

**BY-LAWS
OF THE
BIO-OCEANS ASSOCIATION**

Revised and adopted by special resolution of the membership on 23 November 2016

1. In these By-Laws, unless there be something in the subject or context inconsistent therewith:
 - (a) "Association" means the BIO-Oceans Association;
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under provisions of the Nova Scotia Companies Act;
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - (d) "Executive" means Board of Directors (Officers, other Directors), and Committee and Working Group Chairs of the Association (as listed in Article 18 below).

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these articles, and none other, shall be members of the Association, and their names shall be entered in the Register of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Each member of the Association shall be entitled to attend any meeting of the Association and to vote at any meeting of the Association. Each member is eligible to serve on any committee and to hold any office in the Association.
5. Membership in the Association shall not be transferable.
6. Membership in the Association is open to anyone with an interest in the marine sciences and who commits to abide by the Memorandum of Association and the By-Laws of the Association. This includes, but is not limited to, present and past members of the BIO community associated with Fisheries and Oceans Canada, Canadian Coast Guard, Natural Resources Canada, Environment and Climate Change Canada, and National Defense and the Canadian Armed Forces, as well as contractors, students, volunteers, and the regional marine science community.

7. Different categories of membership are available (one-year, five-year, and life) and members are expected to pay annual dues which are determined by the membership at the Annual General Meeting.

The entry in the Register of Members by the Membership Chair of the name and address of any such individual shall constitute an admission to membership in the Association.

The Memorandum of Association and the By-Laws will be made available to members on the website of the Association.

8. Membership in the Association shall cease unless renewed prior to the commencement of the Annual General Meeting.

Membership in the Association shall also cease upon the death of a member, or if, by notice in writing to the Association, he or she resigns his or her membership, or if he or she ceases to be, in the opinion of the Board of Directors, committed to abide by the Memorandum and By-Laws of the Association.

9. No funds of the Association shall be paid to or be available for the personal benefit of any member.

FISCAL YEAR

10. The fiscal year of the Association shall be from the first day of May to the last day of April in the following year.

MEETINGS

11. The Annual General Meeting of the Association shall normally be held during the month of May.

Additional general meetings of the Association may be called by the President or by the Executive at any time, and shall be called by the Board of Directors if requisitioned in writing by at least ten percent of the members of the Association.

12. Except in the case of an emergency meeting, two weeks' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given by newsletter, email, telephone, and/or other electronic means.
13. At each Annual General Meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (a) Minutes of the preceding Annual General Meeting;
- (b) Consideration of the annual reports of the President and committees;

- (c) Consideration of the financial statements, including balance sheet and operating statement;
- (d) Consideration for approval of special expenditures planned for the ensuing year; and
- (e) Election of the Board of Directors for the ensuing year.

14. No business shall be transacted at any Annual General Meeting of the Association unless a quorum of members is present at the commencement of such business. A quorum shall consist of 10 of the registered members.

15. The President of the Association shall preside as Chairman at every general and Annual General Meeting of the Association.

16. In the absence of the President, the Vice-President shall preside as Chairman.

17. The Chairman shall have a vote.

EXECUTIVE

18. Unless otherwise determined by Special Resolution, the Executive shall comprise the Officers (President, Past President, Vice-President/President-Elect, 2nd Vice-President, Secretary, Treasurer, Membership), up to eight Directors, Newsletter Editor, Webmaster, and Chairs of Committees and Working Groups of the Association. The Board of Directors comprises the Officers and other Directors, and shall not exceed 15 in number.

19. The term of office for President shall be two years. The Board of Directors shall nominate one of the two Vice-Presidents to assume the presidency subject to approval by the membership at the Annual General Meeting. The Vice-President/President-Elect shall also serve a term of two years and at the end of that term shall normally become the President.

The term of office for all other executive positions shall be one year but may be renewed.

20. Members of the Board of Directors shall be nominated by the Nominating Committee and be elected by the members at each Annual General Meeting.

The Nominating Committee shall be appointed by the Executive annually and shall provide a list of nominations for election as Directors for the Executive's approval prior to the Annual General Meeting.

If a Director resigns his/her office or ceases to be a member in the Association, his/her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by Board of Directors from among the members of the Association.

The members may, by special resolution, remove any Director and appoint another person to complete the term of office.

21. Directors and officers shall serve without remuneration and shall not receive any profit

from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

22. The Association shall not make loans, guarantee loans or advance funds to any director.
23. Meetings of the Executive shall be held as needed, but at least four times within each fiscal year, and shall be called by the President or, in his or her absence, the Vice-President/President-Elect.

Notice for meetings and adjourned meetings shall follow the procedure in Article 12.

No business shall be transacted at any meeting of the Executive unless at least fifty per cent (50 %) of the members are present at the commencement of such business.

Members of the Executive may participate in meetings, including voting on motions, by telephone or video conferencing.

24. When a quorum (50 %) is not present at any meeting of the Executive, the President may proceed with the meeting if he or she considers the circumstances warrant it.
 - a. Any motion passed at an Executive meeting at which a quorum is not present shall be mailed or e-mailed to all persons entitled to attend such meeting and shall be deemed to have been duly adopted unless an objection is received by the President from two or more members, in writing or by e-mail, within ten days of the date on which the record of motion was circulated.

25. The Executive shall carry on the management of the Association as necessary between general meetings.

26. MISCELLANEOUS

27. The Association shall file with the Registrar, with its Annual Statement, a list of its Board of Directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Officers, notify the Registrar of the change.
28. The Directors shall annually present to the members a written report on the financial position of the Association. The report shall be in the form of
 - a. a balance sheet showing its assets, liabilities and equity, and
 - b. a statement of its income and expenditure in the preceding fiscal year.
29. A copy of the financial report shall be signed by two Directors. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

30. If desired, an Auditor of the Association may be appointed annually by the members of the Association at the Annual General Meeting and, on failure of the members to appoint an Auditor, the Board of Directors may do so.
31. The Association has power to repeal or amend any of these articles by Special Resolution.
32. The books and records of the Association may be inspected by any member at any reasonable time at the registered office of the Association.
33. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Association by the President or Vice-President/President-Elect, and the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
34. The borrowing powers of the Association may be exercised by Special Resolution of the members.
35. The Seal of the Society shall be in the custody of the Treasurer and may be affixed to any document upon resolution of the Board of Directors.
36. Preparation of minutes, custody of the books and records, with exception of financial and membership records, shall be the responsibility of the Secretary. The financial and membership records shall be in the custody and responsibility of the Treasurer and Membership Chair respectively.