

**The By-Laws of
The Canadian Society of Cinematographers
(as ratified by members' vote August 2019)**

TERMINOLOGY

0.

a)

The name of the corporation is the "Canadian Society of Cinematographers" (hereinafter referred to as "the Society").

b)

The term "cinematography" is defined as the artistic design and technical production of a series of images that form a moving picture.

c)

The term "cinematographer" is defined as an individual with overall responsibility for the cinematography on a production, directly including but not restricted to the crucial process of recording the images on a media-capture device.

CORPORATE SEAL

1.

The seal of the Society shall be in such form as shall be prescribed by the directors of the Society and shall have the words "Canadian Society of Cinematographers" endorsed thereon.

PURPOSES

2.

a)

To promote and foster cinematography in Canada.

b)

To develop and promote the interests of cinematographers.

c)

To provide the membership with information for the improvement of their knowledge, work and status.

d)

To function towards the achievement of these purposes free from any partisan alliances or activities, and free from any issues not related to these stated purposes.

MEMBERSHIP

3.

Membership in the Society is open to individuals who subscribe to its purposes and who also meet the professional criteria established by the membership committee, in concert with Canadian laws regarding the civil rights of all residents of Canada.

4.

Membership may be granted by the membership committee after application in writing upon a prescribed form obtainable from and addressed to the Society's head office. Each application is diligently considered by the Membership Committee at its occasional meetings. The determination whether an applicant will be accepted or rejected for a particular membership class is the sole prerogative of the Membership Committee, within the stipulations established by these bylaws. Evidence of qualification to support any such application may be required in whatever manner determined by the membership committee, including the submission of works for which they were verifiably the principal cinematographer.

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5.
Membership shall be divided into distinct classes, namely:
- a)
Full
 - b)
Associate
 - c)
Affiliate
 - d)
Companion
 - e)
Student
 - f)
Life
 - g)
Sponsor
 - h)
Honorary

Only certain members may append a suffix to their name to designate their stature within the Society, for any professional identification, including but not restricted to any public credits or communications. This privilege is restricted to active and paid-up members in the Full membership class, as well as retired members in the Full Life membership class. The format of this suffix is specifically required to be the three initials "csc", in lower case in the same font and font size as the individual's name, without punctuation between the initials or between the name and the suffix.

- 6.0
The requirements for each of these membership classes are as follows:

6.1 Full Membership

- a1)
The applicant for Full membership must be professionally employed as a cinematographer for a period of at least ten years and must be fully qualified to assume the duties and responsibilities as a Director of Photography, and/or
- a2)
The applicant must have to his/her credit exceptional achievement as a cinematographer..
- b)
Applicants who are existing members of the Society in another class must be in good standing.
- c)
Detailed Full Membership requirements are as follows:
 - c1)
The Membership Committee is convened at least twice a year as determined by its Chair. The composition of this committee is regulated strictly by section 19.d below.
 - c2)
The applicant will be required to submit a minimum of five long-form or ten short-form complete productions in which they were responsible for the integrity of the cinematography. Dramatic show reels alone will not be accepted, nor will selectively edited examples that do not allow contextual review of the whole work. Quality of work will be judged on an international standard of excellence, and the committee will be looking at all artistic and technical aspects of the work submitted. The body of work must rise above the average, above mere professional competence, and must demonstrate a sensitivity and creativity that not only services but elevates the material it illustrates.

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c3)

The committee decides by individual votes that are not divulged beyond the committee. At least 80% of the attending committee members must cast a positive vote to grant Full Membership status. The decision from one session of the committee will not be reviewed, but a revised application may be submitted at a later date.

c4)

Communication of any actions/decisions of the committee is only to be released by the Membership Chair. Other than the Membership Chair, the other members who comprise this committee for any session are not divulged, except on request to individuals on the Board of Directors of the Society who are each already Full Members or Full Life Members. Any negative decisions are only communicated directly between the Membership Chair and the applicant concerned.

d)

Full members are expected to share their expertise voluntarily for the Society's activities, on occasional reasonable request from the Society's management. Examples of such activities might include assessing applications for new full members, participating on a CSC Awards jury, providing instruction at a CSC education event, or discussing approaches on a project for a CSC publication or event.

6.2 Associate Membership

a)

The applicant must be recognized as a working cinematographer, as defined in the terminology section above, for a period acceptable to the membership committee.

b)

Applicants who are existing members of the Society in another class must be in good standing.

c)

Associate members are expected to volunteer reasonable time to assist in the Society's activities and operations, on occasional request from the Society's management. Examples of such activities might include organizing or conducting a CSC education event, coordinating selected public relations activities, or reviewing technology for a CSC publication or event.

6.3 Affiliate Membership

a)

The applicant must provide evidence that they have been employed as a camera Operator, camera Assistant, or Digital Imaging Technician with the on-set camera crew, for recognized cinematographers over a period acceptable to the membership committee.

Less experienced motion picture camerapersons may also be accepted as an Affiliate member until they meet the guideline established by the membership committee for Associates.

The applicant may also qualify for Affiliate membership by successfully completing professional training as one of these three camera team roles via post-secondary educational programs acceptable to the membership committee.

b)

Applicants who are existing members of the Society in another class must be in good standing.

c)

Affiliate members are not listed as Cinematographer or as Director of Photography in publications of the Society.

d)

Affiliate members are expected to volunteer reasonable time to assist in the Society's activities and operations, on occasional request from the Society's management. Examples of such activities might include assisting at CSC events (educational, awards, public relations), or providing expertise with technology for CSC operations.

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6.4 Companion Membership

a)

The applicant must be professionally and actively employed in a position intrinsically related to cinematography as defined in the terminology section above, for a period acceptable to the membership committee. The Membership committee will be the sole arbiter for which applicants may be accepted under this class.

b)

Companion members shall not have general voting privileges; they may be requested to voice their opinion prior to a vote being cast by other members.

c)

Companion members are encouraged to attend general CSC meetings and to serve on most committees.

d)

Companion members are not listed as a Cinematographer in publications of the Society.

e)

Companion members are encouraged to volunteer reasonable time to assist in the Society's activities and operations, on occasional request from the Society's management. Examples of such activities might include assisting at CSC events (educational, awards, public relations), or providing expertise with technology for CSC operations.

6.5 Student Membership

a)

The applicant must be enrolled in a program related to cinematography (as defined in the terminology section above) at a post-secondary educational institution in Canada. The Membership committee will determine whether the applicant's program qualifies for acceptance under this class.

b)

Student members shall not have general voting privileges; they may be requested to voice their opinion prior to a vote being cast by other members.

c)

Student members are encouraged to attend general CSC meetings.

d)

Student members are not listed in publications of the Society.

e)

Student members are encouraged to volunteer reasonable time to assist in the Society's activities and operations, on occasional request from the Society's management. Examples of such activities might include assisting at CSC events (educational, awards, public relations).

6.6 Life Membership

a)

Life membership is a designation intended for those long-term members who have *effectively* retired from active work and who meet specific criteria as below. Life members are identified as retired within the CSC's internal files.

b)

Life membership may only be awarded to members of certain member classes (Full, Associate, Affiliate or Companion) who have attained the age of 65 and have been professionally active and a member in good standing of the Society for at least twenty-five years.

c)

Life membership is considered by the Membership Committee only on application by the member; it is not initiated automatically by the CSC.

d)

Life members will be included in alphabetic lists of current members, but will be excluded from advanced member searches.

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e)

Upon notification to the Membership Committee that they meet the criteria (detailed in 6.6.a and 6.6.b) and upon their reply that they agree to the listing restriction outlined in 6.6.d, the membership committee may choose to award Life membership.

f)

Life members continue to enjoy benefits of their prior membership class including their voting status, without the financial burden of paying annual dues.

g)

Life members are encouraged to share their expertise voluntarily for the Society's activities, on occasional reasonable request from the Society's management.

6.7 Sponsor Membership

a)

Sponsor membership is open to organizations whose own mandate is primarily focused on similar media-related objectives as the Society's, specifically complying with all of the criteria detailed above as the Society's purposes, and adhering to the same principles of inclusiveness outlined in paragraph 3.

b)

Sponsors are encouraged to participate in activities of the Society, including conducting relevant meetings and establishing mutually beneficial relationships.

c)

Sponsor members are encouraged to expand members' knowledge of their specialized products/services, initiating their own educational and promotional events for CSC members, coordinating activities with the Society's management.

6.8 Honorary Membership

a)

Honorary membership may be awarded by the membership committee to Canadian laypersons, who have promoted or are promoting through their efforts, the interests of cinematography in Canada.

b)

Honorary members shall not have voting privileges, and may not apply the designation "csc" to their personal qualifications

7.

Membership shall not be transferable or assignable in any manner whatsoever.

8.

a.

All members shall at all times be subject to the By-Laws of the Society and such regulations as may from time to time be passed by its directors.

b.

The only individuals eligible to vote on any matter related to the CSC are those duly-elected to the Board of Directors as outlined in sections below, as well as active and paid-up members in the Full and Associate membership classes, plus those members in the Full Life and Associate Life classes. These individuals will be referred to as sanctioned voters. Opinions and advice may be requested from others on occasion, without commitment.

9.

Any member may resign at any time by sending a written resignation correspondence to the Membership Chairperson via the Society's head office.

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10.a)

Complaints made against any member shall be made by sending a written correspondence to the Membership Chairperson via the Society's head office. Such complaints shall contain all relevant facts and shall be signed by the complainant.

10.b)

The Chairperson of the membership committee shall notify by verifiable written communication the member complained against of the specific complaints and shall provide a full opportunity to be heard in answer thereto by the membership committee.

10.c)

If no reply is received from the member complained against within a period of thirty days, the directors upon recommendation of the membership committee, may take such action as they deem fit.

11.

The directors of the Society, upon a full report by the membership committee, may suspend any member for a limited time or expel the member for any cause, action or omission that is deemed by the directors to be detrimental to the best interests of the Society or its members. In such a case, the membership chair will send a verifiable written communication to the member detailing reasons for the directors' decision. The member suspended or expelled shall be entitled within 30 days after notice to apply in writing to the Secretary for a review of the decision of the directors.

HEAD OFFICE

12a

The head office of the Society is to be located in the Canadian province where it currently is, unless there is a long-term fundamental shift in membership distribution as specifically outlined here.

12b..

A head office relocation may only be considered if, in each of the most recent 5 years, it is no longer located in the province which has had the largest number of voting members with proven long-term commitment to participate actively in the administration of the society.

In this case, an electronic written plebiscite may be held to decide on a relocation to that province, which must be endorsed by over 50% of all members who are authorized to vote.

BRANCHES

13.

The Society may establish or dissolve other offices or operations elsewhere within Canada as the directors may deem expedient, based on the active participation of members in the alternate location.

BOARD OF DIRECTORS

14a.

The Society shall be governed by a board of directors, as the legal and organizational body empowered for overseeing the property and business of the Society.

14b.

In all circumstances, there shall be a minimum of 6 and a maximum of 9 directors.

14c1.

Each director is required to possess talents and qualifications that are beneficial to the effective direction of the Society, but need not be a member of the Society.

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14c2.

The Society requires that at least 33% of the directors are active members in the Full membership class. The Society also requires that at least 66% of the directors are either active members in the Full and Associate membership classes or retired members in the Full Life and Associate Life classes.

14d.

Sanctioned voters (as defined in 8.b above) who are also CSC members are the only individuals eligible to vote for the election of Directors. The election process will be detailed in section 15 below.

14e.

Meetings of the Board may be held at any time and place to be determined by the directors upon the giving of five days' notice to each Director. No notice shall be necessary if all Directors document that they have waived such notice thereof. Each director must participate actively in these meetings whenever possible. There shall be at least four meetings of the Board of Directors in any fiscal year.

A quorum for any meeting of the Board shall be a majority of those who have been elected. The quorum is required to be present in person or electronically throughout the meeting during any matter for which a vote is recorded. If a quorum fails to be present during a meeting, no Board decision may be rendered from that point on, so it is recommended that the meeting be adjourned.

Any matter to be decided by the Board will be determined by a recorded vote of all Directors, whether or not they are members of the Society. A simple majority is sufficient to pass any Board resolution. In the event of a tie, the outcome will be determined by an additional majority vote restricted to the directors who are both members of the Society and sanctioned voters.

14f.

All meetings of the Board of Directors are to be documented with detailed minutes, which form the official record of the Directors' deliberations.

Since these minutes include details of the Directors' open discussion, they may be considered beneficial to the Directors' ongoing considerations. As well, these existing minutes may include confidential information that the Directors do not have authorization to make public.

Consequently, the complete minutes are available only to present and future members of the Board of Directors. CSC committees and members may request information about a specific topic from the Recording Secretary at any time, and the Recording Secretary shall release any such information that complies with privacy and confidentiality policies.

14g.

Other than duties that are required by Canadian legislation or by these bylaws to be exercised by all members of the Society at general meetings, the directors are enabled to exercise all powers of the Society.

The directors shall have power to authorize expenditures on behalf of the Society from time to time for the purpose of furthering the Society's objectives and purposes, subject to the restrictions and procedures related to any financial borrowing or debt, as stipulated below.

14h.

If a director position that has been filled via the most recent election process is completely vacated for any reason during its term, the board may, by resolution, fill the vacancy with a qualified individual in good standing who shall hold office for the unexpired term. The number of positions that may be so re-filled may not exceed 30% of the positions that were filled by the most recent election. Such an appointment must also satisfy the requirements related to the percentages of directors who must belong to specific voting membership classes, as detailed above. This clause does not authorize any increase in the number of directors beyond the number filled by the most recent election.

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15.

15a1.

Each year, the Board of Directors is required to hold elections for the individuals who will be the Directors for the next calendar year. As a first step in this process, the Directors decide in advance via a formal motion the size for the next year's Board of Directors, within the range specified under clause 14.b above.

15a2.

In addition, members must annually designate two sanctioned voters who are members, and an optional financial non-member, all of whom are neither current directors nor candidates for new directors, to serve as the Society's internal auditors. These individuals will similarly be subject to ratification by voting members during each election of directors, but they may not be directors while they serve as auditors

15b1.

Due to the fundamental legal and leadership role of the Board of Directors, there are certain talents that must be represented on it. Consequently, the existing Board of Directors will produce a brief list of mandatory traits that must be represented by a minimum number of elected individuals. These traits may take precedence if the basic numeric votes have not elected each mandatory trait's minimum requirement. These traits do not take precedence over membership representation as detailed in clause 14c2 above.

The details of this list must be finalized prior to any call for nominations, and will be provided to any prospective candidate once a complete nomination form has been received.

15b2.

Examples of such mandatory traits to be represented are:

- at least one Anglophone fully-accredited CSC member
- at least one Francophone fully-accredited CSC member
- at least one male fully-accredited CSC member
- at least one female fully-accredited CSC member
- at least one voting-sanctioned CSC member under the age of 50
- at least one person well experienced with detailed financial structures, accounting and reporting
- at least 2 individuals who participated actively as Directors for the current Board

Each of these examples is for explanatory purposes only and is not in itself requisite under these Bylaws.

15c1.

Approximately 10 days prior to the end of the Society's fiscal year, the Board of Directors will distribute to all members a call for nominations, so that all members have an opportunity to propose an individual for the Board. Such nominations must be received no later than 15 days after the end of the fiscal year.

15c2.

Each nomination must be proposed/endorsed by at least two members (other than the person being nominated) from the classes Full, Associate, Full Life or Associate Life.

15c3.

Any individual being proposed will be contacted directly by CSC administration to confirm that they are committed to accept the nomination and to participate actively (possible remotely) in Board meetings and discussions if elected.

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15d1.

Since directors are elected for the oversight talents they can bring to the Society, there is no specific position attached to any director during an election. At the same time, any candidate must at least satisfy the characteristics outlined in clause 14c1 above, to contribute effectively to the direction of the CSC. Towards this, each prospective nominee must provide a brief (under 300 words) background statement highlighting their “talents and qualifications that are beneficial to the effective direction of the Society”.

As well, an individual prospective candidate may be disqualified by a formal recorded vote of 75% of all elected Directors, if the Board’s diligent consideration concludes that the particular candidate might not be suitable for the fiduciary role of Director.

15d2.

As soon as the time for nominations has expired, the existing Board of Directors will decide if the nominations provide both the quantity of candidates and the fiduciary balance of talents required for the effective legal role of the Board. If necessary, the Board may solicit additional candidates.

15d3.

Once these basic criteria are satisfied, the Board will prescribe that an election be held promptly, to begin approximately 30 days after the end of the fiscal year. Even if the number of nominees is no more than the predetermined size for the Board, an election is still conducted, to permit voting members the opportunity for indicating their relative acceptance.

15e.

For the election to progress, the Board will appoint two election returning officers, who shall each pledge to administer and supervise the election process with complete impartiality,

The Results Manager is the primary aggregator of vote results from easily read returns that have no information that might identify the individual voter. It is preferable that the Results Manager be a Full or Full Life member who is not a candidate for a director position.

The Technical Manager handles the data directly submitted by each voter, and is responsible for decrypting each ballot, assigning a non-identifying Voter Reference to each ballot, and preparing ballot copies that have their original voter-authenticating information completely removed and replaced only by the non-identifying Voter Reference. The Technical Manager is constrained from divulging any identifying information at any time, and is similarly enjoined from divulging any interim or final vote summaries to anyone as long as the balloting process is still open to receive votes.

15f.

The Election Managers then prepare a clear and concise electronic ballot detailing all of the qualified candidates. Since the individuals on this ballot have already been proposed by an open nomination process, the ballot does not include any mechanism for write-in votes. The electronic ballot must limit the number of candidates who may be selected by each voter to the size of the Board pre-determined in 15a1 above.

The electronic ballot should also provide linked relevant details about each proposed Director, including the professional background that indicates the potential benefits for the Board of Directors. These details should also include the participation record and key contributions for existing Directors.

15g1.

Approximately 1 month after the end of the CSC's fiscal year, all voting members in good standing will be notified by electronic communications (using the primary email address on that member's CSC file) that the election is open. This electronic voting must remain active for 3 weeks from the time of this notice.

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15g2.

Encrypted votes submitted via the secure electronic ballot will be directed automatically to the Elections Results Manager and Technical Manager for secure handling and processing.

15g3.

The Technical Manager shall assess the eligibility of each voter, based on their class of membership and the status of their account, recording this eligibility with the non-identifying ballot information. The consolidated non-identifying ballots are the only ones for use by the Election Results Manager and the Board of Directors, who may request clarifying details from the Technical Manager, as long as such information does not contravene the confidentiality of the ballot.

15h1.

After the voting period has closed, the Results Manager and the Technical Manager will jointly summarize the non-identifying unencrypted ballots for review in conjunction with the requisite proportion of CSC members as detailed in section 14c2 above and with the list of mandatory traits as predetermined via section 15b2 above.

15i1.

No later than 2 weeks after the close of the voting (as in section 15g1 above), the Election Results Manager will report to the existing Board of Directors as to regarding:

- the number of votes received by each candidate
- which candidate(s) fulfill each of the mandatory traits
- the candidates who should comprise the new Board of Directors, based on the quantity of votes received, the proportion of CSC members, and the requirement for mandatory traits.

15i2.

The Chair for the existing Board of Directors will promptly advise all candidates regarding the results, and will schedule a special meeting of the Board will be convened with all existing directors plus all new directors, to be held no later than 1 month after the confidential notification of results, and at least 5 business days prior to any scheduled Annual General Meeting (AGM).

15j1.

At this special meeting, the existing directors will confirm the results, and transfer responsibility to the new directors.

15j2.

Immediately after the new directors have accepted their assignment at this special meeting, they alone will conduct a vote for which of them will be appointed as Chairperson for the Board. This person may be any of the directors, without restriction to those directors who are members of the Society. The primary responsibility of the Chairperson is to ensure that the Board adheres to its fiduciary duties and provides appropriate direction to those managing the Society's operations. The Chairperson can be removed from this appointment by a vote of 66% of all elected Directors.

15j3.

Also during this special meeting, the new directors will conduct a vote to appoint the President of the Society. This person is the Society's titular head for all national and international operations and functions, reporting directly to the Board of Directors. The President is required to be either an active Full member in good standing or an effectively retired Full Life member. The President is expected to participate in regular meetings of the Board of Directors, even in the situation where the President happens to be not a member of the Board of Directors. The President can be removed from this appointment by a vote of 66% of all elected Directors.

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15j4.

As well during this same special meeting, the new directors will also meet with the Executive Officer of the Society. This person is the recognized head of all administrative and operations functions for the CSC, reporting directly to the Board of Directors, with an appointment agreement established directly with the Board. The Executive Officer is typically not a voting member of the Society and not a member of the Board of Directors, but may be requested to participate in regular meetings of the Board. The Executive Officer can be removed from this appointment by a vote of 66% of all elected Directors.

15j5.

Similarly during this same special meeting, the new directors will select which of them will fulfill the fundamental Board role of Recording Secretary.

15j6.

Also during this special meeting, the new directors will conduct a vote to appoint the Treasurer of the Society. This person is the Society's head of all financial functions for the CSC, reporting directly to the Board of Directors, with an appointment agreement established directly with the Board. The Treasurer is not required to be a member of the Society nor a member of the Board of Directors, but may be requested to participate in regular meetings of the Board. The Treasurer can be removed from this appointment by a vote of 66% of all elected Directors.

16a.

At the AGM scheduled as per clause 21a after the newly elected Directors take office, the Election Results Manager will present a report regarding the elections process, announcing to all members the results as detailed in section 15i1 above, establishing which candidates are ratified as the next directors.

Participants at the AGM may comment on the elections process, but such comments cannot override the results as reported.

16b.

At this AGM, the newly appointed Board Chairperson presides over the proceedings, which shall be documented for posterity by the Board's Recording Secretary.

17a.

The directors may assign one or several of its members to specific areas of responsibility as they see appropriate for the current needs of the Society. These areas will typically include:

- a) Minutes and Bylaws
- b) Finance
- c) Elections
- d) Appointments and Compensation
- e) Operations Oversight

Each such area of responsibility shall have its mandate specifically detailed by the directors.

17b1.

As a non-profit organization, the Society's basic policy is that directors who are or have been working as cinematographers volunteer their service to the Society.

At the same time, it may ultimately benefit the Society to compensate certain directors for non-cinematographer skills or tasks that would otherwise not be feasible. In such a case, the Board of Directors must table and ratify a specific motion detailing the terms of service and corresponding remuneration for each such director over a future period not to exceed one year; a majority of all directors must approve the proposed terms and remuneration, and the Director to receive that remuneration may not vote.

No remuneration to any director is permitted for any prior period.

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17b2.

As an exception to the above restriction on remuneration to directors, an application may be made to pay a member director for specific professional tasks. Such an application will only be considered if the task is educational instruction in nature, the member director is a recognized expert for the topic, and the compensation does not exceed fifty percent (50%) of the anticipated revenue from the educational event.

17c1.

Only the directors who have been assigned responsibility for Appointments and Compensation are authorized to source and hire paid staff or contractors to perform defined tasks related to Society events or purposes, subject to the Society having sufficient financial resources currently available to meet the obligations.

17c2.

These directors may delegate this process to the Executive Officer, in the case where the total annual payment to a single hired individual/contractor is projected to be less than five percent (5%) of the Society's total annual revenue. Compensation rates may only be set by these directors, under consultation with the Executive Officer.

17c3.

Any paid appointment may be structured as employment or as independently contracted professional service, as determined by the directors responsible for Appointments and Compensation, with clearly documented details of duties and compensation

18.

On the specific advice and request of the Executive Officer and President, the directors may create or disband operating committees as the Board sees appropriate for the current needs of the Society. At all times, these requirements will include committees for:

- a) Membership
- b) Awards
- c) Publications
- d) ...

Any newly created committee shall have its terms of reference specifically detailed by the initial Chair for that new committee, in conjunction with the Executive Officer and the President. At all times, the terms of reference for any committee are subject to review and revision by the Board of Directors.

OPERATIONS MANAGEMENT

19a.

The operations of the CSC are generally managed by the appointed Executive Officer, in conjunction with the CSC President, both of whom report directly to the whole Board of Directors.

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19b.

The Executive Officer and the President shall present to the Board of Directors a list of management positions, which might include

- Vice President(s)
- Chair(s) of Membership Committee
- Chair(s) of Awards Committee
- Chair(s) of Publications Committee
- other offices that fill a specific current operations need

Each such operating position must be documented by the Executive Officer and the President, detailing the requirements, terms of reference and areas of responsibilities for each such operating position, as well as the eligible individual(s) proposed to fill each such position..

19c1.

Since the above management positions regularly make decisions affecting CSC members, section 8b above requires that they must be sanctioned voters. As well, such executive roles are to be reserved for CSC members. Each executive is responsible for selecting and managing a reasonable number of individuals to discuss the matters under their responsibility and to accomplish their objectives.

19c2.

Each of the above senior managers may determine which individuals will collaborate with them in achieving the goals expected of them. It is preferable for such individuals to be sourced from whichever membership classes best provide the skills required for the tasks. In exceptional situations, it is acceptable to have a limited number of such individuals who are not members, but who do possess highly beneficial talents.

19c3.

Since most of these management positions have specific goals to be achieved, each incumbent is responsible for making decisions within their specified mandate, based on input from their chosen colleagues but not requiring a consensus vote to proceed.

19d.

As outlined in section 6.1.c1 above, the Membership Committee is convened at least twice a year as determined by its Chair. Only current full and full life members in good standing may participate on the membership committee. There must be a minimum of five qualified members fully participating on this committee when reviewing full member applications. The processes for the Membership committee are detailed in section 6.1 above and must be followed strictly.

19e.

Each of the appointed senior managers is required to make a brief report to the directors about their activities, whenever a meeting of the directors is scheduled or whenever the directors so request. They will similarly prepare and present a formal report at each AGM.

19f.

The directors may dismiss appointed senior managers for any reason, as well as any individual who has been participating in the functionality of each manager's area.

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20a.

The duties of the President and the Executive Officer are determined and documented by the Board of Directors, as the directors consider appropriate for the current needs of the Society.

20b.

The duties of other appointed senior managers are documented by the Executive Officer and President, as they consider appropriate for the current needs of the Society. These documents are presented to the Board of Directors for review, revision and ratification.

MEMBERS' MEETINGS

21a.

The annual general meeting (AGM) shall be held no later than 120 days after the end of the Society's fiscal year, at a place and time designated by the board of directors. Thirty days' notice by written electronic communication shall be given of the annual and any special general meeting provided that non-receipt of notice by a minority of members shall not invalidate the proceedings at such meeting. This meeting notice will include the agenda for the meeting, as decided by the Board of Directors based on the advice of the Executive Officer and the President.

21b.

The Chairperson for the Board of Directors presides over the proceedings of any annual or special general meeting, which shall be documented for posterity by the Board's Recording Secretary.

21c.

A quorum at any general meeting of members requires both a majority of the current Board of Directors plus a minimum of 7 non-Director sanctioned voters as defined in section 8b above, present in person or electronically. The quorum is required to be present throughout the meeting during any matter for which a vote is recorded. If a quorum fails to be present during a meeting, then no items may be presented for a vote, and it is recommended that the meeting be adjourned.

21d.

At the AGM, members shall receive the annual report(s) of the board of directors and senior managers for the preceding year, ratify decisions and actions taken by the directors on behalf of the Society for the preceding year, ratify the most recent election of directors that has recently been decided by all voting members, ratify any changes to the Society's bylaws or regulations that have recently been determined by all voting members, and transact any general business that may come before the meeting.

21e.

Each member in good standing who belongs to a voting class (specifically Associate and Full Members, including Life Members for those classes) shall have one vote at general members' meetings. Members may delegate their votes to be cast on their behalf by a proxy who is a member physically or electronically attending the meeting, as long as their proxy is presented in writing to the Secretary prior to the start of the meeting. A declaration by the chairperson that a motion has been passed or lost shall be sufficient provided that if a poll is required by any member the same shall be taken as the chairperson may direct and the result thereof shall be declared and duly recorded in the minutes.

22.

Periodic meetings of interest to members shall be held where supported by the participatory activity of members in the region where the meeting will be held. The President and Executive Officer will assign which senior manager is to coordinate each such meeting.

AMENDMENT OF BY-LAWS AND REGULATIONS

23.

The bylaws and regulations may be repealed or amended by a majority of the elected directors. Before any such revisions are enacted, the directors' decision must be sanctioned by at least two-thirds of the voting-class members in good standing who submit their votes in a special plebiscite that is conducted via electronic communications, using the primary email address on that member's CSC file. Votes for such revisions are to be accepted if they are received during the established voting period of at least 2 weeks.

RULES OF ORDER

24.

All questions of procedure not covered by the bylaws shall be referred to the Board of Directors for clarification and decision.

AUDITORS

25.

The internal auditors selected during each election of directors as in section 15a2 above may be granted reasonable access to the financial records for review. If these internal auditors so request, the financial information presented to them shall be duly certified by a qualified professional accountant.

FISCAL YEAR AND FEES

26a.

The fiscal year shall extend from 1 October to 30 September.

26b.

All fees and charges related to membership shall be as determined by the directors from time to time.

26b.

Members shall be defined as being in good standing based on their timely payment of any fees or charges invoiced to them by the Society.

SIGNATURE AND EXECUTION OF DOCUMENTS

27a.

All documents to which the seal of the Society must be affixed shall be signed by both the President and Recording Secretary, with specific authorization in each instance from the Board of Directors. In the absence of either the President or the Recording Secretary when such a document is required, it may be signed by alternate elected directors of the highest available ranking.

27b.

All other contractual documents shall be signed by at least two of the President, the Treasurer and the Executive Officer. The Board of Directors may specifically appoint an alternate signatory if required for a particular purpose.

BANKING AND FINANCIAL TRANSACTIONS

28a.

The banking business of the Society shall be transacted at a bank designated under the Canada Bank Act as a Schedule-I bank, as the board of directors may specify, appoint or authorize from time to time by resolution.

All such banking business, or any part thereof, shall be transacted on the Society's behalf by such one or more directors, officers or other persons as the Board of Directors may specify, appoint or authorize from time to time by resolution.

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28b.

Financial instruments to the credit of the Society shall be promptly deposited directly into the Society's accounts at its bank as specified by the Board of Directors.

28c1.

For financial obligations payable by the Society, a benchmark will be established equaling the total of all paid annual membership fees for classes Full, Associate, Affiliate and Companion, averaged over the most recently completed two fiscal years of the Society.

28c2.

Any decision, initiative or action that may impact the Society's revenue, expenses or cash flow within one year by more than 10% of the established benchmark shall be referred to the Board of Directors for ratification.

28c3.

Any contractual obligation that requires payment within one year of more than 10% of the established benchmark shall be paid from the Society's accounts directly to the person, company or organization to which that obligation is payable.

28c4.

Any single payment in an amount greater than 5% of the established benchmark to any officer or director of the Society (or to any company related to an officer or director of the Society) must be endorsed according to section 27 above by two individuals other than the payee.

28c5.

Endorsement of non-electronic payments must comply with the signatures stipulation as in section 27 above.

BORROWING AND LIQUIDATION

29.

The directors may determine that the purposes of the Society require the Society to assume debt that can be financially justified based on the assets, net worth and cash flow of the Society.

In such a case, the directors must present a plan to all members, detailing the amounts and terms for the debt proposal, together with advice from an independent chartered professional accountant (CPA). A formal vote of all members will be held, requiring the positive acceptance of the proposal by a majority of all members in voting membership classes.

With such confirmation, the directors may:

- (i) borrow money on the credit of the Society, as specifically detailed and limited under the proposal;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Society; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, owned or subsequently acquired, to secure any debt obligation of the Society.

30.

In extraordinary circumstances, the directors may determine that the Society should either be dissolved or be amalgamated with another organization that fulfills the currently intended purposes of the Society.

In such a case, the directors must present their reasoning to all members, together with viable current options for the distribution of all assets of the Society, including any intellectual property and media rights.

A formal vote of all members will be held, requiring the positive acceptance of the proposal by a majority of all members in voting membership classes.

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REGULATIONS

31.

The directors may make such regulations not inconsistent with these bylaws relating to the management and operation of the Society as they may deem expedient, provided that such regulations shall have force and effect only until the next annual general meeting when they shall be confirmed and in default of confirmation shall at and from that time cease to have force and effect.