

## **DRAFT – RCI By-Laws. To be presented for member vote at the Annual General Meeting, May 11, 2017 in Toronto.**

### **RCI By-Laws**

Every successful Board of Directors (“Board”) abides by a set of formal structures and processes that govern Board attributes and activities such as size, composition, roles and responsibilities.

For the Royal Canadian Institute (RCI) these form the by-laws, approved at the annual general meeting, April 10, 1999. No revisions to the by-laws have been made since 1999.

#### **Article I – Name**

The organization began in 1849 as the Canadian Institute and was granted a Charter of Incorporation in 1851. In 1914, the name was amended and officially recognized as the Royal Canadian Institute. In 1998, the phrase “for the advancement of science” was added to the name in certain situations. While not part of the official name, which remains the Royal Canadian Institute, the phrase helps to communicate the purpose of the organization. In 2017, the phrase “the advancement of” was removed from the name, where used. The new name “Royal Canadian Institute for Science” was adopted in certain situations. While not part of the official name, which remains the Royal Canadian Institute, the phrase helps to more succinctly communicate the purpose of the organization.

#### **Article II – Purpose**

The purpose of the organization is to increase the public’s awareness and understanding of science and to create an environment in which science can flourish and be appreciated. This purpose is to be achieved through a variety of programs and activities.

#### **Article III – Membership**

1. Any person or organization desirous of forwarding the purpose of the Institute is eligible for membership, upon application.
2. The categories of membership shall consist of and be defined as follows:
  - a. **Honorary members** shall be persons eminent for their services to science, literature or art and their number shall be limited to 25. Nominations for Honorary membership shall be considered and decided by the Board of Trustees. Honorary membership shall be considered and decided by the Board of Trustees. Honorary members shall be appointed for life, shall have every privilege of Regular membership and shall be exempt from membership fees.
  - b. **Life membership** shall be available upon payment of a specified lump-sum fee, with exemption from further membership fees.
  - c. **Sustaining membership** shall be available to those whose annual donation exceeds the regular membership fee but is less than the donation required for Life membership. A sustaining member who has maintained this status for 4 consecutive years or fewer, with donations that total the lump sum mentioned in 2(b) above shall be granted Life membership.

- d. **Senior membership** shall be available for persons attaining the age of 65 years
  - e. **Student membership** shall be available for persons attending school, community college or university
  - f. **Regular membership** shall be open to those not included in the other categories named
  - g. **Family membership** shall be available
3. Membership considerations:
- a. Membership fees shall be set by the Board of Trustees
  - b. The membership year commences July 1 and ends June 30 of the following year. Membership fees shall be due for renewal on the first day of August in each year.
  - c. For a new member joining after the first day of January in any year, the initial fee shall cover the following membership year.
  - d. In consideration of special service to the Institute, the Board of Trustees shall have power to grant a life membership without fee.
  - e. The Board of Trustees shall have power to waive the annual fee of an individual member for sufficient reason.
  - f. Membership shall not be transferrable for any reason.
4. Members, regardless of category, shall each be entitled to one vote and shall be eligible to hold office in the Institute.
5. Should cause arise, The Board of Trustees has the power to expel a member. In such cases due process is to be followed.

## Article IV – Patrons

1. The Board of Trustees may invite distinguished Canadians to be Patrons or Vice-Patrons of the Royal Canadian Institute

## Article V – Board of Trustees and Officers

1. The assets, business and programs of the Institute shall be administered by a Board of Trustees comprising the following four officers: Chair, Vice-Chair, , Corporate Secretary, Treasurer, and a minimum of seven additional Board of Trustees.
  - a. Members of the Institute are eligible for election to Board of Trustees
  - b. Board of Trustees shall be elected for a term of four years
  - c. A member who has served as Board of Trusteeslor for four years is eligible for re-election as a Board of Trusteeslor for a second four year term. A member who has served two consecutive four year terms is not eligible for re-election as a Board of Trusteeslor until at least one year has elapsed after such term
  - d. Should a position of Board of Trustees become vacant before the expiration of the four-year period a successor may be elected by Board of Trustees for the balance of the session. The balance of the term then will be filled by election at the Annual General Meeting.
  - e. For each of the Officers of Chair, First Vice-Chair, the usual term shall be two years and for Corporate Secretary and Treasurer, the usual terms shall be three years. No one may hold a

particular Office for more than two consecutive terms. As indicated below in paragraph 3, all candidates for Officer shall be elected annually.

2. The three immediate Past Chairs of the Institute shall form the Advisory Board of the Institute. They shall be entitled to serve on committees of Board of Trustees and to attend and vote at Board of Trustees meetings.
3. [DELETED]
4. The new Board of Trustees shall enter into its duties immediately at the close of the Annual General Meeting.
5. The control of the property and effects of the Institute shall be vested in the Board of Trustees.
6. Signing authority of the Institute shall be vested in any two of the Chair, the Corporate Secretary, the Treasurer and the Executive Director unless otherwise determined by Board of Trustees by resolution.

## Article VI – Board of Trustees and Its Committees

1. General:
  - a. Board of Trustees shall generally meet quarterly between September to March and otherwise at the call of the Chair
  - b. Any two members of Board of Trustees may, by letter to the Corporate Secretary, require a Special Meeting of Board of Trustees to be called and one week's notice of such Meeting must be given to each member of Board of Trustees
  - c. At any meeting of Board of Trustees, five members thereof shall constitute a quorum.
  - d. In the event of any office becoming vacant before the Annual General Meeting, by death or otherwise, the Board of Trustees shall have power to fill the vacancy. In the event of any Officer being unable to perform his or her duties, Board of Trustees shall have the power to remove that person from office and appoint another to act in his or her stead.
2. The following shall be standing committees of Board of Trustees. Except where specified otherwise, every committee shall choose one of its members to chair the Committee. Committee business shall be conducted only when a quorum consisting of at least half of the member of the committee is present. A full report on actions taken or recommendation made by each committee shall be made to the next Board of Trustees meeting.
  - a. **Executive Committee:** The Executive Committee shall consist of the Chair, the Vice-Chairs, the Corporate Secretary, the Past-President and the Treasurer. This committee shall have authority to act on behalf of Board of Trustees in any situation which does not permit the calling of a Board of Trustees meeting.
  - b. **Membership Committee:** This Committee shall be responsible for the recruitment and maintenance of membership in the Institute for development of membership policy. The Committee shall be responsible for publicity concerning the Institute's activities.
  - c. **Finance Committee:** This Committee shall be responsible for the administration of the financial affairs of the Institute including the physical assets and fundraising. Board of

Trustees shall appoint members of the Committee from the Board of Trustees or the Advisory Board.

- d. **Program Committee:** This Committee shall be responsible for arranging the programs for the Regular Meetings of the Institute and shall be chaired by the Chair or designate. The Program Committee shall consist of at least five members of Board of Trustees, with power to add.
  - e. [DELETED]
  - f. **Awards Committee:** This Committee shall recommend to the Board of Trustees annually a nominee for the awards presented by the RCI, including the Sandford Fleming Medal, the Logan Award, and any Scholarships provided by RCI. This Committee shall consist of the Chair and Advisory Board.
  - g. **Nominating Committee:** This Committee shall consist of the Advisory Board and the Current Chair, with the immediate Past Chair as Chair. The Nominating Committee shall prepare each year a list of candidates for Board of Trustees and for Officers. The report of the Nominating Committee shall be given at the second last Regular Meeting of the Institute preceding the Annual General Meeting. Further nomination for Officers and Board of Trustee must be received at the office of the Institute on or before the last business day before the last Regular Meeting. Such additional nominations must be supported by the signatures of five members and by an expression of the nominees' willingness to serve. The election at the Annual General Meeting shall be confined to those so nominated. If no additional nominations have been received, the Chair shall declare those nominated to be elected by acclamation. If a vote is required, voting shall be by a show of hands unless a ballot be demanded, in which case the Chair shall appoint two scrutineers to count the ballots in case the votes are equal, the Chair shall cast the deciding vote.
3. Board of Trustees shall have the power to appoint special committees. Such committees shall report to Board of Trustees or as directed. Chairs of these committees may be, but need not necessarily be, members of Board of Trustees. If appointees are not members of Board of Trustees, they shall be entitled to attend all meetings of Board of Trustees and participate in the discussions but not to vote.

## Article VII – Duties of Officers

1. The **Chair** shall undertake the general direction of the affairs of the Institute subject to the By-laws, preside at all meeting of the Institute and of the Board of Trustees, and regulate and keep order in the proceedings. If the Chair is not able to be present, the Vice-Chairs shall discharge the duties of the Chair. In the absence of the Chair and Vice-Chair, the members present shall elect one of their number to preside. The Chair shall at least annually review the performance of the Executive Director and make recommendations to the Board of Trustees.
2. The **Corporate Secretary** shall control the seal of the Institute, send out the notices provided for in the By-Law and take responsibility for the minutes of Board of Trustees meetings and the Annual General Meeting.

3. The **Treasurer** shall be responsible for the supervision of the financial affairs of the Institute reporting as required to Board of Trustees and delivery of financial report to the Annual General Meeting.
4. Staff may be employed by Board of Trustees. Board of Trustees shall define the duties, responsibility and remuneration of the Executive Director and any others employed.

### **Article VIII – Meetings of Members**

1. **Regular Meetings** of the Institute shall be held at such times as the Board of Trustees may direct
2. **Special Meetings** of the Institute may be called either: (i) by Board of Trustees or (ii) by the Chair on being required so to do by at least 25 members. Such requisition must be in writing, specifying the purpose thereof. In either case notice of the holding of such meeting must be given either: (i) by giving one week’s notice in writing or sending the same by mail to the last known address of every member, or (ii) by the publishing of an announcement of same in a Toronto newspaper; or (iii) by the reading of the notice of the Meeting and two Regular Meetings of the Institute.

### **Article VIII – Fiscal Year**

1. The fiscal year of the RCI shall begin July 1 and end June 30.