

The Society for Implementation Science in Nutrition Bylaws

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The Society for Implementation Science in Nutrition Bylaws

The bylaws are the governing documents of the Society. Guidelines complement the bylaws by providing additional information on relevant matters for the Society.

1. Name of the Society

The name of the Society is " Society for Implementation Science in Nutrition", hereafter referred to as 'the Society'.

2. Purpose of the Society

2.1. Vision

A world where actions to improve nutrition are designed and implemented with the best available scientific knowledge and practical experience.

2.2. Mission

The Society convenes, advocates, disseminates and promotes dialogue among scientists, policy leaders, government officials, funders and practitioners to advance the science and practice of nutrition implementation world-wide.

3. Address of the Society Office

The Society's principal office is held at the office of the Society's first President, David Pelletier, until further action is taken by the Board. The address of the Society is:

Dr. David Pelletier
Cornell University, Division of Nutritional Sciences,
212 Savage Hall, Ithaca, NY 14853

4. Finances of the Society

The Society shall operate on a budget obtained through members' fees and other payments, proceeds from conference registrations, and third party sponsorship. This budget will be paid into a bank account opened in the name of the Society. The account will require signatures from two Board members.

The Board is responsible for managing the finances of the Society. Financial guidelines, to be developed by the Board, will provide a framework for the management of the Society's finances. The Board has also appointed a Finance Committee to provide further oversight and scrutiny as required.

5. Financial year

The financial year of the society shall run from January 1 to December 31. The Society must submit a tax declaration according to United States laws, where the Society is incorporated.

5.1. Society Budget

The Board will approve the budget plan on an annual basis. The Board shall not pass any resolution that is likely to render the Society insolvent (unable to pay money owed on time). A budget deficit at the end of the financial year is allowed as long revenues are expected (as per a signed agreement) in the next fiscal year to absorb the difference.

5.2. Third Party Funding

The Board shall not accept sponsorship or funding from third parties where there is conflict between the vision and mission of the Society and that of the third party. Rules for accepting third party funding will be stipulated in the **Funding Guidelines**, to be developed by the Board. The Funding Guidelines will also

apply to co-sponsorship and patronage of the Society's events. These funding guidelines will need further detailing by the Board.

6. Membership to the Society

The Board is responsible for defining the membership criteria, setting the fees and defining other membership issues as described below.

The Society has three types of membership with differing requirements, fees and rights. Members will pay an annual membership fee to the Society. The fee schedule will be determined by the Board, and varies by the membership type. The fee schedule and membership rules will be reassessed every two years.

6.1. Full Membership

Full Members of the Society are individuals from civil society, academic, government, UN agencies, and/or business sectors with a record of accomplishment in nutrition implementation science, who have published in peer review journals, are active in implementation research, are actively implementing nutrition programmes, or working at the interface of policy and program planning and/or operations.

Full membership is open to individuals who are:

1. Investigators with a doctoral degree or equivalent experience with proven track record of research pertinent to the areas of implementation research.

AND/OR

2. Professionals with demonstrated experience, interest and/or proven track record in the implementation of nutrition programs and interventions, or the operationalization of nutrition policy.

6.2. Student Membership

Individuals enrolled in a graduate program of study (master or doctorate degree), whose research topic or practical experience focuses on implementation research, implementation of nutrition programs and interventions, or the operationalization of nutrition policy may apply for student membership. Proof of enrollment is required to qualify for student membership.

After finalization of their studies, Student Members can apply for Full or Affiliate membership (see section 6.2.1). These members do not need to submit a verified reference or cover letter only an updated CV. Their application will receive an expedited review.

6.2.1. Affiliate Membership

Affiliate Members are organizations or private citizens who share the Society's vision and mission but do not meet the criteria for full or student membership. Those seeking affiliate membership, do so because they wish to partner with the Society over the medium- or long-term and the outcome of their partnership should contribute to achieving the strategic plan of the Society¹. A memorandum of understanding will be determined between the Society and the affiliate member, which will outline the contributions² to be made by the member and how the Society will administer these contributions.

¹ Organizations may include non-for-profits, businesses, donor agencies, UN agencies.

² Contributions may be in-kind or financial.

6.3. *Application packages for membership*

6.4. *Full Membership*³

Application for membership consists of a Curriculum Vitae - maximum 2 pages - outlining relevant experience or scholarship, along with one (1) verified endorsement from a current⁴ member, and a maximum 300 word cover letter in which the applicant outlines their interest to join the Society, present their credentials for the class of membership for which they are applying, describe how membership will contribute to their professional development and how they intend to contribute to the society's overall work/mission. The application package should be submitted on-line via the application portal on the Society's website

In 2016, the Board will solicit nominees from Founding members to join the Society. Those who are invited during this nomination round will not need to complete the above-outlined application process. After this process is complete, individuals interested in joining the Society will need to follow the membership application process outlined above.

6.4.1. *Student Membership*

Student members must submit a letter verifying their current enrollment in a Masters or Doctorate program, along with one (1) verified endorsement from a current member, and a maximum 300 word cover letter in which the applicant outlines their interest to join the society and describes how membership will contribute to their professional development and how they intend to contribute to the society's overall work/mission.

6.4.2. *Affiliate Membership*

Applicants seeking to become affiliate members should submit a Letter of Intent describing how the individual or organization would like to contribute to the Society, and why they feel this would be of mutual benefit. Applicants must disclose any conflicts of interest that they as an individual or as a representative of an organization have with the Society with reference to the vision and mission. The letter should not exceed 700 words.

6.5. *Declaration of Conflict of Interest*

All Affiliate Members will be required to complete a **Conflict of Interest** form and will be subject to the procedures outlined in the **Conflict of Interest Policy** for the Society before membership is granted to affiliate members.

6.6. *Fees*

Annual Full and Student membership fees will be determined/set by the Board. To keep membership affordable, fees for Full and Student Members are based on place of residence, (high income countries, low and middle income countries), as defined by the World Bank, and for Full members, on staff designation status (international or national staff).

6.7. *Termination of Membership*

Members can voluntarily terminate their membership in writing to the Secretariat. Membership will be automatically terminated if membership fees are in arrears for five months.

³ Founding members are individuals who were nominated by the Secretariat in 2014. Names of Founding members are found in history archives of the Society. Founding members received full membership status in January 1, 2015 and do not need to apply.

⁴In 2015, the current members are Founding Members. A verified endorsement is one in which a Founding member supports the candidate for membership.

6.8. *Disciplinary Action*

Disciplinary action can be taken against a member when s/he is engaged in clear conflict of interest or illegal activities. The accused member has the opportunity to provide a written defense, to be submitted to the President and Past-President. On review of the defense, the Board will decide appropriate action, ranging from a written warning, to termination of membership. The latter requires a two-thirds majority vote by the Board.

6.8.1. *Conflict of Interest*

Members must at all times act in the best interest of the Society. If it is deemed that the actions of a Full, Associate, or Affiliate Member are in clear conflict of interest with the vision and mission of the Society, then the Board will review the conduct at hand and offer recommendations on the action/s to be taken.

6.8.2. Confidentiality

Individuals serving on working groups or committees are expected to abide by principals of confidentiality. Any **material** (written, oral and/or visual form) developed in working groups, virtual teams, or committees for SISN is confidential information. Only the Board can decide when such **material** is released into public domain or is no longer considered sensitive. Individuals are expected to (i) keep confidential such **material**, (ii) not use such confidential **material** for any purpose other than the purpose expressed by SISN, (iii) maintain, use, disclose and otherwise handle the confidential **material** with a high degree of care to protect such confidential material, and (iv) not disclose to any third party the confidential **material**.

The Working Group Chair must disclose the confidentiality obligations with the Working Group members. The Board reserves the right to use a formal (written) confidentiality agreement with any individual serving on working groups or committees.

6.8.2.1. Statute of Limitations on Confidentiality

Confidentiality obligations for individuals serving on working groups or committees are enforced during the period that the information is considered sensitive and the work is ongoing.

6.8.3. *Legal Action*

If the Board believes that the actions of a member may amount to fraudulent illegal activities in violation of the local law where the Society is incorporated, then the Board is obliged to inform the relevant authorities, with the option to take legal action on behalf of the Society.

7. **Active Participation in the Society**

The Society benefits tremendously from the active participation of its members. Below are guidelines on how members can serve the Society. All contributions to the Society are on a voluntary basis and positions are non-remunerated.

7.1. *Board Positions*

Full Members are eligible to hold Board Positions if the member is in good standing (i.e., paid their dues and have not undergone disciplinary action as outlined in section 6.8) with the Society.

7.2. *Permanent and Ad-Hoc Committees, and Working Groups*

All members are encouraged to volunteer in permanent committees and ad-hoc committees as well as working groups, as set up by the Board (see section 11). Full Members, at the request of the Board, may lead committees and working groups. Student Members may not lead committees or working groups, unless this member is invited by the Board.

Member participation on a committee working group is at the discretion of the Chair. The Chair reserves the right to request a member to leave the committee or working group, if the member is not participating in a meaningful way or if the individual is no longer a member of the Society (i.e., membership fees have not been paid).

7.3. *Voting*

Only Full Members have the right to one vote on matters requiring a Full Membership vote. Voting privileges are extended to members in good standing with the Society (i.e., paid their dues and have not undergone disciplinary action as outlined in section 6.8) can be exercised through electronic platforms using secret ballots. Proxy votes are not allowed.

Matters requiring Full Membership vote include

- (i) Board elections
- (ii) Resolutions that the Board wishes to submit to the members
- (iii) Amendments to the bylaws, after December 31, 2019.
- (iv) Resolutions put forward by the full membership via a written petition to the Board. This petition must be signed by at least 30% of the full members.

The Board must provide an explanation on the matters requiring a vote.

7.4. *Nominations and Elections*

Only Full Members may be nominated to the Board. Student Members may vote in the elections. Members must be in good standing (i.e., paid their dues and have not undergone disciplinary action as outlined in section 6.8) in order to be nominated or to vote.

8. **The Society's Board**

The Board is responsible for defining the membership criteria, managing the elections and other membership issues as described in this document, and detailed in the **Election Guidelines**, and sets the strategy, **Strategic Plan** and **Annual Action Plan**.

8.1. *Board Composition*

The Board will be comprised of 11 members: President and Vice President, Past-President, Treasurer, Chief Information Officer (CIO) and six Councilors (See section 8.10.7). One Student Member will be elected to participate in Board meetings in an advisory capacity but she or he will not have voting privileges. While the composition of the Board will evolve with the Society, the Board composition shall be a multi-functional team⁵ that works collaboratively in the best interest of the Society. Diversity in geographic representation, age, gender and, researcher/ practitioner background is encouraged, as appropriate.

8.2. *Strategy, Strategic Plan, and Annual Action Plan*

The actions of the Society will be guided by a strategy and a four-year **Strategic Plan**. The strategy and the Strategic Plan will be developed by a sub-committee of the Board every four years. The sub-committee has the option to seek input from Full Members. A draft of the Strategic Plan must be approved with a two-thirds majority vote by the Board. The Strategic Plan will be supported by an annual Action Plan that guides the Society's management towards achievement of the goals in strategy and the Strategic Plan. The Strategic Plan and Annual Action Plan will be available to the Society's members.

8.2.1. *External Review of the Strategic Plan*

The Strategic Plan will be reviewed by external experts, which will be suggested by the ad-hoc committee of Board. A minimum of ten external experts, with extensive experience in nutrition or health science,

⁵ The Society prefers a 'functional leadership' model within the Board. This may be promoted, for example, through the joint election of a President and Vice-President team and specifying functional roles for the Councilors. Such a process will be reviewed and considered by the Board and may be put into practice after the first Board elections.

implementation research, operationalization of nutrition policy and programs, and/or strategic management of non-for-profit organizations should be invited to review the Strategic Plan. This review process must include written recommendations to the Board.

8.2.2. Annual Action Plan

The Board is responsible for creating the **Annual Action Plan** to operationalize the Strategic Plan that has been approved by the Board. The Annual Action Plan must be approved by the Board by a two-thirds majority vote.

8.3. Board Terms

All Board positions are held for two years beginning on January 1. During the first biennium, the Board positions will begin on November 1, 2015 and will expire on December 31, 2017.

8.3.1. Consecutive terms

Board Members are allowed to serve only two consecutive terms. The second consecutive term must be won in an election. The incumbent may run for the same position or a different position on the Board. The incumbent must seek nomination and win in the election to remain on the Board for a second term.

The Secretary/Treasurer and Chief Information Officer (CIO) are permitted to stay for one consecutive term, at the invitation of the out-going Board members. Such action would require a simple majority vote by the out-going Board. The incumbent CIO and Secretary/Treasurer would not be granted a vote in the general election.

The out-going President becomes Past-President. The Past-President position is not open in the general election.

8.4. Forming a Quorum

When at least two-thirds of the Board are present at Board meetings a quorum is formed.

A quorum can be formed in person and virtually, using telephone or video conferencing.

8.5. Voting

At Board meeting (see Section 9) the Board can propose to vote on actions only when there is a quorum (decision rule). A vote will need a simple majority, which equates to over 50% of votes cast to pass. Motions to expel a Board member, propose and cast a non-confidence vote, or to determine the four-year strategic plan require a two-thirds majority of the votes of the Board (decision rule).

The Board can also vote via electronic platforms on matters relating to execution of the Annual Action Plan, permanent committees, working groups, or ad-hoc committees. Electronic votes must be open for at least one week, with one invitation sent 48 h before the start of the voting period and one reminder sent 48 h before the close of the voting period to all Board members. All electronic votes made by the Board shall be cast non-anonymously. Electronic voting shall be reported by the Secretary/Treasurer, and will specify the motions put to vote, how each Board member voted, notifications and reminders to vote, and the length of the voting period. The report will be submitted to the Board.

8.6. Emergency Action

Urgent actions requiring a Board vote can be taken without the Board convening if all Board members unanimously agree in writing to the proposed action. In such matters the Past-President will coordinate the vote.

8.7. Non-confidence

In the eventuality that the President and Vice-President are unable to effectively work together to advance the Strategic Plan of the Society, the Board can propose a non-confidence vote. The Board can name the President, Vice-President, or both to a non-confidence vote. If a non-confidence vote passes

with at least two-thirds majority by the Board members not named in the non-confidence vote, then the President, Vice-President or both must resign.

A non-confidence vote that results in the resignation of the President **and** Vice-President, the Past-President will fulfill the duties of the Board Leadership until a new, regularly-scheduled election is held.

A non-confidence vote that results in the resignation of the President **or** Vice-President, the Board will assess if the duties of the vacant position can be fulfilled by an existing Board member. If the duties cannot be fulfilled by an existing Board member, and the non-confidence vote has been taken one year or less into the term (≤ 365 calendar days), then By-Election will be called.

8.8. *Extraordinary Board Vacancies*

In the event that a Board vacancy arises mid-way through the two-year term, the Board has the authority to appoint a replacement for the remainder of that term. Nominations can be made by any other Board Members to identify and propose a candidate to the Board, who must agree on their appointment with at least two-thirds majority vote (decision-rule) by the Board. For Board vacancies involving the President or Vice-President, the Board has the authority to call a By-Election to fill the vacancy.

8.9. *Conflict of Interest*

Board members are required to declare their interest in accordance with the terms as set forth in **Conflict of Interest Policy**. The Board will follow the procedures for determining whether a conflict of interest exist as outlined in Article III of the Conflict of Interest Policy.

8.10. *Roles and responsibilities of the Board*

The overall roles and responsibilities of the Board are set forth as follows. These roles and procedures are described in the 'Standard Operating Procedures'.

8.10.1. *Standard Operating Procedures (SOPs).*

The first-elected Board will be responsible for developing the SOP documents, which describe in detail the roles and procedures for every position on the Board. SOPs should also briefly describe the type of activities that have been led by the Board Member during their tenure. SOP are living documents that should be updated every two years at the end of the Board's term. A full review of the SOPs should be conducted by the Past-President and changes arising from this review should be submitted to the Board for approval.

Board members are encouraged to be active in all aspects of the Society's work, but have specific responsibilities and duties to fulfill as set out in the SOPs.

8.10.2. *President*

The President is responsible for thought leadership and strategic management of the Society, ensuring that the Society is managed according to the Strategic Plan and that the Bi-annual Action Plan is executed as appropriate.

8.10.3. *Vice-President*

The Vice-President plays a supportive role in the leadership affairs and strategic management of the Society. The Vice-President is also tasked with helping the Past-President in any capacity deemed necessary. The Vice-President may stand in for the President at meetings when needed such as in the case of illness or accident.

8.10.4. *Past-President*

The Past-President assists the President and Vice-President in the execution of the Bi-annual Action Plan. The Past-President Chairs the Elections Committee. The Past-President reviews applications for and termination of membership to the Society. The Past-President reviews the election guidelines one year before the subsequent Board election and may propose to the Board important changes to the elections guidelines.

8.10.5. Treasurer

The Treasurer manages the budget and bank account of the Society and has signing authority for financial matters and transactions. The Treasurer is financially literate.

8.10.6. Chief Information Officer (CIO)

The CIO is responsible for internal and external communications concerning the Society. This includes managing the website, communicating with members through newsletters, list- serves, and other relevant social and mass media. The CIO works closely with the rest of the Board on matters related to communication activities.

8.10.7. Councilors

The Councilors are responsible for coordinating and managing actions that align with the Strategic Plan. Councilors can lead a permanent or ad-hoc committee when it overlaps with their functional role; the roles of the Councilors will evolve as the Society's needs evolve. A minimum of one Councilor seat is reserved for an early-career member, defined as a Full Member who has finalized graduate studies (masters, specialization, doctorate) within the last ten years (at the time of appointment) and whose age is 40 years or less. This early-career member is a Councilor-at-Large, who assists other Councilors in the management of areas of key interest to the Society.

8.11. Remunerations for the Board

The Board Members are not entitled to remunerations for their work as a representative of the Society. For the yearly Board meeting, flights in full-fare economy (upgradable) ticket and actual cost to cover accommodation and meals will be provided by the Society to the Board Members.

9. Board Meetings

The Board shall meet in person once per year at a time and place agreed upon by the Board members. This in-person Board meeting will last at least one calendar day. At a minimum, the agenda for the annual meeting must include finances and strategic and Bi-Annual Action Plan. When possible, the in-person meeting should be held during the Business Meeting (see Section 13).

At a minimum, quarterly conference calls shall be held by the Board to address matters of the Society, including actions related to the execution of Bi-Annual Action Plan. Minutes shall be taken by the Secretariat at the quarterly calls and in-person meetings and made available within 30 calendar days of the meeting to all members.

10. Board Elections

A separate document entitled '**Election Guidelines**' describes the specifics for elections to the Board. The following summarizes important issues:

Votes for Board positions shall occur every two years. Full Members must cast their votes electronically in a timeframe as agreed upon by the Board. The nomination and election process are outlined in the Election Guidelines. Full Members with relevant experience and who are in good standing in the Society can stand for elections as President, Vice President, Treasurer, Chief Information Officer and Councilors.

11. Secretariat

The interim Secretariat's⁶ primary function was to initiate the Society by inviting the Founding Members to join, and by drafting the initial bylaws, by organizing the first Board elections in 2015, and supporting the elected Board during the first biennium (2015-2017).

Before December 2017, the first Biennium Board must either dissolve the interim Secretariat or submit a proposal to create a permanent Secretariat to assist the Board with the management of the affairs of the Society. A resolution to establish a permanent Secretariat must be put forward during the Business meeting, where the characteristics, criteria, roles, responsibilities, and funding for the permanent Secretariat is clearly outlined. This resolution will require a Full member vote and a 50% majority of the vote of members present is required to establish a permanent Secretariat. The Board defines the roles, responsibilities and resources for the Secretariat.

12. Permanent and Ad-Hoc Committees and Working Groups

Permanent committees are relevant support for on-going operations of the Society, such as the Finance Committee, Elections Committee, communications committee. Ad-hoc committees are created to manage short-term projects, such as event planning. Working groups are created by the Board to advance long-term strategic work of the Society.

Permanent and ad-hoc committees, and working groups are created at the behest of the Board and the scope of work defined by the Board. Full Members are encouraged to lead committees and working groups. Full and Student Members are encouraged to serve on the committees and working groups.

13. Business Meeting

The **Business Meeting** offers members the unique opportunity to inform the affairs of the Society. The Business Meeting should be combined with a relevant conference or event that is likely to be well attended by members of the Society.

13.1. *Timing and Location of the Business Meeting*

The Business Meeting shall be held at least once every two years, at a time and location selected by the Board. The timing of the Business meeting should be no more than 6 months after the end of the previous financial year. The Board is required to provide the date and location of the business meeting to all members no less than 180calendar days before the meeting commences.

The Business meeting will be considered a major event of the Society. All members must cover their own costs associated with attending the Business meeting, except for Board members if the timing of the Business meeting coincides with the in-person meeting of the Board.

13.2. *Business Meeting Agenda*

The agenda of the Business Meeting shall be made available to all members no later than 60 calendar days prior to the assembly commencing. This can be via link to an electronic version of the agenda. Full Members can provide written submission to the agenda discussions no less than 45calendar days before the meeting.

⁶ The Interim Secretariat members were Jean-Pierre Habicht, Gretel H. Pelto, Rolf Klemm, Klaus Kraemer, Jessica Johnston, Eva Monterrosa.

For the Business Meeting, the Annual Report, bi-annual accounts as signed and approved by the auditor, and proposed motions will all be made available along with the agenda.

13.3. *Business Meeting, Resolutions and Minutes*

The Board shall appoint a Chair for the Business Meeting. The Chair cannot be a member of the Board. The Chair leads the process to develop the agenda and review any submissions proposed on the agenda. The Board must approve the final agenda. At the Business Meeting, the Chair directs the relevant discussion during the meeting.

Minutes must be taken for the meeting and signed by the Chair. These should be made public no later than 30 calendar days after the final day of the meeting. Members will have the opportunity to comments on the minutes, and should do so within 14 calendar days of their publication. A final version of the minutes will be published 14 calendar days after the consultation period ends.

13.4. *Extraordinary Business Meetings*

An Extraordinary Business Meeting can be convened (in-person or virtually) at the request of the Board or the auditor. At the request of 30% or more of the Full members a Business meeting must be held. This meeting must be convened within 60 calendar days of the written request.

14. **Auditing**

An auditor, who shall be a registered or chartered accountant, shall be appointed by the Board to audit the Society's financial statements every two years; the results of the audit shall be made public to the members at the Business Meeting.

15. **Dissolution of the Society**

The Society can be dissolved in the event of

- a) financial insolvency as a result of lack of membership fees or financial sponsorship; or
- b) insufficient nomination to fill President, Vice-President, Treasurer and two Councilor positions; or
- c) a motion to dissolve being passed by the Members at the Business Meeting by a two-thirds majority vote

In the event that the Society will need to be dissolved, the Board will appoint a Liquidator to distribute any remaining equity of the Society. The Liquidator will distribute any equity to institutions and or organizations that it deems appropriate in accordance with the vision and mission of the Society. **Under no circumstances will remaining equity be distributed amongst the members of the Society.**

16. **Bylaws and Guidelines**

Starting in 2020 the bylaws and guidelines shall be reviewed for relevancy every 10 years. Amendments to the bylaws can be proposed by the Board or by Full members at any time. Proposals for amendments will be considered when 30% of Full members have signed a petition to propose an amendment to the Board.

The Board has the authority to petition amendments for vote. Amendment votes will be sent via e-ballots for voting of Full Members. A simple majority - over 50% - of the votes by Full Members is required to pass the amendments.

From 2015-2019, to enable the Society to grow and adapt, the bylaws and guidelines shall be reviewed on an annual basis, with input and support from an ad-hoc committee for the bylaws and guidelines. During this time period, any amendments to the bylaws may be proposed and voted on only by the Board, and approved by a two-thirds majority vote.