

BYLAWS OF THE
CANADIAN FEDERATION OF EARTH SCIENCES/FEDERATION
CANADIENNES DES SCIENCE DE LA TERRE
(“CFES/FCST”)

ARTICLE ONE.

OFFICES

The principal office of the CFES/FCST shall be located at:

600, 640 - 8th Avenue S.W.
Calgary, Alberta
Canada T2P 1G7

The Board of Directors shall have the power and authority to change the location of the principal office.

ARTICLE TWO.

COUNCIL OF MEMBERS

Section 1. The Council of Members shall consist of one Representative of each of the Member Societies or Organizations and this Representative shall be the President of the Member Society (or equivalent position if the Society or Organization has no President) or an individual who is a member or constituent of the Society or Organization and is empowered with voting authority by the Member Society or Organization. The Council of Members shall have ultimate authority and accountability for the affairs of the Canadian Federation of Earth Sciences/Federation canadiennes des sciences de la Terre (“CFES/FCST”).

Section 2. *Membership.* The Member Societies and Organizations are as shown in Appendix “A”. The Council of Members has the authority to remove or add any Society or Organization by way of a vote of not less than two thirds (66 2/3%) of the Representatives present at a duly organized meeting either in person or by proxy.

Section 3. *Guiding Principles.* The Council of Members shall provide a Statement of Guiding Principles to the Board of Directors and the Officers to ensure clarity of direction and purpose for the CFES/FCST.

Section 4. *Annual Meeting.* The annual meeting of the Council of Members and the CFES/FCST shall be held in the month of June in each year, beginning with the year 2007, or in any other month a majority of the Council of Members may choose in any particular year, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

Section 5. *Special Meetings.* Special meetings of the Council of Members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than 50% of Council of Members.

Section 6. *Place of Meeting.* The Board of Directors may designate any place within Canada as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. Meetings held outside of Canada must be approved by an affirmative vote of the majority of the Council of Members.

Section 7. *Notice of Meeting.* Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven nor more than ninety days before the date of the meeting, either by email, personally or by mail, by or at the direction of the President, or persons calling the meeting, to each Representative.

Section 8. *Quorum.* A majority of the Representatives, in person or by proxy, shall constitute a quorum at a meeting of the Council of Members. If less than a majority of the Members are represented at a meeting, a majority of the Representatives present at the meeting may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting as originally notified

Section 9. *Proxies.* At all meetings of Council of Members, a Representative may vote by proxy executed by email or in writing by the Representative or by his duly authorized representative. Such proxy shall be filed with the President before or at the time of the meeting.

Section 10. *Voting.* Subject to the provisions of any applicable law each Representative entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of Council of Members.

Section 11. *Observer Status.* The Council of Members, by way of a majority vote, may designate any non-member Society or Organization as an Observer. An Observer is entitled to attend and participate in Annual and Special Meetings of the Council of Members but may not vote.

Section 12. *Dues.* Each Member Society or Organization shall pay annual dues in such amount as decided by the Council of Members .

ARTICLE THREE.

BOARD OF DIRECTORS

Section 1. *General Powers.* The regular business and affairs of the CFES/FCST shall be managed by its Board of Directors. The Board of Directors shall be elected by, accountable to, and will take general direction from, the Council of Members.

Section 2. *Number and Tenure.* The number of directors of the CFES/FCST shall be not less than four. The President, President Elect and/or Past President shall be Directors. Directors shall be elected at the annual meeting of Council of Members, and the term of office of each director shall be three years except in the case of the President who shall serve a term of one or two years at the discretion of the Council of Members. If the President has served a one year term as President Elect and serves a one year Term as Past President then the full term would be three or four years.

Section 3. *Regular Meetings.* A regular meeting of the Board of Directors shall be held without notice other than this bylaw immediately after and at the same place as the annual meeting of Council of Members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the CFES/FCST in the absence of any designation in the resolution.

Section 4. *Special Meetings.* Special meetings of the Board of Directors may be called by or at the request of the President or any two directors, and shall be held by teleconference, at the principal office of the CFES/FCST or at such other place as the Directors may determine.

Section 5. *Notice.* Notice of any special meeting shall be given at least 48 hours before the time fixed for the meeting, by written notice delivered by email, personally or mailed to each director at his or her business address. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. *Quorum.* A majority of the number of Directors appointed at any time shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. *Board Decisions.* The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. *Vacancies.* Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the Council of Members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of Council of Members called for that purpose.

Section 9. *Compensation.* By resolution of the Council of Members, the Directors may be paid their expenses, if any, for attendance at each meeting of the Board of Directors or Council of Members. No other compensation will be provided unless approved by an affirmative vote of a majority of the Council of Members.

Section 10. *Presumption of Assent.* A director of the CFES/FCST who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the CFES/FCST immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favour of such action.

Section 11. *Committees.* The Board of Directors shall appoint individuals (who may be, but need not be, Directors, Officers or Representatives from the Council of Members) to sit on Committees that shall be struck to undertake specific tasks deemed to be in the interests of the CFES/FCST. These committees shall be provided with mandates, terms of reference or direction by the Board of Directors and will be accountable to the Board of Directors.

ARTICLE FOUR

EARTH SCIENCE ADVOCACY AND ADVISORY PANEL

Section 1. *Purpose.* The Earth Science Advocacy and Advisory Panel (“ESAAP”) shall be appointed by, and accountable to, the Council of Members. The function of the ESAAP shall be to seek to influence government, academia and industry on behalf of CFES/FCST and promote the activities of the CFES/FCST. The Board of Directors shall provide, and the Council of Members shall ratify, terms of reference for the ESAAP.

Section 2. *Number, Tenure and Qualifications.* The ESAAP shall consist of a minimum of three individuals who shall each serve for a term of two years. This term may be renewed subject to approval by the sitting ESAAP member and the Council of Members. The members of the panel may resign or be removed by a resolution of the Council of Members at any time prior to the completion of their term. The members of the panel will be senior, prominent and influential Canadians who have a strong connection to the Earth Sciences.

Section 3. *Compensation.* By resolution of the Board of Directors, the ESAAP member may be paid their expenses, if any, for attendance at each meeting of the ESAAP or Council of Members. No other compensation will be provided unless approved by an affirmative vote of a majority of the Council of Members.

ARTICLE FIVE.

OFFICERS

Section 1. *Number.* The Officers of the CFES/FCST shall be a President, Finance Director, Past President, President Elect, Managing Director and Administrative Officer, each of whom shall be appointed by the Board of Directors, such appointment to be formally ratified by the Council of Members. Such other officers and assistant officers as may be deemed necessary may be appointed by the Board of Directors.

Section 2. *Election and Term of Office.* The Officers of the CFES/FCST shall be elected by the Board of Directors and shall be affirmed at the annual meeting of the Council of Members. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient within 200 days. The normal term of the President shall be one or two years, the Finance Director shall be two years, the President Elect and Past President shall serve for one year and the Managing Director and Administrative Officer shall serve indefinite terms subject to reconfirmation annually by the Board of Directors. The President Elect shall become President upon the completion of his/her term and the President shall become Past President on the completion of his/her term. Each Officer shall hold office until his or her successor has been duly elected and qualifies or until his or her death or until he or she resigns or is removed in the manner hereinafter provided.

Section 3. *Compensation.* Compensation, if any, for the Officers shall be set by the Board of Directors, ratified by the Council of Members and reviewed annually.

Section 4. *Removal.* Any Officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the CFES/FCST would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. *Powers and duties.* The powers and duties of the Officers shall be as provided from time to time by resolution or other directive of the Board of Directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of organizations similar in size and purpose to the CFES/FCST.

Section 7. *Management Committee.* The Officers and the Chairpersons of the Permanent Standing Committees shall meet on a regular basis as a Management Committee.

Section 8. *Expenses.* The reasonable expenses incurred by the Officers in the performance of their duties shall be reimbursed by the CFES/FCST on a timely basis.

ARTICLE SIX.

CONTRACTS, LOANS, CHEQUES, AND DEPOSITS

Section 1. *Contracts.* The Board of Directors may authorize any two Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CFES/FCST, and such authority may be general or confined to specific instances.

Section 2. *Loans.* No loans shall be contracted on behalf of the CFES/FCST and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. *Cheques, Drafts, or Orders.* All cheques, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the CFES/FCST shall be signed by any two of the President, Finance Director or Managing Director of the CFES/FCST and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. *Deposits.* All funds of the CFES/FCST not otherwise employed shall be deposited from time to time to the credit of the CFES/FCST in such banks, trust companies, or other depositaries as the Board of Directors may select.

ARTICLE SEVEN.

FISCAL YEAR

The fiscal year of the CFES/FCST shall commence on April 1 and terminate on March 31.

ARTICLE EIGHT.

SEAL

The Board of Directors shall provide a corporate seal, which shall be circular in form and shall have inscribed thereon the name of the CFES/FCST and the words “Corporate

Seal.” The seal shall be stamped or affixed to such documents as may be prescribed by law or custom or by the Board of Directors.

ARTICLE NINE.

AMENDMENTS

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the board; provided, however, that the number of directors shall not be increased or decreased nor shall the provisions of Article Two, concerning the Council of Members, be substantially altered without the prior approval of the Council of Members at a regular or special meeting of the Council of Members.

ARTICLE TEN.

INDEMNIFICATION

The CFES/FCST hereby acknowledges that each and every Representative, Director or Officer of the CFES/FCST shall be deemed to have assumed office on the express understanding and agreement and condition that every such individual and his or her heirs, executors and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the CFES/FCST from and against all costs, charges, and expenses whatsoever, which such individual sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or them, for or in respect of any act, deed, matter or thing whatsoever made and done or permitted by him or her or them in or about the execution of the duties of his or her or their office or offices, and also from and against all other costs, charges and expenses which he or she or they sustain or incur in or about or in relation to the affairs of the Council, except such costs, charges or expenses as are occasioned by his or her or their own willful neglect or default.