

# **BYLAWS OF INTERNATIONAL BEHAVIOURAL AND NEURAL GENETICS SOCIETY**

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## **Name**

- The Name of the Society is International Behavioural and Neural Genetics Society (herein called the "Society").

## **Membership**

- Types of Membership
  1. There are three types of membership in the Society being Ordinary Members, Student Members, and Emeritus Members. No person may be a Student Member for longer than five years.
- Eligibility
  1. Any person of sufficient scientific standing and/or with continuing interest in the field of neurobehavioral genetics who is 18 years of age or older may apply for membership in the Society.
- Application To Society
  1. Any eligible person who wants to become a Member of the Society may apply in writing to the Secretary or the President. The applicant must provide evidence of his or her scientific standing and continuing interest in the field of neurobehavioral genetics. If

the applicant is applying for Student Membership, he or she must also supply a letter from his or her supervisor.

2. At its next meeting, the Executive Committee will decide whether or not to accept the application.

3. The Secretary, or other member of the Executive Committee acting in the place of the Secretary, will notify the applicant of the decision of the Executive Committee.

4. Should the Executive Committee accept the application, the applicant becomes a Member upon payment of the annual membership fee.

- Membership

1. A Member of the Society is entitled to all the rights and privileges of membership and is bound by all obligations related to the membership.

2. A Member is entitled to:

D attend and participate in all general meetings and other activities and events of the Society;

D stand for election to any of the positions that make up the Executive Committee of the Society;

D exercise all other rights normally associated with membership in a society.

3. A Member must be in general agreement with the Objectives of the Society and must abide by the by-laws of the Society but nothing in this clause prevents a Member from proposing changes to the objectives or the By-laws of the Society.

- Annual Membership Fees

1. The Executive Committee will set an annual membership fee for Ordinary Members and a reduced annual membership fee for Student and Emeritus Members.

- Withdrawal From Society

1. Any Member who wishes to withdraw from the Society may do so by written notice to the Secretary or the President.

- Loss Or Termination Of Membership

1. Annual membership fees are due before January 1 of each year. If a Member has not paid his or her membership fees by January 1 of any year, the Secretary, or some member of the Executive Committee acting in the place of the Secretary, is to notify the Member of the outstanding fees and that their membership is terminated until the fees are paid. Any former member whose membership was terminated for failure to pay annual membership fees may be reinstated without an application to the Executive Committee if he or she pays all outstanding annual membership fees.

2. The membership of any Member (in this clause (g) called the 'Questioned Member') may be terminated by a vote of the majority of the Members of the Society who vote on the question.

3. Should the Executive Committee decide that the conduct of the Questioned Member is such that his or her membership should be terminated, the Executive Committee shall do the following:

D notify the Questioned Member of the decision of the Executive Committee and the reasons for the decision and advise the Questioned Member of his or her right to respond within 15 days;

D provide to the Members of the Society the decision of the Executive Committee, the response of the Questioned Member and any other material the Executive Committee may feel relevant to the question;

D arrange for a vote of the Members of the Society, to be held by mail, fax and e-mail in a fixed time period, as to whether or not the membership of the Questioned Member should be terminated.

4. If the majority of the votes cast support the termination of the Questioned Member's membership, the membership of the Questioned Member is terminated, the Questioned member will not be eligible for membership in the Society for a period of five years, and the Secretary, or some member of the Executive Committee acting in the place of the Secretary, is to notify the Questioned Member that his or her membership is terminated.

5. The decision of the membership to terminate the membership of the Questioned Member is final and not subject to appeal.

6. The Executive Committee may give any notice to be given to a Member to the address of the Member last recorded on the books and records of the Society by letter, fax or e-mail or by any other manner which provides notice to the Member.

### **Meeting of Members**

- Annual Meeting

1. The Society must hold an Annual Meeting each year at a time and place to be determined by the Executive Committee.

2. The Society is to give written notice to each Member of the Society of the date, time and place of the Annual Meeting at least sixty (60) days before the Annual Meeting.

- General Meeting

1. The Society may hold a General Meeting of the Members of the Society whenever the President decides that such a meeting is necessary or advisable.

2. The Society is to give written notice to each Member of the Society of the time and place of any General Meeting at least sixty (60) days before the General Meeting.

- Special Meeting

1. The President must call a Special Meeting of the Members of the Society whenever requested to do so in writing by a majority of the Executive Committee or by at least 10% of the Members of the Society. Any such request must state clearly the business to be transacted at the meeting. If the President does not call a Special Meeting of the Members of the Society within thirty (30) days of receipt of the request, then the Members making the request may themselves call a Special Meeting of the Members of the Society.

2. The Society is to give written notice to each Member of the Society of the time and place of any Special Meeting at least sixty (60) days before the Special Meeting.

- Notice

1. Notice of a meeting of the Society may be given to any Member by ordinary mail, by fax or by e-mail or by any other method that provides notice to the Member. Any notice to be given to a Member is sufficiently given if sent to the address of the Member last recorded on the books and records of the Society.

- Quorum

1. The quorum at any General Meeting or Special Meeting of the Members of the Society is fifteen (15) Members.

2. The quorum at any Annual Meeting of the Members of the Society is three (3) Members.
3. If there is not a quorum within thirty minutes from the time a General Meeting or a Special Meeting or an Annual Meeting is to begin, the meeting may not transact any business.
  - Voting
    1. Each Member, except the Member occupying the chair, is entitled to one vote.
    2. In the event of a tie vote, the Member occupying the chair is entitled to a casting vote.
    3. A Member must cast his or her own vote and no Member is entitled to vote by proxy.
  - Irregularities
    1. Any irregularity in the notice of any meeting or the accidental omission to give a notice to, or the non-receipt of a notice by, any Member or Members does not prevent the holding of any meeting of the Members nor does it invalidate any resolution passed or any of the proceedings taken at any meeting of the Members.
    2. All acts done by any meeting of the Members are valid and subsisting even if it is subsequently discovered that one or more persons admitted to membership were not eligible to be Members.

### **Directors or Executive committee**

- Powers Of Directors (hereinafter referred to as Executive Committee)
  1. The Executive Committee is to manage the affairs of the Society.
- Composition And Election Of Executive Committee
  1. The Society is to have an Executive Committee consisting of the President, the President-Elect, the past President, the Secretary, the Treasurer and three Members-At Large.
  2. A President-Elect will be chosen each year by the Members. The President-Elect will serve a one year term as President-Elect, then a further term of one year as President and then a further term of one year as Past President.
  3. Each of the Secretary, Treasurer and Members-At Large is to be elected by the Members for a term of three years.
  4. Any Member whose membership dues have been paid for the current year, is eligible to stand for election to any of the positions in the Executive Committee except that the Past President and the Members-At Large may not stand for re-election for at least one year.
  5. Nominations for vacant positions on the Executive Committee must be made in writing or by email to the Secretary, or to another person designed by the Executive Committee to act in the place of the Secretary in this matter, between January 15 and January 30 of each year. The nomination must be accompanied by the consent of the Member nominated.
  6. The Executive Committee must:
 

advise all Members of the names of the persons nominated for election to the Executive Committee; and arrange for the election(s) necessary to fill all vacant positions on the Executive Committee to be held sometime in February of that year, in which elections Members may vote through an electronic voting site.

7. Each Member is entitled to one vote.
8. In the event of a tie vote, the President is entitled to a casting vote.
9. A Member must cast his or her own vote; no Member is entitled to vote by proxy.
10. The ballots are to be counted by two members of the Executive Committee chosen by the Executive Committee for that task. Any candidate is entitled to review the record of votes cast for the position for which he or she stood.
11. If the office of President becomes vacant, the President-Elect will immediately become President and will serve the remainder of the term of the departed President and will then serve the term as President that he or she would normally have served. If any office on the Executive Committee other than President becomes vacant the President is to appoint an eligible Member to fill the vacancy for the rest of the term of the departed Executive Committee member.
  - Disqualification Of Member of Executive Committee
    1. Notwithstanding any other provision of these by-laws, any member of the Executive Committee must resign if he or she:
      - D becomes a party to a contract for profit with the Society; or
      - D becomes an employee of the Society.
  - Removal Of Member of Executive Committee
    1. Any member of the Executive Committee (in this clause (d) called the 'Questioned Executive Committee Member') may be removed from the Executive committee by a vote of the majority of the Members of the Society who vote on the question.
      2. Should 10% or more of the Members of the Society call for the removal of a member of the Executive Committee, the Executive Committee shall do the following:
        - D notify the Questioned Executive Committee Member of the call for his or her removal and advise the Questioned Executive Committee Member of his or her right to respond within fifteen (15) days;
        - D provide to the membership of the Society the call for removal, the response of the Questioned Executive Committee Member and any other material the Executive Committee may feel relevant to the question;
        - D arrange for a vote of the Members of the Society, to be held by mail, fax and e-mail in a fixed time period, as to whether or not the Questioned Executive Committee Member should be removed from the Executive Committee.
      3. If the majority of the votes cast support the removal of the Questioned Executive Committee Member from the Executive Committee, the Questioned Executive Committee ceases to be a member of the Executive Committee, and the Secretary, or some member of the Executive Committee acting in the place of the Secretary, is to notify the Questioned Executive Committee Member of his or her removal.
      4. The decision of the membership to remove the Questioned Executive Committee Member is final and not subject to appeal.
      5. The Executive Committee may give any notice to be given to a Member to the address of the Member last recorded on the books and records of the Society by letter, fax or e-mail or by any other manner which provides notice to the Member.

- Remuneration of Members of Executive Committee
  1. The Society is not to pay any member of the Executive Committee for his or her work on the Executive Committee but may reimburse him or her for out-of-pocket expenses.

### **Meeting of executive committee**

- Meetings
  1. The President of the Society may call a meeting of the Executive Committee whenever he or she decides that such a meeting is necessary or advisable.
  2. The Executive Committee may, by resolution at any meeting, decide upon the date, time and place of its next meeting.
  3. The President must call a meeting of the Executive Committee whenever requested to do so in writing by at least four (4) members of the Executive Committee. Any such request must state clearly the business to be transacted at the meeting. If the President does not call a meeting of the Executive Committee within fourteen (14) days of receipt of the request, then the members of the Executive Committee making the request may themselves call a meeting of the Executive Committee.
  4. The Society is to give notice to each member of the Executive Committee of the Society of the date, time and place of any meeting of the Executive Committee at least fourteen (14) days before the meeting but any meeting may be convened on shorter notice with the consent of all the members of the Executive Committee. Notice may be given personally to a member of the Executive Committee or by telephone, in writing or by e-mail.
- Quorum
  1. The quorum at any meeting of the Executive Committee is four (4) members of the Executive Committee.
- Voting
  1. Each member of the Executive Committee, except the member occupying the chair, is entitled to one vote.
  2. In the event of a tie vote the member occupying the chair is entitled to a casting vote.
  3. A member of the Executive Committee must cast his or her own vote and no member of the Executive Committee is entitled to vote by proxy.
- Resolution In Writing
  1. Notwithstanding any other provision of these by-laws, a resolution in writing, signed by all of the members of the Executive Committee, without their meeting together, is as valid and effectual as if it had been passed at a duly called and constituted meeting of the Executive Committee. The resolution may be signed in counterpart.
- Participation By Means Of Communication Device
  1. If all the members of the Executive Committee present at any meeting consent, one or more members of the Executive Committee may participate in a meeting of the Executive Committee by means of a telephone or other communication facilities that permit all persons participating in the meeting to communicate with each other. A member of the Executive Committee participating in a meeting by such means is deemed to be present at the meeting.

- Irregularities

1. Any irregularity in the notice of any meeting or the accidental omission to give a notice to, or the non-receipt of a notice, by any member or members of the Executive Committee does not prevent the holding of any meeting of the Executive Committee nor does it invalidate any resolution passed or any of the proceedings taken at any meeting of the Executive Committee.

2. All acts done by any meeting of the Executive Committee, or by any person acting as a member of the Executive Committee, or by a resolution in writing of the Executive Committee, are valid and subsisting even if it is subsequently discovered that there was some defect in the appointment of any member of the Executive Committee or that one or more persons elected to the Executive Committee were not qualified to be members of the Executive Committee.

### **Duties of members of executive committee**

- Duties Of The President

1. The President is, unless some other member is appointed by the meeting to do so, to preside at all meetings of the members of the Society and the Executive Committee of the Society.

2. The President is to decide all points of order but such decisions of the President are subject to appeal to the meeting.

3. The President is ex-officio a member of all committees of the Society.

4. The President is to serve as the Spokesperson for the Society.

- Duties of the Past President

1. The Past President is to discharge the duties of the President if the President is absent or unable to act.

2. The Past President is to perform the duties assigned by the President.

- Duties of the President Elect

1. The President Elect is to discharge the duties of the President if the President and Past President are absent or unable to act.

2. The President Elect is to perform the duties assigned by the President.

- Duties of the Secretary

1. The Secretary is to ensure that correct minutes are kept of all meetings of the members of the Society and the Executive Committee.

2. The Secretary is to send all notice of meetings but, if the President believes it preferable, the President may send the notice for any meeting.

3. The Secretary is to keep an up-to-date and accurate list of the members of the Society.

4. The Secretary is to ensure the safekeeping of all records, books, papers and documents of the Society, except for the financial records and books and, upon leaving office, shall deliver to his or her successor the papers and documents of the Society in his or her possession.

- Duties of the Treasurer

1. The Treasurer is to ensure that all money paid to the Society is deposited in the chartered bank, treasury branch, credit union or trust company used by the Society and to

ensure that receipts are issued for any such money. The Treasurer may ensure that deposits are made and receipts are given by staff employed by the Society.

2. The Treasurer is to ensure that a proper set of books is kept by the Society showing accurately the dealings of the Society and is to ensure that those records are safely kept.

3. The Treasurer is to present a detailed account of the receipts and disbursements of the Society to the Executive Committee whenever requested.

4. The Treasurer is to present to the annual meeting of the Society a statement of the financial position of the Society showing, among other things, the receipts and disbursements since the last annual meeting, the outstanding accounts receivable, the outstanding accounts payable, the amount owing on any loan to the Society and the amount the Society holds on deposit in the chartered bank, treasury branch, credit union or trust company used by the Society.

- Duties of the Members-at-Large

1. The Members-at-large are to perform the duties assigned by the President.

### **Potential conflict of interest**

- A member who is directly or indirectly interested in a proposed contract or transaction involving the society must disclose fully and promptly the nature and extent of his or her interest. Any such member must leave the meeting while the proposed contract or transaction is under discussion and voted upon. Such member must abstain from voting on issues pertaining to the proposed contract or transaction and is not to be considered as part of the quorum during his absence from the meeting.

### **Indemnification of members**

- The Society must indemnify a member of the Executive Committee, a former member of the Executive Committee, and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment reasonably incurred by him or her, in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a member of the Executive Committee of the Society if:

1. he or she acted honestly and in good faith with a view to the best interests of the Society; and

2. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

- This by law does not prevent any person from claiming indemnity from the Society on grounds not set out in this by law.

- The Society shall purchase and maintain insurance for the benefit of any person referred to in section 8 (a) against any liability incurred by him or her in his or her capacity as a member of the Executive Committee of the Society. This shall be the responsibility of the Treasurer.



### **Financial records and audit**

- The Society is to keep books and accounts under the direction of the Treasurer.
- The books, accounts and records of the Treasurer are to be reviewed at least once each year by a duly accredited accountant named for that purpose by the Executive Committee. Following the end of each fiscal year of the Society (January 1 – December 31), a financial statement is to be prepared by the accountant so named and filed in accordance with the requirements of the Societies Act.

### **Staff**

- The Society may, by a decision of its Executive Committee, hire one or more staff persons to carry out such duties and functions as the Executive Committee thinks necessary or appropriate.
- The remuneration of any person employed by the Society will be set by the Executive Committee.

### **Robert's rules of order**

- Meetings of the Society must be conducted in accordance with Robert's Rules Of Order but should Robert's Rules Of Order conflict with these by-laws then the provisions of these by-laws shall prevail.

### **Expenditure of funds**

- The Executive Committee may direct from time to time who is entitled to sign checks on behalf of the Society.

### **Borrowing powers**

- For the purpose of carrying out its objects, the Society may borrow or raise money as the Executive Committee thinks fit but no property of the Society may be pledged to secure the payment of money without the approval of a Special Resolution of the Society.

### **Custody of minutes and records**

- The Secretary is to ensure that minutes are made of all meetings of the members and Executive Committee of the Society.
- The Secretary is to ensure that there is a list of the members of the Society.
- The Secretary is responsible for the safekeeping of the minutes of the meetings and all other records of the Society, other than financial records.

### **Access to books and record**

- Any member of the Society may request the Executive Committee that he or she be allowed to examine:
  1. Any minutes of meetings of the Executive Committee or the Members, provided such minutes have been approved as correct by a subsequent meeting.
  2. Financial statements that have been presented to an annual meeting of the Society.
  3. Any financial information or records that have been presented to the Executive Committee.
- The examination will take place in the presence of a representative of the Society chosen by the Executive Committee. The date, time and place of the examination will be chosen by the Executive Committee.

### **Corporate seal**

- The corporate seal of the Society is kept by the President. The Corporate seal may be used only when accompanied by the signatures of any two members of the Executive Committee or by any person or persons so authorized by the Executive Committee.

### **Amendment alteration or recession of by-laws**

- The Society may amend, alter or rescind its by-laws only by a Special Resolution of the Society.

### **Winding up and dissolution**

- The Society may be wound-up or dissolved pursuant to The Societies Act of Alberta or its successor legislation and subject to the following:
  1. Any resolution to wind-up or dissolve the Society must be a Special Resolution of the Society.
  2. Upon winding-up or dissolution of the Society any assets remaining after payment of any debts and liabilities must be donated in such proportion as the Members of the Society may decide by a majority vote at the time of the winding-up or dissolution of the Society to one or more organizations having like objectives to the Society.

DATED at San Antonio, Texas this \_\_\_\_ day of January, 2011.

Updated in Edinburgh, the UK on 13<sup>th</sup> of May, 2019.