

# **ENTOMOLOGICAL SOCIETY OF MANITOBA INC.**

## **BY-LAWS**

(Adopted 5 November 1976, Amended: 21 November 2017)

### **Article I - NAME**

As prescribed in the Letters Patent of Incorporation, the Corporation shall be known as the Entomological Society of Manitoba, hereinafter referred to as the Society.

### **ARTICLE II - AFFILIATION**

The Society shall be affiliated with the Entomological Society of Canada, hereinafter referred to as the National Society.

### **ARTICLE III - OBJECTS**

As prescribed in the Letters Patent of Incorporation, the objects of the Society shall be:

1. The study, advancement and promotion of entomology, and the exchange and dissemination of entomological knowledge.
2. To establish an Endowment Fund to assist in the operation of the society.
3. To establish, support and maintain such projects as the Society deems appropriate.

### **ARTICLE IV - HEAD OFFICE**

As prescribed in the Letters Patent of Incorporation, the head office of the Society shall be located in the City of Winnipeg, in the Province of Manitoba, Canada.

### **ARTICLE V - MEMBERSHIP**

1. Membership in the Society shall be open to persons who support the objects of the Society.
2. Members may withdraw from the Society by a written resignation delivered to the Secretary, but dues paid shall not be refunded.
3. There shall be two classes of membership: ACTIVE and HONORARY.

4. **ACTIVE MEMBER:** A person who supports the objects of the Society may become an Active Member. Only Active Members may vote and hold office. Active Members shall include Regular Members, Life Members and Student Members.
  - a. **Regular Member:** A person may become a Regular Member on payment of prescribed dues.
  - b. **Life Member:** A person may become a Life Member by written application delivered to the Secretary and on payment of the prescribed fee.
  - c. **Student Member:** A person who supplies evidence of student status may become a Student Member on payment of prescribed dues.
  
5. **HONORARY MEMBER:** An active Member or former Active Member who has made an outstanding contribution to the Society or to the advancement of entomology may be elected an Honorary Member of the Society. Five Active Members of the Society may submit a name in writing to the Secretary for election to Honorary Member. The number of Honorary Members shall not exceed ten percent of the total active membership of the Society.
  - a. Honorary Members are not required to pay dues.
  - b. Honorary Members shall receive copies of the Society's publications.
  - c. Honorary Members who retain Active Membership shall have all the privileges of Active Membership.

#### ARTICLE VI - DUES AND FEES

1. The dues prescribed for Regular Membership and Student Membership shall be determined by resolution of the Executive and shall be approved by Active Members at an annual meeting.
2. Dues shall be due on the first day of November each year.
3. Regular and Student Members whose dues are more than twelve months in arrears shall be considered to have resigned their membership in the Society.
4. The fee prescribed for Life Membership shall be determined by resolution of the Executive and shall be approved by Active Members at an annual meeting.

## ARTICLE VII - THE EXECUTIVE

1. The Society shall be managed by the Executive, hereinafter referred to as the Executive. The Executive shall be composed of the OFFICERS and the EXECUTIVE MEMBERS.
2. The Executive is empowered to act on behalf of the Society within the bounds of these By-Laws, and to pay all expenses incurred on behalf of the Society which are not inconsistent with these By-Laws. All expenditures shall be submitted for ratification at the next annual meeting of the Society.
3. The Executive shall meet at the call of the President or at the written request of three members of the Executive.

## ARTICLE VIII - OFFICERS

1. The Officers of the Society shall be the President, the President-Elect and the Past President.
2. The Officers of the Society shall hold office from the end of one annual meeting until the end of the next.
3. The President shall be that person who has most recently completed a term of office as President-Elect. Should the office of President become vacant, it shall be filled by the President-Elect, who will then serve their normal term as President.
4. The President shall be the chief executive officer of the Society and shall see that the business of the Society is carried out.
5. The President is empowered to conduct the affairs of the Society between meetings of the Executive subject to ratification by the Executive when it next meets.
6. The President-Elect shall be elected by annual paper or electronic ballot and shall fill the office of the President when it becomes vacant. Should the office of the President-Elect become vacant, it may be filled temporarily by the Executive until an election can be held.
7. The Past President shall be that person who has most recently completed a term of office as President. Should the offices of President and President-Elect both become vacant, the Past President shall fill the office of President until an election can be held. Should the office of Past President become vacant, it may be filled temporarily by a former President of the Society or a person appointed by the Executive.

## ARTICLE IX - EXECUTIVE MEMBERS

1. The Executive Members of the Society shall be one Member at Large and the Regional Director to the National Society, hereinafter referred to as the Regional Director.

2. The Member at Large shall be elected by annual paper or electronic ballot and shall serve on the Executive from the end of one annual meeting until the end of the next. Should the office of Member at Large become vacant, it may be filled temporarily by the Executive until an election can be held.
3. The Regional Director shall be elected by paper or electronic ballot. They shall be a member of the National Society and shall serve for three years. Should the office of Regional Director become vacant, it may be filled temporarily by the Executive until an election can be held. The Regional Director shall discharge their duties in accordance with the By-Laws of the National Society and the objects and interests of the Society. If the Regional Director is unable to attend a meeting of the Governing Board of the National Society, the Executive is empowered to appoint an Alternate with full proxy to represent them.

#### ARTICLE X - THE EXECUTIVE STAFF

1. The Executive Staff of the Society shall be the Secretary, the Treasurer and the Editors of the publications of the Entomological Society of Manitoba.
2. The Executive Staff shall be appointed annually by the Executive. They shall conduct the affairs of the Society according to the instructions and policies determined by the Executive and by Active Members at annual, general, and special meetings. Consecutive annual appointments are permitted.
3. The Executive Staff shall serve as advisors to the Executive but are not members of the Executive.

#### ARTICLE XI - TRUSTEES

1. The Trustees of the Society shall be the Executive Staff.
2. The Trustees of the Endowment Fund shall be the Endowment Fund Board.

#### ARTICLE XII - THE ENDOWMENT AND SCHOLARSHIP FUND

1. As prescribed in the Letters Patent of Incorporation, the Society shall establish an Endowment Fund to support projects the Society deems appropriate and are acceptable to Revenue Canada, and a separate fund called the Scholarship Fund to augment awards or scholarships to students in entomology.
2. The Endowment Fund Board shall consist of the Chair and two members. They shall be appointed by the Executive and shall serve for three years. Consecutive three year term appointments are permitted.
3. The Endowment Fund Board shall manage the Endowment Fund according to the policies determined by the Executive and by Active Members at annual, general or special meetings.

They shall serve as Endowment Fund advisors to the Executive but are not members of the Executive.

4. The Scholarship Fund shall be administered by the Treasurer and the Scholarship Committee, and funds raised can be used for awards or scholarships.

#### ARTICLE XIII - PUBLICATIONS

1. The official publications of the Society shall be The Proceedings of the Entomological Society of Manitoba and such other publication as the membership shall approve.
2. The Society may publish a newsletter. Its title, frequency, and method of publication shall be determined by the Executive.

#### ARTICLE XIV - THE EDITORIAL BOARD

1. The Editorial Board shall consist of the Chair and at least two but not more than four Active or Honorary Members.
2. The Chair and members of the Editorial Board shall be appointed annually by the Executive or by the President subject to ratification by the Executive.
3. The Editorial Board are not members of the Executive.

The Editorial Board shall:

- a. Recommend publication policies for the Society's official publications to the Executive.
- b. At the request of any of the Editors, interpret editorial policy and adjudicate material submitted for publication in the Society's official publication.

#### ARTICLE XV - COMMITTEES

1. The committees shall include a Nominating Committee which shall be chaired by the Past President.
2. Other committees may be established by the President subject to ratification by the Executive, as are required for the good conduct of the affairs of the Society, or for achieving the Society's objects. One member of each committee shall be designated to be the Chair by the Executive.
3. The terms of reference of all committees shall be established by the President subject to ratification by the Executive.

4. The term of appointment of all committees shall not exceed the term in office of the President which appointed them.

#### ARTICLE XVI - MEETINGS

1. The Annual Meeting of the Society shall be held in the autumn preferably in November.
2. General Meetings of the Society may be called by the President.
3. A Special Meeting of the Society shall be held at the discretion of the Executive or on the written request of at least ten Active Members of the Society. The meeting must be held within thirty days of receipt of the request.
4. Written notice of such special meetings must be given to all Active Members of the Society at least fourteen days in advance of the meeting, and the purpose for which the meeting is to be held shall be stated. No other matters shall be dealt with at such a special meeting.
5. At all meetings of the Society, the Executive, the Endowment Fund Board, the Editorial Board, or committees, the Chair shall cast a vote only in the event of a tie.
6. The President shall be Chair at all meetings of the Society and of the Executive, and shall be ex officio member of all boards and committees. In the absence of the President all meetings of the Society and of the Executive shall be chaired by the President-Elect.
7. In the absence of the President and the President-Elect, all meetings of the Society and of the Executive shall be chaired by the Past President.

#### ARTICLE XVII - ELECTIONS

1. Elections shall be by secret ballot (ballots can be by mail or electronic).
2. Each question constitutes a separate ballot and spoiling a vote for one question does not spoil the other questions.
3. Each question on the ballot shall be determined by a simple majority of the votes cast unless otherwise specific in these By-Laws.
4. The Nominating Committee shall submit to the Secretary nominations for the offices to be filled election. These are President-Elect, Member at Large and, when required, Regional Director. At least two names shall be submitted to the Secretary over the signatures of at least three Active Members of the Society. Each nomination shall be accompanied by an affirmation from the nominee indicating willingness to accept office if elected, and a brief biography of the nominee.
5. All nominations must be submitted to the Secretary before the end of August.

6. The ballot shall contain the names of the nominees in alphabetical order for each office to be filled.
7. Honorary Members shall be elected by secret paper or electronic ballot.
8. The ballot shall be sent to all Active Members of the Society by the first week of September. To be counted, all ballots must be received by the Scrutineer not later than the thirtieth of September of the same year.
9. The Secretary shall notify all candidates in writing of the results of the election. The names of elected candidates shall be announced at the next annual meeting.

#### ARTICLE XVIII - QUORUM

1. At any meeting of the Society, fifteen Active Members shall constitute a quorum.
2. At all meetings of the Executive, three of its members shall constitute a quorum.
3. At all meetings of a committee appointed by the President, a simple majority of its members shall constitute a quorum.
4. At all meetings of the Editorial Board and the Endowment Fund Board, a simple majority of the members shall constitute a quorum.
5. In elections or other business conducted by paper or electronic ballot, fifteen votes on any question shall constitute a quorum.

#### ARTICLE XIX - FISCAL YEAR

The fiscal year of the Society shall be from the first of September to the thirty-first of August.

#### ARTICLE XX - AUDITOR

The active Members of the Society shall at each annual meeting appoint an auditor who shall audit the accounts of the Society. A vacancy in the office of auditor may be filled by the Executive.

#### ARTICLE XXI - SIGNING OFFICERS

The signing officers of the Society shall be the President, Past-President or the President-Elect and the Treasurer or the Secretary.

## ARTICLE XXII - CORPORATE SEAL

The Seal shall be the common seal of the Society by which all sealed instruments of the Society shall be attested under the hands of the signing officers. All contracts, documents and instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Seal shall be in the custody of the Secretary.

## ARTICLE XXIII - RULES AND REGULATIONS

1. In these By-Laws the singular shall include the plural and the plural the singular.
2. Unless otherwise specified, meetings of the Society, the Executive, the Editorial Board, the Endowment Fund Board, and all committees, shall be governed by the usages and customs of the House of Commons of Canada so far as they may be applicable.
3. The Executive may prescribe rules and regulations, not inconsistent with these By-Laws, relating to the management and operation of the Society and of the Endowment Fund. Such rules and regulations shall have force and effect only until the next annual meeting of the Society, at which time they shall be submitted for confirmation as Standing Rules.
4. Unless rejected by a two-thirds majority of the Active Members present at the Annual Meeting, rules and regulations prescribed by the Executive shall remain in force and effect.
5. A copy of Standing Rules shall be available to members of the Society on request.
6. Standing Rules may be amended or repealed, without giving previous notice, by a two-thirds majority vote of Active Members present at an annual meeting.

## ARTICLE XXIV - AMENDMENT OF BY-LAWS

1. The By-Laws may be amended or repealed by two-thirds majority vote of Active Members. The vote shall be by paper or electronic ballot.
2. Amendment or repeal of these By-Laws may be proposed by the Executive or over the signatures of ten or more Active Members.
3. Proposals to amend or repeal shall be shown to the Active Members for consideration at least once, and at least two months shall elapse before they may be voted on.
4. The vote shall take place no later than twelve months after the proposals have been received by the Secretary.



## ARTICLE XXV - DISSOLUTION

In the event of the dissolution of the Society, all the remaining assets after paying of liabilities shall be distributed to the Entomological Society of Canada Scholarship Fund and/or one or more recognized charitable organizations in Canada which shall be the decision of the meeting authorizing the said dissolution.

Dated: 5 November 1976

J. E. Guthrie  
Secretary

L. Nairn  
President

Amended: 21 November 2017

Sarah Semmler  
Secretary

John Gavloski  
President

## **THE ENTOMOLOGICAL SOCIETY OF MANITOBA**

### **RULES AND REGULATIONS 1982-1983**

#### Article VI Dues and Fees

The Treasurer in writing, shall remind all members whose dues are ten months in arrears that they shall be considered to have resigned from the Society if their dues are not paid in full within the ensuing two months.

#### Article IX Executive Members

Regional Director (par. 3): Election of the Regional Director, when required, shall be held at the same time as the annual election of members of the Executive. The newly elected Regional Director shall take office two months prior to the Annual Meeting of the National Society. They will attend meetings of the Governing Board of the National Society and provide a written report of the proceedings at the annual meeting of the ESM.

The Regional Director's annual report to the Governing Board of the ESC, if required, will be prepared by the out-going director, in collaboration with the in-coming director who will be responsible for submission of the report.

The Regional Director's (one only) cost of travel, accommodation, and food, if required, to attend meetings of the ESC Governing Board will be paid by the Society. Accommodation and meal costs will be equivalent to current Agriculture and Agri-Food Canada per diem rates.

#### Article X Executive Staff

As specified in the Society's By-Laws and by the President, the duties of the Executive Staff shall include:

##### Secretary

- a) To keep minutes of all meetings of the Society and of the Executive.
- b) Conduct the correspondence of the Society as directed by the President.
- c) Issue notice of meetings of the Society and of the Executive as directed by the President.
- d) In conjunction with the Treasurer, maintain the membership list of the Society.
- e) Process and acknowledge applications for membership.
- f) Publicize to the membership via Newsletter or other means, the names of the nominees for election to the Executive, as provided by the Past-President at least two weeks prior to the closing date for nominations (see Rules & Regulations for Art. XV - Committees).
- g) Confirm annually the student status of all Student Members, and report same to the Treasurer.

##### Treasurer

- a) Custody of the Society's funds and monies.
- b) Provide financial statements as required by the President.
- c) Arrange for annual audit of the Society's books of account in sufficient time for the auditor's report to be submitted at the Annual General Meeting.
- d) Notify in writing all members 10 months delinquent in payment of dues (See Rules and Regulations for Article VI - Dues and Fees).
- e) In conjunction with the Secretary, maintain the Society's membership list and process applications for membership.
- f) Shall be a member of the Endowment Fund Board.

## Editor - Proceedings of the Entomological Society of Manitoba

Preparation and publication of the Proceedings in accordance with the policies and directives of the Executive.

### Article XII The Endowment Fund

The objective of the Endowment Fund is:

Provision of financial support for special projects which are in accordance with the aims and objectives of the Society as defined in its Letters Patent.

The Endowment Fund's principal shall be generated by:

- a) 40% of the Society's membership dues
- b) 100% of the Life membership fees
- c) All tax deductible donations
- d) Monies transferred to the fund from the Society's general operating account(s).

The Society's signing officers shall be the signing officers for the Fund.

Monies shall be invested for the Fund by the Treasurer of the Society. They shall receive a directive on the amount to be invested, and the type and duration of investment to be made, from the Chair of the Board. This directive shall be approved by the Executive before it is executed.

The approval of the membership at a general meeting is required for all proposals to withdraw monies from the Fund.

### Endowment Fund Board

1. The Board shall consist of a Chair and two members (one of which shall be the Treasurer) appointed by the Executive. The term of appointment shall be three years (excluding the Treasurer). Consecutive terms of appointment are permissible.
2. The Chair of the Board shall be a resident of Manitoba.
3. One member of the Board shall be replaced or re-appointed each year.
4. In the event of the absence of a member of the Board, the President may appoint a proxy for the duration of that member's absence.

5. Investment of the principal and interest of the Fund, and dispersment of Fund monies, are the responsibility of the Board following approval by the Executive.
6. The Board shall prepare an annual report and financial statement for presentation at the Society's Annual General Meeting.

#### Article XV Committees

1. The Nominations Committee chair (Past-President) shall provide the Secretary with a list of nominees for election to the Executive no later than thirtieth of June of each year.
2. The President shall appoint a Scrutineers Committee for the purpose of examining, counting, and reporting the results of all ballots (see Rules and Regulations for Art. XVII - Elections). The Scrutineers Committee appointed to scrutinize the ballot for election to the Executive shall be named no later than 1 July. Any scrutineers committee shall consist of a named chair who must be an Active or Honorary member of the Society, and two members who need not be members of the Society.

#### Article XVII Elections

1. All ballots shall be returned to the Secretary, who will have them delivered UNOPENED to the chair of the Scrutineers Committee within one week of the close of the ballot. All electronic ballots shall be returned to the Scrutineer Committee, should polling not be done through a web-based poll.
2. The Scrutineers Committee shall prepare a written report of the results of any ballot. The report shall show:
  - a) number of ballots issued (obtained from the Secretary)
  - b) total number of ballots returned
  - c) number of spoilt ballots
  - d) number of ballots received by each candidate
  - e) name(s) of successful candidate for each position(s) based on a simple majority of the ballots in favour.
3. The Scrutineers Committee report shall be signed by the chair and members of the committee, and shall be delivered to the President on or before the date stipulated by them. For election of the Executive, the date for delivery of the report should be no later than 30 September.