

By-Laws of

***The Royal
Astronomical Society
of Canada***

-

Montréal Centre

***Approved on
14 November 2020***

Rev. 5

ARTICLE 1: DEFINITIONS	4
ARTICLE 2: NAME OF THE CENTRE	4
ARTICLE 3: SEAL	4
ARTICLE 4: OBJECTIVES	5
ARTICLE 5: RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY	5
5.01 ASSOCIATION OF CENTRE AND SOCIETY	5
5.02 CONSTITUTION OF THE SOCIETY	5
5.03 CENTRE DEBTS	5
ARTICLE 6: MEMBERSHIP	6
6.01 ELIGIBILITY	6
6.02 CLASSES OF MEMBERS	6
6.03 ELECTION OF MEMBERS	6
6.04 RELATIONSHIP OF CENTRE MEMBERS AND THE SOCIETY	7
6.05 MEMBERSHIP FEES	7
6.06 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS	7
6.07 TERMINATION AND EXPULSION FROM MEMBERSHIP	8
ARTICLE 7: THE BOARD OF DIRECTORS	8
7.01 COMPOSITION AND DUTIES	8
7.02 MEETINGS OF THE BOARD OF DIRECTORS	8
7.03 BOARD MEETINGS BY REQUISITION	9
ARTICLE 8: DIRECTORS	9
8.01 NOMINATION AND ELECTION OF DIRECTORS	9
8.02 TERMS OF OFFICE	9
8.03 OBLIGATIONS OF THE DIRECTORS	10
8.04 DUTIES OF THE PRESIDENT	10
8.05 DUTIES OF THE VICE-PRESIDENT	10
8.06 DUTIES OF THE SECRETARY	10
8.07 DUTIES OF THE RECORDING SECRETARY	11
8.08 DUTIES OF THE TREASURER	11
8.09 DUTIES OF THE DIRECTOR OF THE OBSERVATORY	12
8.10 DUTIES OF THE PUBLIC EVENTS COORDINATOR	12
8.11 DUTIES OF THE IMMEDIATE PAST PRESIDENT	12

8.12	DUTIES OF THE LIBRARIAN	12
8.13	DUTIES OF THE NATIONAL COUNCIL REPRESENTATIVE	13
8.14	DUTIES OF THE HONORARY PRESIDENT	13
8.15	DUTIES OF THE DIRECTOR OF RESEARCH & DEVELOPMENT	14
8.16	DUTIES OF THE DIRECTOR FOR MEMBERS LIAISON	14
8.17	DUTIES OF THE SOCIAL MEDIA DIRECTOR	14
8.18	DUTIES OF THE SKYWARD EDITOR	14
8.19	DUTIES OF THE WEBMASTER	14
8.20	DUTIES OF THE DIRECTOR OF SPECIAL PROJECTS	14
8.21	DUTIES OF THE DIRECTOR OF OBSERVATIONAL EVENTS	14
8.22	DUTIES OF THE DIRECTOR OF OUTREACH	15
 <i>ARTICLE 9: COMMITTEES</i>		 <i>15</i>
9.01	STANDING COMMITTEES	15
9.02	SPECIAL COMMITTEES	15
9.03	COMMITTEE MEMBERSHIP OF THE PRESIDENT	15
9.04	QUORUM	15
9.05	EXECUTIVE COMMITTEE	15
9.06	FINANCE COMMITTEE	16
 <i>ARTICLE 10: NEWSLETTER</i>		 <i>16</i>
10.01	SKYWARD	16
 <i>ARTICLE 11: REMOVAL FROM OFFICE</i>		 <i>16</i>
 <i>ARTICLE 12: MEETINGS OF THE CENTRE</i>		 <i>17</i>
12.01	ANNUAL MEETING	17
12.02	GENERAL MEETINGS	17
12.03	MEETINGS ON REQUISITION	17
12.04	QUORUM	18
12.05	PROCEDURES	18
 <i>ARTICLE 13: FINANCES</i>		 <i>18</i>
13.01	AUDITOR	18
13.02	ANNUAL FINANCIAL STATEMENTS	18
 <i>ARTICLE 14: SIGNING AUTHORITY</i>		 <i>18</i>

14.01	SIGNING AUTHORITY	18
	<i>ARTICLE 15: REMUNERATION AND EXPENSES</i>	19
	<i>ARTICLE 16: CONFORMITY TO BY-LAWS</i>	19
	<i>ARTICLE 17: REPEAL AND AMENDMENT</i>	19
17.01	AMENDMENT AND ENACTMENT OF BY-LAWS	19
17.02	REPEAL OF PREVIOUS BY-LAWS	19

ARTICLE 1: DEFINITIONS

In these by-laws, and in all other by-laws of the Centre,

- 1) “Centre” means The Royal Astronomical Society of Canada – Montréal Centre / La Société royale d’astronomie du Canada – Section de Montréal.
- 2) “Constitution” means the Letters Patent together with all of the by-laws of the Centre.
- 3) “Board of Directors” means the administering body of the Centre.
- 4) “Member” means a member of the Centre.
- 5) “Voting member” means any ordinary, family, youth, honorary, or life member of the Centre.
- 6) “Ordinary resolution of the Centre” means a resolution passed by a majority of the members of the Centre present and voting at a meeting of the Centre.
- 7) “Ordinary resolution of the Board of Directors” means a resolution passed by a majority of those members of the Board of Directors present and voting at a meeting of the Board of Directors.
- 8) “Special resolution of the Centre” means a resolution passed by two-thirds of the members of the Centre present and voting at a meeting of the Centre.
- 9) “Special resolution of the Board of Directors” means a resolution passed by two-thirds of the members of the Board of Directors present and voting at a meeting of the Board of Directors.
- 10) “The membership year” begins on October 1 and ends on September 30.

NOTE: Clause 1-10 is to be verified with regulations at the national level of the RASC, currently in flux, because members actually (autumn 2008) have varying membership years based on date of original membership acceptance. This clause is, therefore, subject to change.

- 11) “The fiscal year” begins on October 1 and ends on September 30.
- 12) “Society” means The Royal Astronomical Society of Canada / La Société royale d’astronomie du Canada.
- 13) “National Council” means the National Council of the Society established under the National by-laws.
- 14) “National by-laws” means the by-laws of the Society.

ARTICLE 2: NAME OF THE CENTRE

The name of the Centre shall be “The Royal Astronomical Society of Canada – Montréal Centre / La Société royale d’astronomie du Canada – Section de Montréal.

ARTICLE 3: SEAL

The Corporate seal of the Centre shall be such as the Board may by an ordinary resolution from time to time approve.

ARTICLE 4: OBJECTIVES

The objectives of the Centre are

- 1) To stimulate interest and to promote knowledge in astronomy and related sciences,
- 2) To work in conjunction with the Society and other Centres of the Society to further the progress of astronomy in Canada,
- 3) To acquire and maintain equipment, libraries, astronomical observatories and other property necessary for the pursuit of its objectives,
- 4) To publish printed and electronic material containing information on the progress of astronomy and the work of the Centre and the Society,
- 5) To receive and administer gifts, donations and bequests from members of the Centre and others, and
- 6) To make contributions and render assistance to individuals and institutions engaged in the study and advancement of astronomy.

ARTICLE 5: RELATIONSHIP BETWEEN THE CENTRE AND THE SOCIETY

5.01 ASSOCIATION OF CENTRE AND SOCIETY

The Centre is a constituent part of, and associated with, the Society.

5.02 CONSTITUTION OF THE SOCIETY

- 1) The operation of the Centre is governed by the Centre's Constitution and by the Constitution of the Society.
- 2) The by-laws of the Centre shall not conflict with the Constitution of the Society, and any Centre by-law that does so conflict is inoperative to the extent of the conflict.
- 3) Where a resolution or action of the Centre conflicts with a resolution or action of the Society, the resolution or action of the Society shall prevail and the resolution or action of the Centre is inoperative to the extent of the conflict.

5.03 CENTRE DEBTS

The Centre shall be responsible for its own debts, obligations, and claims and shall not incur or be liable for any debt, obligation, or claim incurred by the Society.

ARTICLE 6: MEMBERSHIP

6.01 ELIGIBILITY

Full membership in the Centre shall be open to all person sixteen years of age and over who are interested in astronomy.

6.02 CLASSES OF MEMBERS

- 1) There shall be six classes of membership in the Centre: ordinary, youth, honorary, life, affiliate and family. Every member of the Centre shall be elected to membership.
- 2) An ordinary member is a member of the Centre who has paid the ordinary membership fee.
- 3) A youth member is a member of the Centre who has paid the youth membership fee and who is less than twenty-one years of age (or 25 if enrolled full time in a post-secondary education program) at the time of such payment.
- 4) An honorary member is a member of the Centre who has been voted into honorary membership by special resolution of the Board of Directors and whose fee to the Society is paid by the Centre.
- 5) A life member is a member of the Centre who has been elected either directly as a life member or previously as an ordinary, youth, or honorary member, and has paid the life membership fee, or a member of the Centre upon whom the National Council has conferred life membership in recognition of specified meritorious service to the Society or to a Centre. A life member shall not pay any annual membership fee other than any applicable surcharge.
- 6) An Affiliate member of the Centre is a member of the Centre who is a member in good standing of another Centre and the Society who has specifically applied for this type of membership and who has paid the prescribed Affiliate membership fee. Eligibility for Affiliate membership is subject to the approval of the prospective member's home Centre.
- 7) A Family Membership is group of at least one ordinary or life member along with other ordinary, life or youth members who share a common domicile and who have paid the supplementary family member fee.

6.03 ELECTION OF MEMBERS

- 1) A person who has submitted an application and the fee may be elected as a member of the Centre by a special resolution of the Board of Directors.
- 2) Any person whose nomination for membership is defeated shall be entitled to immediate refund of all fees submitted with their application.

6.04 RELATIONSHIP OF CENTRE MEMBERS AND THE SOCIETY

Every ordinary, youth, honorary, and life member of the Centre is also a member of the Society. A person who for any reason ceases to be a member of the Society thereupon ceases to be a member of the Centre.

6.05 MEMBERSHIP FEES

- 1) Fees for all classes of members shall be determined from time to time by the Board of Directors and approved by an ordinary resolution of the Centre at a general or annual meeting of the members.
- 2) The fee shall include the fee for membership in the Centre and the fee for membership in the Royal Astronomical Society of Canada, the latter fee to be forwarded to the Society.
- 3) New members to the Centre whose membership fee is received before July 1 of the current membership year shall have the Society fee forwarded to the National Office and shall receive all back issues of Society publications which are available. New members whose membership fee is received between July 1 and September 30 of the current membership year shall have the Society fee applied to the following membership year.
NOTE: This clause is to be verified with regulations at the national level of the RASC, currently in flux, because members actually (autumn 2008) have varying membership years based on date of original membership acceptance. This clause is, therefore, subject to change.
- 4) Life members shall be liable for any surcharge established by the Board of Directors.
- 5) Renewal fees for current members are due and payable between October 1 and December 31 in respect of the membership year commencing October 1, in default of which a member ceases to be a member as of January 1 following.
NOTE: This clause is to be verified with regulations at the national level of the RASC, currently in flux, because members actually (autumn 2008) have varying membership years based on date of original membership acceptance. This clause is, therefore, subject to change.

6.06 ENTITLEMENT OF MEMBERS TO CENTRE RIGHTS

- 1) Every voting member is entitled to exercise the following rights:
 - a) To attend and to vote at all Centre meetings provided that the fees for the current membership year have been paid;
 - b) To attend all meetings of the Board of Directors as an observer, unless, in exceptional circumstances, the Board declares, by special resolution, a meeting or a part of a meeting to be closed to the membership;
 - c) To stand for election as a member of the Board of Directors;
 - d) Where they are twenty-one years of age or more, to stand for election as a National Council Representative;
 - e) To be informed of the Board of Directors' intention to dispose of any Centre property and to have first bid on such property;

- f) To consult Centre by-laws; and
 - g) To consult the minutes of the meetings of the Board of Directors.
- 2) Children enrolled in the Family Membership Programme have the right to attend all Centre activities open to other Centre members and, additionally, the right to participate in observational and educational activities designed specifically for them.

6.07 TERMINATION AND EXPULSION FROM MEMBERSHIP

- 1) A member may terminate their membership in the Society by sending a notice in writing to that effect to the National Office of the Society and to the Secretary of the Centre. The notice shall take effect on the later of the date of receipt of the notice at the National Office and the date, if any, specified in the notice.
- 2) Any member of the Centre whose continued membership in the Centre is not in the best interests of the Centre may be expelled from membership in the Centre by special resolution of the Board of Directors and of the Centre. A member whose expulsion is proposed has the right to receive notice of the meetings at which such expulsion shall be proposed and of the intention to propose such expulsion and the grounds thereof and to make representations at the meetings at which the votes are held.
- 3) Upon expulsion from membership in the Centre, a member shall be considered an unattached member of the Society.
- 4) Immediately upon a member being expelled from membership in the Centre, the Secretary of the Centre shall notify the Secretary of the Society of the expulsion and the grounds therefor.

ARTICLE 7: THE BOARD OF DIRECTORS

7.01 COMPOSITION AND DUTIES

- 1) The Board of Directors shall consist of the following eighteen voting positions:

President	Vice President	Treasurer	Secretary	Recording Secretary
Librarian	Past President	Webmaster	Special Events	Special Projects
Observatory	Research&Dev.	National Rep	Members Liaison	Public Events
Outreach	Social Media	Skyward Editor	Observational Events	
- 2) The position of National Council Representative for Montreal Centre shall be held by any member in good standing who is at least 21 years old.
- 3) The Board of Directors shall have full power and authority to administer and shall have the management of the business, property, and affairs of the Centre, and may from time to time appoint such committees from among the members of the Board or the membership of the Centre and delegate to the same with such powers as they may deem advisable.

7.02 MEETINGS OF THE BOARD OF DIRECORS

- 1) The Board of Directors shall meet as often as the business of the Centre shall require, but at least three times in each membership year. Meetings may be virtual. Attendees may be physically present or participating via electronic devices.

- 2) Subject to Article 7.03, meetings of the Board of Directors shall be called by the President and shall be held at such place as is designated by the President.
- 3) The agenda of every meeting of the Board of Directors shall be sent by the President, Secretary or Recording Secretary of the Centre to every member of the Board of Directors at least seven days before the meeting. A meeting may be held anytime without notice by unanimous consent of the members of the Board.
- 4) Every meeting of the Board shall be presided over by the President, in their absence by the Vice-President, and in the absence of both of them by another member of the Board elected at the meeting. The presiding member may vote at a meeting only to cast a deciding vote in the event of a tied vote.
- 5) No business shall be conducted at any point at a meeting of the Board of Directors at which a quorum, which shall be 50% plus one of the members of the Board, is not present.
- 6) Unless otherwise specified in the by-laws of the Centre, the Board of Directors shall act by ordinary resolution and the conduct of the Board of Directors shall be governed by *Robert's Rules of Order*.

7.03 BOARD MEETINGS BY REQUISITION

- 1) Upon requisition in writing signed by at least four members of the Board, the President shall call a meeting of the Board to consider the business specified, at such place as is named in the requisition. If the President fails to call a meeting of the Board to be held within fourteen days of such requisition, then any member of the Board who has signed such requisition may call a meeting of the Board of Directors.
- 2) At any meeting by requisition of the Board, only such business as is specified in the requisition shall be conducted.

ARTICLE 8: DIRECTORS & APPOINTED EXECUTIVES

8.01 NOMINATION AND ELECTION OF DIRECTORS

- 1) Nominations to the Board of Directors shall be proposed by the retiring Board and/or by any five members of the Centre, providing the nomination paper is received by the Secretary on or before a date 28 days before the Annual General Meeting. The names of those nominated for positions on the Board of Directors, including the one who shall also serve as the National Council Representative and Librarian, shall be shown on the notice calling the meeting at which the election shall be held.
- 2) The Board of Directors shall be elected at the Annual Meeting of the members of the Centre or at any general meeting called for such purpose.
- 3) To be elected a candidate must receive a majority of the votes of the members present.

8.02 TERMS OF OFFICE

The terms of office of members of the Board of Directors shall be one year.

8.03 OBLIGATIONS OF THE DIRECTORS

All directors shall

- 1) Act with prudence, honesty, and loyalty in the best interests of the Centre;
- 2) Never mingle the property of the Centre with their own property nor use for their own profit any property of the Centre;
- 3) Avoid placing themselves in any situation where their personal interests would be in conflict with their obligations as directors; and
- 4) Have a personal copy of these by-laws.

8.04 DUTIES OF THE PRESIDENT

- 1) The President shall
 - a) Chair all meetings of the Centre, the Board of Directors, and the Executive Committee;
 - b) Represent and speak for the Centre when appropriate; and
 - c) Have such other duties as may be prescribed by the Board of Directors.
- d) The maximum number of terms the President may serve is 3 terms of office.
- 2) The President is a member of all committees with the right to vote only in case of deadlock.

8.05 DUTIES OF THE VICE-PRESIDENT

The Vice-President shall

- 1) Assist the President in the discharge of their duties;
- 2) Assume the functions of the President in their absence; and
- 3) Have such other duties as may be prescribed by the by-laws and by the Board of Directors.

8.06 DUTIES OF THE SECRETARY

The Secretarial Duties shall

- 1) Conduct the correspondence of the Centre and report thereon to the Board of Directors.
- 2) Have custody of the seal.
- 3) Have such other duties as may be prescribed by the Board of Directors.

8.07 DUTIES OF THE RECORDING SECRETARY

- 1) The Recording Secretary Duties shall
 - a) Keep minutes of the meetings of the members, the Board of Directors, and the Executive Committee;
 - b) Send to each member of the Board of Directors a complete set of minutes as soon as possible after each meeting of the Board of Directors;
 - c) Read the minutes of general and annual meetings at the following annual meeting; and
 - d) Within 30 days, post the minutes of meetings of the members and of the Board of Directors.
- 2) The minutes shall include the time, date and location of the meeting; the final approved agenda items of the meeting; the exact wording of each motion; the names of its author and seconder, and statement if the motion was carried or defeated. If requested, the number of votes for the motion, against the motion and abstentions shall be recorded. In the case of meetings of the Board of Directors and the Executive Committee, the minutes shall state the names of the members present and absent. All minutes shall be signed by the Recording Secretary.

8.08 DUTIES OF THE TREASURER

The Treasurer shall

- 1) Conduct the financial business of the Centre in accordance with the direction of the Board of Directors;
- 2) Receive and supervise the deposit of receipts;
- 3) Supervise the safekeeping of the Centre's securities and other monetary assets;
- 4) Supervise the disbursement of Centre funds;
- 5) Prepare and keep complete financial records of the business of the Centre, including books of receipts, disbursements, assets and liabilities;
- 6) Prepare the annual financial statements of the Centre, present them to the Board of Directors for approval at a meeting prior to the next annual meeting of the Centre, and present the approved annual financial statements for adoption by the annual meeting of the Centre;
- 7) Submit the financial statements required by the Treasurer of the Society by January 15 in each membership year;
- 8) On or before January 15, April 15, July 15 and October 15 in each year, remit to the Treasurer of the Society the life membership fees and 60% of annual Society membership fees for all ordinary, youth, and honorary members attached to the Centre and received by the Centre during the three months ended on the last day of the previous month, together with a report, in such form as may be prescribed by the National Council from time to time, listing the names of the members who paid membership fees during that period, the amounts so paid, and such other information as may be prescribed by the National Council from time to time

(NOTE: Clause 8.08-8 is to be verified with regulations at the national level of the RASC, currently in flux, because members actually (autumn 2008) have varying membership years based on date of original membership acceptance. This clause is, therefore, subject to change.);

- 9) Submit the financial statements and all necessary documents to the auditor;
- 10) Submit for adoption at the annual meeting of the Centre a report on the number of members in each class of membership at the end of the previous membership year;
- 11) Inform the National Office of the names and addresses of new members as they join;
- 12) Have such other duties as may be prescribed by the Board of Directors.

8.09 DUTIES OF THE DIRECTOR OF THE OBSERVATORY

The Director of the Observatory / Observational Activities shall

- 1) Have custody of and be responsible for the safekeeping and operation of the Centre's observatories and associated equipment;
- 2) Establish and carry into effect a program for the use of the observatory by Centre members;
- 3) Be responsible for the maintenance and repair of the observatory, the premises and the equipment;
- 4) Recommend to the Board of Directors, when appropriate, the acquisition or disposal of observatory equipment;
- 5) Maintain an inventory list of Centre assets;
- 6) Have such other duties as may be prescribed by the Board of Directors; and
- 7) Shall supervise all observational activities and shall appoint such members as may be considered necessary to assist in carrying out the duties.

8.10 DUTIES OF THE PUBLIC EVENTS COODINATOR

The Public Events Coordinator shall

- 1) Be responsible for creating the schedule of public events;
- 2) Recruit speakers according the members' interests, requests and astronomy news and events; and
- 3) Coordinating these events including advertising;

8.11 DUTIES OF THE IMMEDIATE PAST PRESIDENT

The Immediate Past President shall assist the new President and facilitate the transition from the previous to the present Board of Director.

8.12 DUTIES OF THE LIBRARIAN

The Librarian shall

- 1) Have custody of and be responsible for the safekeeping of the books, publications, films and photographs, archives and other library materials of the Centre;
- 2) Operate the Centre's library, including the acquisition of new books and other library materials, the lending of library materials, the maintenance of a current catalogue of all library materials, and the exchange with other organisations of library materials.
- 3) Report on all acquisitions.
- 4) Ensure that any property of the Centre under the librarian's control which is on loan be returned at the time agreed upon;
- 5) Ensure that a copy of the Centre by-laws be readily available for the members to consult; and
- 6) Have such other duties as may be prescribed by the Board of Directors.

8.13 NATIONAL COUNCIL REPRESENTATIVE

- 1) The National Council Representative shall be elected in accordance with article 8.01.
- 2) The National Council Representative shall submit to the Secretary of the Society by January 15 in each membership year the report referred to in 8.08-10 (number of members in each class of membership).
- 3) If for any reason a National Council Representative is unable to attend a meeting of the National Council, then the Board of Directors may appoint another member of the Centre as an alternative National Council Representative. The alternative will be entitled to exercise all the rights of the National Council Representative only upon presentation to the National Council of proof in writing from the President or Secretary of the Centre as to the due appointment of the alternative.
- 4) The National Council Representative or alternative shall
 - a) Attend all meetings of the National Council for which they are so authorized and as may be reasonably practicable;
 - b) Represent the Centre's interests, subject to the direction of the Board of Directors, at the National Council; and
 - c) Report to the Board of Directors on the business conducted by and the activities of the National Council.
- 5) Every voting member who is not less than 21 years of age has the right to stand for election or appointment as a National Council Representative of the Centre.
- 6) No person who is an elected officer of the Society may simultaneously be the President, Vice-President, Secretary, Treasurer, or a National Council Representative of the Centre.

8.14 HONORARY PRESIDENT

The Board of Directors may name, by special resolution, an Honorary President.

8.15 Duties of the Director of Research & Development

To undertake special projects that would enhance member and public outreach activities. These may include but are not exclusive to equipment, events and activities.

8.16 Duties of the Director for Members' Liaison

- Greet new members and inform them of the club activities and resources.
- Acts as a prime interface between RASC Montreal members and the Board of Directors.
- Maintain the telescope lending program and coordinate with the Librarian.

8.17 Duties of the Social Media Director

To post on all social media platforms used by the center (ie: Facebook, Instagram, Twitter, etc) to communicate to a broad audience on matters related to the center. Such matters include upcoming events, any special activities and the like.

8.18 Duties of the Skyward Editor

To publish the center newsletter (Skyward) at a frequency they see fit. This involves obtaining materials from members, editing the issues and sending them out to the membership.

8.19 Duties of the Webmaster

The webmaster is responsible for maintaining and updating the website, plugins and the platform. They are also responsible to help RASC Montreal authors and members with troubleshooting technical issues related to website interactions. The webmaster also manages the email platform in conjunction with the Secretary.

8.20 Duties of the Director of Special Projects

Upon a group decision to undertake a project, the Special Project Director will attempt to align dates, locations, personnel, and materials, in concert with other board members to facilitate the successful completion of the project(s).

Provide assistance for individuals in the Centre who may also ask for help in astronomy related projects.

8.21 Duties of the Director of Observational Events

To coordinate and advise members and others on the technical aspects of celestial observation.

8.22 Duties of the Director of Outreach

To coordinate Outreach presentations to educational groups, including Guides, Scouts and local libraries. To work with the Director of Public Events and communicate with partner groups for collaborative Outreach events.

ARTICLE 9: COMMITTEES

9.01 STANDING COMMITTEES

- 1) The following shall be the standing committees of the Board of Directors:
 - a) Executive Committee (see 9.05);
 - b) Finance Committee (see 9.06).
- 2) The chairperson and members of each standing committee, who are not prescribed by this by-law, shall be appointed by the Board of Directors at its first meeting after each annual meeting for terms that expire at the first meeting of the Board of Directors following the next annual meeting.

9.02 SPECIAL COMMITTEES

- 1) The Board of Directors may establish from time to time any special committee for such purposes and for such term, not exceeding two years, as the Board of Directors shall prescribe. Such term is renewable by the Board of Directors any number of times.
- 2) Each special committee shall be comprised of a chairperson appointed by the Board of Directors, together with such other members as are appointed by the Board of Directors.

9.03 COMMITTEE MEMBERSHIP OF THE PRESIDENT

- 1) The President shall be a voting member of all committees, but may vote at a meeting of the Executive Committee only to cast a deciding vote in the event of a tied vote.
- 2) The President shall not be considered a member of any committee for the purpose of reckoning the number of members of the committee or a quorum of the committee.

9.04 QUORUM

No business shall be conducted at any point at a meeting of any committee at which a quorum, which shall be at least half of the members thereof, is not present.

9.05 EXECUTIVE COMMITTEE

- 1) The Executive Committee shall consist of the President, the Vice-President, the Secretary, the Recording Secretary, and the Treasurer.
- 2) The Executive Committee shall transact the routine business of the Centre when the Board of Directors is not meeting, and shall transact such business as requires immediate action.

- 3) Meetings of the Executive Committee shall be called by the President at the request of any member of the Committee or when the business of the Centre requires such meeting. The President shall make every reasonable effort to ensure that every member of the Executive Committee is informed of the time, location and purpose of each meeting of the Executive Committee, as far in advance of its occurrence as possible.
- 4) All actions taken and decisions made by the Executive Committee shall be reported by the President at the next meeting of the Board of Directors.

9.06 FINANCE COMMITTEE

- 1) The Finance Committee shall consist of the Treasurer, who shall be chairperson and two other members of the Board of Directors.
- 2) The Finance Committee shall
 - a) Prepare the annual budget of the Centre for presentation to and adoption by the Board of Directors;
 - b) Invest moneys of the Centre not required for current operations in deposits in institutions insured under the Canadian Deposit Insurance Corporation Act (Canada);
 - c) Review the annual financial statements of the Centre prior to their submission to the Board of Directors;
 - d) Advise the Board of Directors on the financial affairs of the Centre; and
 - e) Have such other duties as may be prescribed by the Board of Directors.

ARTICLE 10: NEWSLETTER

10.01 SKYWARD

- 1) The Montréal Centre shall publish a newsletter called *Skyward*.
- 2) The editor of *Skyward* shall be elected by members at the annual meeting or appointed by the Board.

ARTICLE 11: REMOVAL FROM OFFICE

- 1) Any member of the Board of Directors and any member of any committee may be removed from that office by resolution of the Board of Directors. Any such person whom it is proposed to remove from office is entitled to receive notice of the meeting at which such removal shall be discussed and voted upon, and to make representation at the meeting of the Board of Directors at which the removal is discussed and voted upon.
- 2) Reasons for consideration for removal include
 - a) Criminal acts involving the Centre,
 - b) Non-performance of assigned or official duties,
 - c) Failure to attend three or more consecutive Board or committee meetings,
 - d) Failure to attend at least two thirds of the Board or committee meetings in a year.

- 3) If a position becomes vacant, then another eligible member of the Centre may be elected by resolution of the Board of Directors to fill such vacancy for the remainder of the term of office.

ARTICLE 12: MEETINGS OF THE CENTRE

12.01 ANNUAL MEETING

- 1) The annual meeting of the members of the Centre shall be held between October 1 and November 30 in each membership year at such place as shall be designated by the Board of Directors. Meeting attendance may be virtual by all or some members. If virtual, members must sign in with their real names which will be compared with the Centre's list of members.
- 2) At least 15 days before the date of the annual meeting, the President or Secretary shall send to the last known physical or electronic address of each voting member notification of
 - a) The agenda for the annual meeting, specifying its time and place. For virtual meetings the login procedure must be specified;
 - b) Any proposed by-law or amendment to the Constitution of the Centre adopted by special resolution of the Board of Directors; and
 - c) The names of the candidates for the positions on the Board of Directors and National Council Representative.
- 3) The order of procedure at the annual meeting shall be as follows:
 - a) Consideration and approval of the agenda for the meeting;
 - b) Consideration and approval of the minutes of the last annual meeting and of general meetings held since the last annual meeting;
 - c) Consideration and approval of the reports of the Board of Directors, and the committees of the Board of Directors, and presentation and adoption of the financial statements;
 - d) Consideration of any matter proposed to be adopted by special resolution of the Centre;
 - e) Election of Directors of the Centre;
 - f) Election of the auditor of the Centre; and
 - g) Other business.

12.02 GENERAL MEETINGS

General meetings may be held at any time upon the call of the majority of the Board of Directors. Notice of such meetings shall be sent to each member in writing, addressed to their last known physical or electronic address, at least 15 days before the meeting and the notice shall specify the nature of the business to be transacted.

12.03 MEETINGS ON REQUISITION

- 1) Upon requisition in writing signed by at least 15 voting members of the Centre, the President shall

- call a general meeting of the Centre to consider the business specified and at such place as is named in the requisition. If the President fails to call a general meeting of the Centre to be held within 30 days of such requisition, then any voting member of the Centre who has signed such requisition may call a general meeting of the Centre.
- 2) At least 15 days before the date of such meeting, the Secretary shall notify in writing every voting member of the Centre of the meeting, stating the names of the requisitioning members, the location and time of the meeting, and the business specified in the requisition. If the Secretary fails to give such notice, the notice of the meeting may be given by any voting member who has signed such requisition, at the expense of the Centre, at least 10 days before the date of the meeting.
 - 3) At any such meeting of the Centre, only such business as is specified in the requisition shall be conducted.

12.04 QUORUM

No business shall be conducted at any point at any annual or general meeting of the Centre, and no vote shall be taken at any point at any meeting of the Centre at which a quorum, which shall be 20 members or 1/5 of the membership, whichever number is the larger, is not personally or virtually present. Family members shall count as 1 in arriving at the 1/5 of membership. Each family member attending the meeting counts towards quorum.

12.05 PROCEDURES

Unless otherwise prescribed in the by-laws, by applicable legislation, or by the National by-laws, the Centre shall act by ordinary resolution, and the conduct of the Centre meetings shall be governed by *Robert's Rules of Order*.

ARTICLE 13: FINANCES

13.01 AUDITOR

At every annual meeting, the Centre shall elect an auditor to hold office until the end of the next annual meeting. The auditor shall conduct an audit of the Centre's financial records and shall express an opinion on the annual financial statements to the members of the Centre. The auditor shall not be a member of the Board of Directors.

13.02 ANNUAL FINANCIAL STATEMENTS

The Centre's annual financial statements shall consist of a balance sheet, a statement of revenues and expenses, and such other statements as are required in accordance with generally accepted accounting principles, by the Board of Directors, by the National Council, or otherwise by law.

ARTICLE 14: SIGNING AUTHORITY

14.01 SIGNING AUTHORITY

- 1) At the first meeting of the Board of Directors after the annual meeting, it shall be decided who has signing authority for the Centre.

- 2) Every Director who, and committee that, has responsibility for the expenditure of an amount allocated under the budget may expend such amount and thereupon bind the Centre to that extent without further authorisation.

ARTICLE 15: REMUNERATION AND EXPENSES

No member of the Board of Directors or of a committee shall receive any remuneration from the Centre for their services, but each member shall be entitled to be reimbursed for all expenditures authorised by the Board and made by their on behalf of the Centre.

ARTICLE 16: CONFORMITY TO BY-LAWS

No action taken contrary to the by-laws of the Centre is valid.

ARTICLE 17: REPEAL AND AMENDMENT

17.01 AMENDMENT AND ENACTMENT OF BY-LAWS

The by-laws of the Centre may be repealed or amended, and other by-laws of the Centre may be enacted by special resolution of the Centre.

17.02 REPEAL OF PREVIOUS BY-LAWS

All previous by-laws of the Centre are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any action done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any charter or documents of the Centre obtained pursuant to, any such by-law prior to its repeal. All Directors or persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of the by-law and all resolutions of the Centre or of the Board of Directors with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

These by-laws were adopted by the Board of Directors of the Montreal Centre; and adopted by the membership of the Montreal Centre, November 2020.