

CONSTITUTION

SCIENCE TEACHERS' ASSOCIATION OF MANITOBA INC.

AN AFFILIATE OF THE MANITOBA TEACHERS' SOCIETY

BY-LAW No 1

A by-law relating generally to the conduct and the affairs of the Science Teachers' Association of Manitoba, Incorporated.

Be it enacted and it is hereby enacted as a by-law of the Science Teachers' Association of Manitoba, inc., (hereinafter referred to as the "Corporation") as follows:

I. REGISTERED OFFICE:

The registered office of the Corporation shall be at such place in the Province of Manitoba as the Board of Directors may, by special resolution, decide.

II. SEAL:

The Seal, an impression whereof is stamped in the upper left margin hereof, shall be the seal of the Corporation.

III. FISCAL YEAR:

The fiscal year of the Corporation shall terminate on the 31st day of August in each year.

IV. MEMBERSHIP:

1. There shall be the following classes of membership:

- a) Member: Any science teacher in Manitoba, or any person who has served or is interested in science education in Manitoba, or any active or associate member of the Manitoba Teachers' Society (as defined in the Policy Handbook of the Manitoba Teachers' Society).
- b) Associate Member: Any teacher-in-training in Manitoba Chapter or Affiliate Group: Any group, organization, institution, corporation, or the like, having interest in science education or in supporting science education objectives (hereafter called "Chapter")
- c) Honorary Member: Any individual so appointed by a resolution of the Board of Directors; the terms of appointment to be stated in the resolution: i.e. inclusion on regular mailing list, length of appointment. & similar.
- d) Honorary Life Member: Any individual so appointed by a resolution of the Board of Directors subject to ratification by motion at the Annual General Meeting of the Corporation.

e) Complimentary Member - Any individual so appointed by a resolution of the Board of Directors with length not to exceed one fiscal year.

2. For Chapter Memberships:

a) The Board of Directors shall have the discretion to accept or reject any application for Chapter Membership.

b) The Board of Directors shall ascertain that the majority of the Chapter's members are active members of the Manitoba Teachers' Society.

3. The membership year for Members, Chapters, and Honorary Members shall be from September 1st of one year to August 31st of the following year.

4. Fee Structure:

a) Membership fees shall be set by the Board of Directors

b) Honorary Members are not obligated to pay membership fees nor do they receive STAM publications and mailings except as so directed by the Board of Directors.

c) Honorary Life Members shall not pay membership fees but are entitled to receive all STAM publications and mailings and other regular member benefits.

d) Complimentary Members shall not pay membership fees but are entitled to receive all STAM publications and mailings and other regular member benefits.

5. Chapter Executive Members shall designate, in writing, the individual who shall be entitled to use the "member" voting privilege as designated by the parent association.

V. BOARD OF DIRECTORS:

The general control and management of the activities of the Corporation shall be vested in the Board of Directors.

1. The Board of Directors shall consist of the:

a) Immediate Past President

b) President

c) President-elect

d) Secretary

e) Treasurer

f) Up to six directors at large

2. The President-elect, Secretary, Treasurer, and all the Directors-at-Large shall be elected by the general membership and except for the President-elect, shall hold office for one year. In the event of appointments [see V(7)] such executive members will hold office to the end of the current term or until their successors are regularly elected.
3. The President-elect shall, after the first term, hold office for the next term as President, and for the third term as the immediate Past President.
4. Every member of the Board of Directors shall be a member in good standing and shall take office on the September 1st following the election or within two weeks following his/her appointment as per clause.
5. The powers of the Board of Directors may be exercised by resolution passed at meetings at which a quorum is present, or by written resolution signed by all the Board of Directors (i.e. in the event that a formal meeting with necessary quorum is not possible).
6. If a vacancy should occur in the position of any of: Secretary, Treasurer, or Director-at-large, then the Board of Directors shall appoint, by resolution, a replacement for the remainder of the term of office.
7. If a vacancy should occur in the office of President-elect, a special election shall be called within 60 days of the declared vacancy.

VI. DUTIES OF OFFICERS:

1. The duties of the officers of the Corporation shall be as follows:

- a) The PRESIDENT shall:

- i) act as the official representative of the Corporation;
- ii) preside at the meetings of the Board of Directors, general meetings, and the AGM, or delegate this responsibility to the President - elect;
- iii) be an ex-officio member of all committees except the Nominating Committee; .
- iv) act as a liaison to the SAG committee.
- v) attend a majority of the BOD meetings.
- vi) perform such other duties as normally be incumbent upon a president.

- b) The PRESIDENT-ELECT shall:

- i) assume the duties of the President in the absence of President;

ii) automatically succeed to the office of the President upon the expiration of the term of office of the President; or upon a vacancy occurring in that office;

iii) serve as Special Area Group Council rep at MTS

iv) act as a liaison to the publications committee.

v) attend a majority of the BOD meetings

vi) perform such other duties as may be assigned by the President or the Board of Directors

c) The SECRETARY shall:

i) keep minutes of the meetings of the Board of Directors and the Corporation;

ii) conduct the correspondence of the Corporation;

iii) give due notice of all meetings of the Board of Directors and of the Corporation

iv) have charge of the minute book and the SEAL of the Corporation;

v) attend a majority of the BOD meetings

vi) perform such other duties that pertain to the office of the Corporation Secretary, or such duties that may be assigned by the President or the Board of Directors.

d) The TREASURER shall;

i) cause to be open one or more accounts in the name of the Corporation at chartered financial institutions as directed by the Board of Directors;

ii) keep, or supervise the keeping of, full and accurate records of the receipt and disbursements of all monies and other collateral, bonds, or securities; such records to be open at all times to inspection by the President, the Board of Directors, any authorized members of the Corporation, and to any authorized auditors;

iii) receive all funds paid to the Corporation and shall deposit same in the said chartered financial institution(s) or such repository as may, from time to time, be selected by the Board of Directors;

- iv) prepare an up-to-date financial statement for all regular meetings of the Board of Directors;
- v) present, at a general meeting of the Corporation or as requested by the Board of Directors, and up-to-date financial statement together with an audited report;
- vi) submit a budget at a general meeting of the Corporation or as requested by the Board of Directors;
- vii) keep a record of all chattels of the Corporation;
- viii) attend a majority of the BOD meetings
- ix) act as the treasurer of the SAG committee accounts, and prepare a statement for the Annual General Meeting
- x) discharge such duties as may be assigned by the Board of Directors.

e) IMMEDIATE PAST PRESIDENT shall;

- i) be Chairperson and the chief returning officer of the Nominating Committee;
- ii) attend a majority of the BOD meetings
- iii) execute such other duties as may be assigned by the Board of Directors.
- (iv) be membership chairperson and maintain an up to date membership list.

f) DIRECTORS-AT-LARGE shall;

- i) serve, if possible, as Chairpersons of Committees of the Corporation;
- ii) attend a majority of the BOD meetings
- iii) perform such duties as may be assigned to them by the President or the Board of Directors.

VII. COMMITTEES:

The efficient operation of the Corporation can be enhanced by use of STANDING or AD HOC committees. The structure and leadership of such committees should be in keeping with their functions.

1. STANDING COMMITTEES

- a) There shall be two (2) standing committees as follows:

i) Conference Committee

ii) Publications Committee

b) the structure and leadership of standing committees shall be congruent with their objectives and functions and shall be determined by the committee chairpersons and / or the members except as otherwise authorized by the Board of Directors.

c) The Chairperson(s) of the Conference Committee shall be as authorized by resolution of the Board of Directors, with such authorization to provide appropriate lead-time for the proper discharge of conference functions.

d) The (main) Editor of the Journal and the Newsletter shall be appointed by the Board of Directors of the Corporation and will normally act as the Chairperson of the Publications Committee.

e) All Standing Committees shall report to the Board of Directors or to the Corporation as required by the Board of Directors.

2. MANDATE OF THE STANDING COMMITTEES;

a) The CONFERENCE COMMITTEE shall:

i) plan and organize and operate the SAG Conference subject to advice by the Board of Directors;

ii) report to the Board of Directors from time to time as directed by the Board of Directors;

iii) submit financial reports as directed by the Board of Directors

iv) invite the BOD Liaison to all meetings

b) The PUBLICATIONS COMMITTEE shall:

i) coordinate the dissemination of information to the members of the Corporation through its publications;

ii) utilize, whenever possible, other avenues for disseminating information, such as the existing educational and professional publications in the province.

iii) invite the BOD Liaison to all meetings

iv) send copies for final approval, prior to publication, to the BOD Liaison

3. APPOINTMENT OF STANDING COMMITTEES:

- a) All standing Committee Chairpersons shall be appointed by the Board of Directors;
- b) The book-keeping and the choice of book-keeper of the Conference Committee to be under the direct supervision of the Treasurer of the Board of Directors

4. AD HOC AND SPECIAL COMMITTEES:

- a) Ad-Hoc and Special Committees shall be struck by the Board of Directors at such times and for such periods of time as are deemed necessary for the efficient operation of the Corporation's business;
- b) The mandate and terms of reference for each Ad-Hoc or Special Committee shall be established by resolution of the Board of Directors.

VIII. MEETINGS OF MEMBERS

1. GENERAL MEETINGS OF THE CORPORATION:

- a) The ANNUAL GENERAL MEETING (AGM) of the members of the Corporation shall be held during the last 90 days of the membership year.
- b) The Board of Directors or any ten (10) members of the Corporation may call any other general meeting of the Corporation when matters of importance to the whole membership require consideration;
- c) At least twenty-one (21) days of advance notice shall be required for the calling of a general meeting. Such notice to be sent to every member of the Corporation unless an urgent matter warrants a shorter notice;
- d) The quorum for the transaction of business at any general meeting shall be the majority of the members in attendance; (including Honorary Life members)
- e) Every currently paid-up member of the corporation shall be entitled to one (1) vote for any resolution at a general meeting of the Corporation;
- f) Every notice of a general meeting shall state the nature of the business of the meeting, as well as the date, time and place.
- g) motions from the floor requiring action of the board, shall be considered as Notices of Motion for the next AGM.

2. MEETINGS OF THE BOARD OF DIRECTORS

- a) Meetings of the Board of Directors shall be held from time to time and at such place as the Board may determine.
- b) Notice of the time and place of each meeting of the Board shall be sent to each Director not less than forty-eight (48) hours prior to the time when the meeting is to be held.
- c) A Director should, by direct communication (written or phone) to the President or to the Secretary indicate non-attendance (regrets) for a duly-called meeting.
- d) Each Director present shall have one (1) vote per resolution at the meetings of the Board of Directors.
- e) A majority of directors shall constitute a quorum for a meeting of the Board of Directors.

3. MEETINGS OF THE COMMITTEES:

- a) Notice of the time and place of any meeting of a Committee (Standing, Ad-Hoc, Special), shall be sent to each member of the committee not less than forty-eight (48) hours before the time when the meeting is to be held;
- b) A committee member should, by direct communication (i.e. written or phone) to committee executive, indicate non-attendance (regrets) for a duly-called meeting;
- c) Each Council member present shall have one (1) vote per resolution at meetings of the Executive Council;
- d) A majority of the invited council members shall constitute a quorum for a meeting of the Executive Council.

IX. NOMINATIONS AND ELECTIONS

1. NOMINATIONS:

- a) On or before February 1st of each year a Nominating Committee shall be appointed by the Board of Directors and shall consist of a minimum of three (3) members;
- b) The immediate Past President from the Board of directors shall be the Chairperson of the Nominating Committee and is the designated "Chief Returning Officer" for elections.

- c) The Chairperson of the Nominating Committee shall solicit, by written notice sent to all members at least sixty (60) days prior to the Annual General Meeting, nominations for the elected offices of the Corporation;
- d) Only paid-up new [and honorary life] members of STAM shall be eligible for nomination;
- e) No member shall be eligible to be elected for more than three (3) consecutive terms in the same office; unless uncontested.
- f) Any candidate for the position of President-elect, or Treasurer, or Secretary, may also be considered as being nominated for the position "Director-at-Large" and balloting procedures must allow for this possibility;
- g) All nominations must be post-marked by the deadline date established by the Nominating Committee for the return of nominations;
- h) The Nominating Committee may make nominations and shall ensure that there is at least one candidate for each of the positions of President-elect, Secretary, Treasurer, and up to six candidates for the positions of Directors-at-Large.
- i) The Nominating Committee shall determine the eligibility of the nominees and shall notify any nominee of his/her ineligibility prior to the mailing date for balloting;
- j) The Nominating Committee shall present the list of Nominees to the members of the Corporation at least thirty (30) days prior to the specified election deadline.

2. ELECTIONS:

- a) The Board of Directors shall set the date for the return of the ballots and election deadline such that it will be at least one (1) week prior to the Annual General Meeting;
- b) For any necessary elections, the Nominating committee shall prepare ballots and mail one to each member of the Corporation at least thirty (30) days prior to the close of elections (election deadline date);
- c) The members of the Corporation shall be instructed to return their ballots to the Chief Returning Officer, so that the ballots will be received (post-marked) on or before the election deadline date;
- d) The ballot shall;
 - i) list the candidates for the elected offices;

ii) instruct the member to vote by indicating a single preference for each of the offices of President-elect, Treasurer, and Secretary, as required;

iii) instruct the member to vote for "up to six" preferences for Directors-at-Large;

iv) have a format which assures that the vote is confidential and that it came from a voting member of the Corporation.

e) It shall be the duty of the Chief Returning Officer to verify the membership, to retain his / her own ballot (i.e. should it be necessary for the purpose of tie-breaking), to supervise the opening and counting of ballots after the deadline date, to declare and present the elected officers at the Annual Meeting.

X AMENDMENTS OF BY-LAWS

1. These by-laws may be repealed, amended, or added to at any general meeting of the members or by mail-in ballot in accordance with the publication rules of order stated in VIII - 1.(g);
2. Proposed amendments for presentation to a general meeting must be circulated to the membership at least two (2) weeks prior to the meeting;
3. To be accepted, the amendments must be approved by a two-thirds majority of all voting members present at a meeting.
4. In the case of a mail-in ballot, the proposed amendments must be circulated to all members at least twenty-eight (28) days prior to the deadline for returning ballots. To be accepted, the proposed amendment must be approved by two-thirds of the mail-in ballot.

XI SIGNATURE AND CERTIFICATION OF DOCUMENTS

1. Contracts, documents, or other instruments in writing requiring a signature of the Corporation shall be signed by any TWO of: the President, President-elect, Secretary, or Treasurer, and instruments in writing, so signed, shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have the power from time to time, by resolution, to appoint any officer or person on behalf of the Corporation to sign contracts, documents, or instruments in writing generally, or to sign specific contracts, documents, or instruments in writing.
2. All cheques, drafts, or orders for the payment of money shall be signed by the Treasurer plus any one of: the President, President-elect, or Secretary. The Board of Directors shall have power from time to time to appoint any officer or other person to sign cheques, drafts, or orders for the payment of money generally, or to sign specific cheques, drafts or orders for money.

XII INTERPRETATION

In all by-laws of the Corporation, where the context so requires or permits the singular shall include the plural and plural the singular; the "person" shall include firms and corporations, and the masculine shall include the feminine and where terms are used herein as defined in The Corporation Act, such terms, unless the context otherwise requires, shall bear the same meaning as so defined in The Corporations Act.

BY-LAW No 2

Be it enacted as a by-law of The Science Teachers' Association of Manitoba, Inc., that:

1. The Board of Directors may from time to time:

a) borrow money upon the credit of the Corporation;

b) hypothecate, mortgage, or pledge the real or personal property of the Corporation to secure any money borrowed for the purposes of the Corporation.

2. The board of directors may from time to time authorize any director, Officer, or other person to make arrangements with reference to the money borrowed or to be borrowed, and so to the terms and conditions of the loan thereof, and generally to manage, transact, or settle the borrowing of money by the Corporation.

3. The Board of Directors may from time to time authorize any Director, Officer, or other person to sign, execute, and give on behalf of the Corporation all documents, agreements and promises necessary for the purpose aforesaid and the same so signed or given shall be binding upon the Corporation.

BY-LAW No 3

Be it enacted as a by-law of the Science Teachers' Association of Manitoba, Inc., that:

1. All books of records, files, deeds, properties and monies of the Corporation in the possession of members of the Board of Directors or other members shall be forthwith returned to the Corporation upon completion of term of office. upon request, a member shall return to the Corporation any property of the Corporation in his/her possession.

BY-LAW No 4

Be it enacted as a by-law of the Science Teachers' Association of Manitoba, Inc., that:

1. Chapters (Affiliate Groups) may be constituted to promote the goals and objectives of Science Education in a local area.
2. A school division area shall normally serve to define the smallest group constituting such an Chapter.
3. A group seeking Chapter status shall apply to the Board of Directors in writing and shall submit its proposed Constitution to the Board of Directors and by the Professional Development Committee of the Manitoba Teachers' Society, the group shall be granted Chapter status subject to ratification by the Corporation.
4. The constitution of the Chapter shall include the following provisions:
 - a) Any stated goals of the Chapter shall pertain to the geographical area of the Chapter;
 - b) All terms of affiliation with the Corporation must be specified. such terms shall include;
 - i) any on-going financial arrangements between the Chapter and the Corporation.
 - ii) any on-going services to be rendered to the Chapter by the Corporation;
 - iii) any on-going assistance expected of the Chapter by the Corporation;

iv) any requirements for the submissions of lists of officers, reports, and financial statements to the Corporation;

c) Membership in the Chapter shall be open to any science educator or any person interested in science education or in supporting the goals and purposes of science education in the Chapter's geographical area;

d) The structure of the Chapter shall include an Executive consisting of a President, secretary, treasurer, and at least two other members and shall specify what committees are to exist and / or shall provide for the striking of committees;

e) The powers of the Executive of the chapter and the duties of the Officers of the Chapter shall be stated;

f) Matters, including the quorum, pertaining to the holding of meetings of the Executive, of the general membership and of the committees shall be specified;

g) the procedures for amending the Constitution of the Chapter shall be specified;

h) The Chapter's constitution shall not contravene the By-Laws of the Corporation nor those of the Manitoba Teachers' Society.

5. The chapter shall not make representations to bodies outside of their geographical area without approval of the Board of Directors of the Corporation or, in cases where expediency warrants it, without approval of the President of the Corporation. Such approval shall be sought whenever the presentation or submission is deemed to be a formal communication purporting to represent the views of the members of the Chapter with respect to some educational issue or issues.

6. The Chapter shall be represented on the Executive Council of the Corporation subject to By-Law No. 1, Section VIII, Subsections 1 (a) and (c).

7. The Chapter exists at the discretion of the Corporation.