD [Chapter executive] and treasurer will designate funds as they deem appropriate and the Society [Chapter] able.

8. Limitation of Liability of Committee Member

A Committee member who acts honestly and in good faith is not personally liable from anything done or omitted in the exercise or intended exercise of any power or the performance or intended performance of any duty of the committee.

9. Sunset Clause

A Committee will continue to work until:

1. Its mandate is achieved / completed
2. It is dissolved by order of the Board of Directors

The BOD may dissolve or restructure the membership of a Committee if the Committee fails to achieve its objectives in a timely manner, fails to undertake its duties in an accountable manner or in contravention of the Society bylaws, or has fewer than two (2) meetings a year.

Appendix G: Executive Director

Appendix F will be updated upon approval by BOD vote.

Date of Board of Directors meeting where these were updated: [not updated since acceptance of bylaws]

SELECTION AND TERM OF OFFICE

The Society's Board of Directors may appoint an Executive Director with such powers and duties as may be articulated in their bylaws or by resolution of the Board of Directors.

POWERS

The Executive Director, if appointed, shall be responsible for day-to-day implementation of the policy and guidelines of the Board of Directors. The Executive Director shall not adopt a measure inconsistent with any measures adopted by the Board of Directors. He or she may sign in the name of and on behalf of the Society any contracts or agreements authorized by the Board of Directors, and may affix the seal of Society. Salaries and Society expenditures shall be managed in accordance with the Society budget set by the Financial Committee.

REPORTS

At each regular meeting of the Board of Directors, the Executive Director, if appointed, shall submit a general report on Society's programs and progress and such other special reports as are appropriate or are requested by the Board of Directors.

SALARIES AND CONTRACTS

The salary of the Executive Director and the terms of his or her employment shall be fixed by the Board of Directors. If an Executive Director is appointed, the salaries of all other staff and the terms of their employment shall be fixed by the Executive Director.

REMOVAL OF THE CHIEF EXECUTIVE OFFICER

The Executive Officer may be removed from office, with or without cause, only by a majority vote of the Board of Directors.