

**CONSTITUTION
OF
SCIENCE TEACHERS' ASSOCIATION OF MANITOBA INC.,
SPECIAL AREA GROUPS OF EDUCATORS
OF
THE MANITOBA TEACHERS' SOCIETY**

In accordance with the provisions of Bylaw VI, Part IV of The Manitoba Teachers' Society's Constitution, Bylaws and Policies, the *Science Teachers' Association of Manitoba Inc.* is permitted to formulate this Constitution and to pass Bylaws thereunder.

<p>SAGE CONSTITUTION _____, 2____ (DATE APPROVED BY PROVINCIAL EXECUTIVE)</p>	<p>SAGE CONSTITUTION PROPOSED REVISIONS _____, 2____ (DATE APPROVED BY PROVINCIAL EXECUTIVE)</p>
<p>(MOVED FROM BY LAWS – By-law 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.</p>	<p>ARTICLE I – NAME AND AFFILIATION [NEW] <i>The name of the Association shall be the "Science Teachers' Association of Manitoba Inc.", and for the purpose of this Constitution shall hereinafter be referred to respectively as "STAM" or the "Association".</i></p>
<p>XII INTERPRETATION (MOVED FROM BY-LAWS – By-law 1)</p>	<p>[NEW] <u>ARTICLE II – DEFINITIONS</u></p>
<p>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</p>	<p>2.01 <i>Capitalized terms in this Constitution shall have the same meaning as in The Manitoba Teachers' Society Act and the Bylaws and Policies of The Manitoba Teachers' Society passed thereunder, unless otherwise defined herein.</i> 2.02 <i>"Annual General Meeting" means a general meeting held once per</i></p>

<p>same meaning as so defined in The Corporations Act.</p>	<p><i>year in accordance with this Constitution.</i></p> <p>2.03 <i>“Standing Committee” shall mean such Standing Committees established by the Association pursuant to this Constitution.</i></p>
	<p><u>[NEW] ARTICLE III – RELATIONSHIP TO THE SOCIETY</u></p>
	<p>3.01 <i>The Association shall exist as a Special Area Group of Educators in affiliation with The Manitoba Teachers’ Society (the “Society”). The Association shall comply with the Constitution, Bylaws and Policies of the Society, and submit such reports and information to the Society required by its Constitution, Bylaws and Policies.</i></p> <p>3.02 <i>As per Bylaw I of the Society, the President of the Society shall be the official spokesperson for the Society. Prior to making any representations to Outside Bodies, the Association shall seek approval in accordance with Bylaw VI, Part IV of the Society.</i></p> <p>3.03 <i>The Association shall:</i></p> <ul style="list-style-type: none"> <i>(a) assist the Society when requested by the Provincial Executive or any committee of the Society, in the study of problems peculiar to the Association;</i> <i>(b) recommend Members, Substitute Teachers or Plan Teacher Recipients to Provincial Executive for consideration when the Society establishes a committee or is asked to name a representative to an Outside Body where issues affect the Association;</i> <i>(c) keep the Society informed, through their SAGE liaisons,</i>

	<p><i>about the activities and events in its area so that the Society can maintain a broad view of educational trends and activities in the province.</i></p>
	<p>[NEW] ARTICLE IV – OBJECTIVES</p>
	<p><i>The objectives of the Association shall be:</i></p> <p><i>4.01 to provide professional development opportunities for its members;</i></p> <p><i>4.02 to advocate the interests of its members with the Society;</i></p> <p><i>4.03 to promote innovative activities which provide for improved professional development and promote high standards of professional practice;</i></p> <p><i>4.04 to increase the overall participation in SAGE activities by all Members, Substitute Teachers and Plan Teacher Recipients;</i></p> <p><i>4.05 to actively recruit members from outside the Metro Winnipeg area and from across the province;</i></p> <p><i>4.06 to support, stimulate, and provide leadership for the improvement of science education in Manitoba.</i></p>
<p>IV. MEMBERSHIP: - (MOVED FROM BY-LAWS – By-law 1.)</p>	<p>ARTICLE V – MEMBERSHIP, RIGHTS AND OBLIGATIONS OF MEMBERSHIP</p>
<p>1. There shall be the following classes of membership:</p> <p>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).</p> <p>b) Associate Member: Any teacher-in-training in Manitoba Chapter or Affiliate Group: Any group, organization, institution,</p>	<p>[NEW]</p> <p><i>5.01 Membership in the Association shall be open to any Member, Substitute Teacher, Plan Teacher Recipient and Student Member in Good Standing and others who have an interest in teaching science education.</i></p> <p><i>5.02 A minimum of sixty percent (60%) of Association members shall be Members of the Society.</i></p> <p><i>5.03 Membership in the Association shall be voluntary.</i></p>

<p>corporation, or the like, having interest in science education or in supporting science education objectives (hereafter called "Chapter")</p> <p>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.</p> <p>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.</p> <p>e) Complimentary Member— Any individual so appointed by a resolution of the Board of Directors with length not to exceed one fiscal year.</p> <p>2. For Chapter Memberships:</p> <p>a) The Board of Directors shall have the discretion to accept or reject any application for Chapter Membership.</p> <p>b) The Board of Directors shall ascertain that the majority of the Chapter's members are active members of the Manitoba Teachers' Society.</p> <p>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.</p> <p>4. Fee Structure:</p> <p>a) Membership fees shall be set by the Board of Directors</p> <p>b) Honorary Members are not obligated to pay membership fees nor do they receive STAM publications and mailings except</p>	<p>5.04 Membership in the Association is not required for attendance at the Association's major conferences.</p> <p>5.05 The Association shall maintain a membership of at least twenty (20) Members, Substitute Teachers, or Plan Teacher Recipients and shall record membership information as required by the Bylaws and Policies of the Society.</p> <p>5.06 Members must pay required membership fees to be in good standing.</p> <p>(a) Assessment of Fees:</p> <p>i. For record keeping purposes for the Society and the Association, the membership categories shall be:</p> <p>1) Regular membership – Members, Substitute Teachers, Plan Teacher Recipients, and others who are actively engaged in teaching or the education profession within Manitoba (full fee);</p> <p>2) Associate membership – retired teachers, Student Members, or other interested persons. (full fee).</p> <p>(b) Voting Rights:</p> <p>i. All members in good standing shall have the right to hold elected office on the Executive of the Association and shall have the opportunity to participate in the election of the Executive, including nominating candidates, running for</p>
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<p>as so directed by the Board of Directors.</p> <p>e) Honorary Life Members shall not pay membership fees but are entitled to receive all STAM publications and mailings and other regular member benefits.</p> <p>d) Complimentary Members shall not pay membership fees but are entitled to receive all STAM publications and mailings and other regular member benefits.</p> <p>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.</p>	<p>office and voting in accordance with this Constitution.</p> <p>(c) Fees and Finances:</p> <p>i. Membership fees shall be set annually at the Annual General Meeting.</p> <p>ii. Funds may also be collected from other professional activities consistent with the objectives of the Association.</p> <p>iii. All funds shall be used to further the objectives of the Association.</p>
<p>V. BOARD OF DIRECTORS: – (MOVED FROM BY-LAWS – By-Law 1)</p>	<p><u>ARTICLE VI – EXECUTIVE</u></p>
<p>The general control and management of the activities of the Corporation shall be vested in the Board of Directors.</p> <p>1. The Board of Directors shall consist of the:</p> <p>a) Immediate Past President</p> <p>b) President</p> <p>c) President-elect</p> <p>d) Secretary</p> <p>e) Treasurer</p> <p>f) Up to six directors at large</p> <p>2. The President-elect, Secretary, Treasurer, and all the Directors-at-Large shall be elected by the general</p>	<p>[NEW]</p> <p>6.01 Members of the Executive must be members in good standing of the Association.</p> <p>6.02 The Executive shall administer and manage the affairs of the Association between general meetings and develop interim policies. Its powers shall include the power to interpret the Constitution and Bylaws of the Association, to adopt a budget for the Association subject to approval by the members, to appropriate money, and to appoint Standing Committees or ad hoc committees of the Association.</p> <p>6.03 The members of the Executive shall consist of the following:</p> <p>(a) President;</p> <p>(b) Past-President;</p> <p>(c) Vice-President;</p> <p>(d) Secretary;</p> <p>(e) Treasurer;</p> <p>(f) MTS PD Day Chairperson;</p>

<p>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. (SEE ARTICLE VI – EXECUTIVE 6.09).</p> <p>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.</p> <p>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. (SEE ARTICLE VI – EXECUTIVE 6.01)</p> <p>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).</p> <p>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. (SEE ARTICLE VI – EXECUTIVE 6.10)</p> <p>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.</p>	<p>(g) Communications Chairperson;</p> <p>(h) Members-at-Large in a number to be determined by the Executive and not to exceed six (6) members;</p>
<p>BY-LAW No 2 (MOVED FROM BY-LAWS)</p>	
<p>Be it enacted as a by-law of The Science Teachers' Association of Manitoba, Inc., that:</p>	

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.~~

VI. DUTIES OF OFFICERS:
(MOVED FROM BY-LAWS – By-Law 1)

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.~~~~~~

6.04 The duties of the members of the Executive shall include the following:

- (a) The President shall:**
- i. act as the representative of the Association and shall communicate on behalf of the Association;**
 - ii. call, prepare the agenda for, and preside at all Executive Meetings;**
 - iii. preside at the Annual General Meeting;**
 - iv. be an ex-officio member of all Standing Committees and ad hoc committees of the Association;**
 - v. present a written annual report to the Association at the Annual General Meeting as well as to the Society;**
 - vi. supervise the conduct of the affairs of the Association by all members of the Executive, including but not limited to its financial affairs, in accordance**

<p>v) attend a majority of the BOD meetings.</p> <p>vi) perform such other duties as normally be incumbent upon a president.</p> <p>b) The PRESIDENT-ELECT shall:</p> <p>i) assume the duties of the President in the absence of President;</p> <p>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;</p> <p>iii) serve as Special Area Group Council rep at MTS</p> <p>iv) act as a liaison to the publications committee.</p> <p>v) attend a majority of the BOD meetings</p> <p>vi) perform such other duties as may be assigned by the President or the Board of Directors</p> <p>see e) Immediate Past President</p>	<p><i>with the Constitution, Bylaws, and Policies of the Society;</i></p> <p>vii. delegate duties and supervise any duties so delegated; and</p> <p>viii. perform such duties as the Executive shall assign.</p> <p>(b) The Past-President shall:</p> <p>i. <i>provide information about Association business to the President and Executive upon request; and</i></p> <p>ii. <i>perform such duties as the President or Executive shall assign.</i></p> <p>(c) The Vice-President shall:</p> <p>i. <i>assume the duties of the President in the absence of the President, unless unwilling or unable to do so, as delegated by the Executive;</i></p> <p>ii. <i>chair the Nominating Committee; and</i></p> <p>iii. <i>perform such duties as the President or Executive shall assign.</i></p> <p>(d) The Secretary shall:</p> <p>i. <i>prepare and preserve, or appoint a designate to cause to be prepared and preserved, an accurate record of all of Executive and general meetings of the Association;</i></p> <p>ii. <i>keep a record of attendance at all</i></p>
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<p>c) The SECRETARY shall:</p> <ul style="list-style-type: none"> 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. <p>d) The TREASURER shall:</p> <ul style="list-style-type: none"> 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, and authorized members of the Corporation, and to any authorized auditors; 	<p><i>Executive and general meetings;</i></p> <ul style="list-style-type: none"> <i>iii. make and send to the Society such reports and statements as may be needed at any time;</i> <i>iv. send or cause to be sent notices to members of all general meetings;</i> <i>v. preserve the records of the Association, which records shall belong to the Association; and</i> <i>vi. perform such other duties as the Executive shall assign.</i> <p><i>(e) The Treasurer shall:</i></p> <ul style="list-style-type: none"> <i>i. oversee the proper conduct of the financial affairs of the Association in accordance with the Constitution, Bylaws, and Policies of the Society;</i> <i>ii. be custodian of all funds of the Association and keep such funds in such financial institution as the Executive may decide, subject to approval of the membership at the Annual General Meeting;</i> <i>iii. preserve the financial records of the Association, which records shall belong to the Association, and ensure that financial records are preserved for at least seven (7) years;</i> <i>iv. report on the financial affairs of the Association to the Executive and the membership;</i> <i>v. prepare and present at the Annual General Meeting a balanced</i>
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<p>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;</p> <p>iv. prepare an up-to-date financial statement for all regular meetings of the Board of Directors;</p> <p>v. present, at a general meeting of the Corporation or as requested by the Board of Directors, an up-to-date financial statement together with an audited report;</p> <p>vi. submit a budget at a general meeting of the Corporation or as requested by the Board of Directors;</p> <p>vii. keep a record of all chattels of the Corporation' attend a majority of the BOD meetings;</p> <p>viii. attend a majority of the BOD meetings</p> <p>ix. act as the treasurer of the SAG committee accounts, and prepare a statement for the Annual General Meeting</p> <p>x. discharge such duties as may be assigned by the Board of Directors.</p> <p>e) IMMEDIATE PAST PRESIDENT shall: (SEE ARTICLE VI—EXECUTIVE 6.04 c)</p> <p>i. be Chairperson and the chief returning officer of the Nominating Committee;</p> <p>ii. attend a majority of the BOD meetings</p> <p>iii. execute such other duties as may be assigned by the Board of Directors.</p>	<p>budget, which includes proposed budgets from each committee; and</p> <p>vi. perform such duties as the Executive shall assign.</p> <p>(f) MTS PD Day Chairperson shall:</p> <p>i. serve as the chairperson of the MTS PD Day Standing Committee;</p> <p>ii. plan, organize and operate the MTS PD Day conference subject to advice by the Executive;</p>
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<p>iv. be membership chairperson and maintain an up to date membership list.</p> <p>f) DIRECTORS AT LARGE shall:</p> <ul style="list-style-type: none">i. serve, if possible, as Chairpersons of Committees of the Corporation;ii. attend a majority of BOD meetingsiii. perform such duties as may be assigned to them by the President of the Board of Directors.	<ul style="list-style-type: none">iii. support the Executive from time to time as directed by the Executive;iv. submit financial reports as directed by the Executive. <p>(g) Communications Chairperson shall:</p> <ul style="list-style-type: none">i. coordinate the dissemination of information to the members of the Association through its communication channels;ii. utilize other avenues for disseminating information such as the existing education and professional publications in the province;iii. seek final approval from the Executive for any communications on behalf of the Association. <p>(h) Members-at-Large shall:</p> <ul style="list-style-type: none">i. serve as the chairpersons of Standing Committees as assigned; andii. perform such duties as the Executive shall assign. <p>6.05 The Executive shall be responsible for appointing the Association's official representative to the SAGE Council from the Members-at-Large.</p> <p>6.06 The Executive members of the Association have the same obligations respecting conflict of interest as Members of the Provincial Executive of the Society, in accordance with Bylaw I, Part V of the Society.</p>
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	<p>6.07 <i>The Executive members shall become familiar with Policies of the Society that may affect their particular SAGE.</i></p> <p>6.08 <i>A President of the Association who does not seek re-election or is defeated after one (1) or more terms in office is eligible to serve one (1) additional year on the Executive as Past-President, provided the Past-President remains a member in good standing of the Association at all times during that year.</i></p>
<p>BY-LAW No 3 (MOVED FROM BY-LAWS)</p>	<p>6.09 <i>Subject to Article 6.08, the President of the Executive shall hold a one (1) year term of office, up to a maximum of three (3) consecutive years beginning following the end of the Annual General Meeting to the end of the subsequent Annual General Meeting.</i></p>
<p>Be it enacted as a by-law of the Science Teachers' Association of Manitoba, Inc., that:</p> <p>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.</p>	<p>6.10 <i>Subject to Article 6.08, the Past-President of the Executive shall hold a maximum of a one (1) year term of office, beginning following the end of the Annual General Meeting to the end of the subsequent Annual General Meeting.</i></p> <p>6.11 <i>Subject to Article 6.08, members of the Executive shall hold a one (1) year term of office beginning following the end of the Annual General Meeting to the end of the subsequent Annual General Meeting.</i></p> <p><u>Vacancies</u></p> <p>6.12 <i>A vacancy on the Executive shall occur in any of the following circumstances:</i> <i>(a) the resignation of a member of the Executive; or</i></p>

	<p><i>(b) the member of the Executive being unable to act; or</i></p> <p><i>(c) the removal from office of a member of the Executive, pursuant to this Constitution; or</i></p> <p><i>(d) by Executive motion if a member of the Executive misses three (3) consecutive Executive meetings without reasonable excuse satisfactory to the Executive.</i></p> <p>6.13 <i>The Executive shall appoint a member to fill the vacant position as soon as reasonably possible.</i></p> <p>6.14 <i>The Executive is empowered to act notwithstanding any vacancy on the Executive.</i></p>
<p>IX. NOMINATIONS AND ELECTIONS – (MOVED FROM BY-LAWS – By-law 1)</p>	<p><u>ARTICLE VII – ELECTION OF EXECUTIVE</u></p>
<p>1. NOMINATIONS:</p> <p>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;</p> <p>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.</p> <p>c) The Chairperson of the Nominating Committee shall solicit, by written notice sent to all members at least</p>	<p>[NEW]</p> <p>7.01 Eligibility:</p> <p><i>(a) Any member in good standing of the Association is eligible to run for office, nominate candidates, and vote in elections of the Executive.</i></p> <p><i>(b) Executive members must hold and maintain membership in good standing in the Association during their term of office.</i></p> <p>7.02 Nominations:</p> <p><i>(a) The timeline for accepting nominations to run is thirty (30) Days in advance of the Annual General Meeting.</i></p> <p><i>(b) Nominations shall be received and presented by a Nominating Committee chaired by the Past-President. If the position of Past-President is vacant, the Executive may make a motion to appoint a former Past-</i></p>

<p>sixty (60) days prior to the annual General Meeting, nominations for the elected offices of the Corporation;</p> <p>d) Only paid-up new [and honorary life] members of STAM shall be eligible for nomination; (SEE ARTICLE VII – ELECTION OF EXECUTIVE 7.01)</p> <p>e) No member shall be eligible to be elected for more than three (3) consecutive terms in the same office; unless uncontested.</p> <p>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;</p> <p>g) All nominations must be post-marked by the deadline date established by the Nominating Committee for the return of nominations;</p> <p>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.</p> <p>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;</p> <p>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.</p> <p>2. ELECTIONS:</p>	<p><i>President or member in good standing as the chair.</i></p> <p><i>(c) Further nominations for any Executive position may be received from the floor at the Annual General Meeting.</i></p> <p><i>(d) Written notice of the nominations procedures shall be provided to members.</i></p> <p>7.03 <i>The election of the Executive members shall take place at the</i></p>
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<p>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;</p> <p>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);</p> <p>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;</p> <p>d) the ballot shall:</p> <ul style="list-style-type: none"> 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. <p>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.</p>	<p><i>Annual General Meeting and the Executive shall make arrangements for any members attending the Annual General Meeting by approved alternate means of participation in accordance with Article 11.04 to be able to cast their vote.</i></p> <p><i>7.04 Following the opportunity to accept nominations from the floor, if there is only one (1) candidate for an Executive position, that candidate is deemed the successful candidate by acclamation.</i></p> <p><i>7.05 If two (2) or more candidates run for an Executive position, a secret ballot vote of the members present at the Annual General Meeting shall be held to determine the successful candidate. The successful candidate in a vote amongst two (2) candidates wins by the majority vote. The successful candidate in a vote amongst three (3) or more candidates wins by the plurality of votes.</i></p> <p><i>7.06 Newly elected members of the Executive shall take office beginning at the end of the Annual General Meeting.</i></p> <p><i>7.07 The President shall provide the General Secretary of the Society a list of the members of the Executive within four (4) weeks of their election.</i></p>
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VIII. MEETINGS OF MEMBERS – (MOVED FROM BY-LAWS – By-law 1)	ARTICLE VIII – MEETINGS
<p>1. GENERAL MEETINGS OF THE CORPORATION: (SEE ARTICLE VIII – MEETINGS 8.02)</p> <p>a) The ANNUAL GENERAL MEETING (AGM) of the members of the Corporation shall be held during the last 90 days of the membership year.</p> <p>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;</p> <p>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;</p> <p>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) (SEE ARTICLE XI – QUORUM).</p> <p>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;</p> <p>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.</p> <p>g) motions from the floor requiring action of the board, shall be considered as Notices of Motion for the next AGM.</p> <p>2. MEETINGS OF THE BOARD OF DIRECTORS (SEE ARTICLE VIII – MEETINGS 8.01)</p>	<p>[NEW]</p> <p>8.01 Executive Meetings:</p> <p>(a) Executive meetings shall be held on a regular basis at the call of the President.</p> <p>(b) Members of the Executive shall be given at least seven (7) Days’ notice of Executive Meetings.</p> <p>(c) Business shall be decided by a majority vote of the members of the Executive in attendance at the Executive meeting.</p> <p>(d) Between Executive meetings, the Executive may conduct business by taking a vote of Executive members through e-mail. Business conducted in this manner shall be passed by a majority vote of the members of the Executive and must be recorded in the minutes of the next Executive meeting.</p> <p>8.02 General Meetings:</p> <p>(a) An Annual General Meeting of all members of the Association shall be held between September 1 and December 31 and require a minimum of thirty (30) Days’ written notice to members of the time, place, and agenda of the Annual General Meeting and that members may participate by way of conference call, or other alternate means of participation approved and provided for by the Executive. Any members who join the Association after the notice herein has been provided,</p>

<p>a) Meetings of the Board of Directors shall be held from time to time and at such place as the Board may determine.</p> <p>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.</p> <p>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.</p> <p>d) Each Director present shall have one (1) vote per resolution at the meetings of the Board of Directors.</p> <p>e) A majority of directors shall constitute a quorum for a meeting of the Board of Directors. (SEE ARTICLE XI – QUORUM).</p> <p>3. MEETINGS OF THE COMMITTEES:</p> <p>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;</p> <p>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;</p> <p>c) Each Council member present shall have one (1) vote per resolution at meetings of the Executive Council;</p> <p>d) A majority of the invited council members shall constitute a quorum for a meeting of the Executive Council. (SEE ARTICLE XI – QUORUM)</p>	<p><i>shall be provided with as much notice as reasonably possible.</i></p> <p>(b) If unforeseen, emergent issues arise after the minimum notice has been provided in accordance with Article 8.02(a), which are to be addressed at the Annual General Meeting, as much written notice of such issues must be provided to the members as reasonably possible.</p> <p>(c) Other general meetings of all members may be called at the discretion of the Executive and require a minimum of seven (7) Days’ written notice to members.</p> <p>(d) Business shall be decided by a majority vote of the members in attendance and in good standing, except as otherwise provided in this Constitution.</p> <p>8.03 Special General Meetings:</p> <p>(a) Special general meetings may be called:</p> <p><i>i. by a member of the Executive; or</i></p> <p><i>ii. by any member in good standing of the Association if a written request is submitted to the President, which written request states the reason for the meeting and is supported by the signatures of at least ten percent (10%) of the membership.</i></p> <p>(b) The membership must receive seven (7) Days’ notice of a special general meeting. However, the President has</p>
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	<p><i>the discretion to waive the minimum notice of a special general meeting in urgent circumstances, in which case the special general meeting shall be scheduled with as much notice to the membership as is reasonably possible.</i></p> <p><i>(c) The special general meeting shall be limited to the business stated in the written request.</i></p> <p><i>(d) Business shall be decided by a majority vote of the members in attendance and in good standing, except as otherwise provided in this Constitution.</i></p>
	<p>[NEW] ARTICLE IX – RULES OF ORDER</p>
	<p><i>The Rules of Order for Executive or general meetings shall be Robert's Rules of Order.</i></p>
<p>VII. COMMITTEES: - (MOVED FROM BYLAWS – By-law 1.)</p>	<p><u>ARTICLE X – STANDING COMMITTEES</u></p>
<p>The efficient operation of the Corporation can be enhanced by use of STANDING or ADHOC committees. The structure and leadership of such committees should be in keeping with their functions.</p> <p>1. STANDING COMMITTEES</p> <p>a) There shall be two (2) standing committees as follow:</p> <p>i. Conference Committee</p> <p>ii. Publications Committee</p> <p>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.</p> <p>c) The Chairperson(s) of the Conference Committee shall be as</p>	<p>[NEW]</p> <p>10.01 The Standing Committees of the Association shall be the following:</p> <p>(a) MTS PD Day Conference Committee;</p> <p>(b) Membership Committee;</p> <p>(c) Communications Committee;</p> <p>(d) Other, as assigned by the Executive.</p> <p>10.02 Duties of the Chairperson of Standing Committees:</p> <p>(a) to carry out the aims and duties of their respective committees and deal with all items of business referred to their committees by the Executive;</p>

<p>authorized by resolution of the Board of Directors, with such authorization to prove appropriate lead-time for the proper discharge of conference functions.</p> <p>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.</p> <p>e) All Standing Committees shall report to the Board of Directors or to the Corporation as required by the Board of Directors.</p> <p>2. MANDATE OF THE STANDING COMMITTEES;</p> <p>a) The CONFERENCE COMMITTEE shall:</p> <p>i. plan and organize and operate the SAG Conference subject to advice by the Board of Directors;</p> <p>ii. report to the Board of Directors from time to time as directed by the Board of Directors;</p> <p>iii. submit financial reports as directed by the Board of Directors</p> <p>iv. invite the BOD Liaison to all meetings</p> <p>b) The PUBLICATIONS COMMITTEE shall:</p> <p>i. coordinate the dissemination of information to the members of the Corporation through its publications;</p> <p>ii. utilize, whenever possible, other avenues for disseminating information, such as the existing educational and professional publications in the province.</p>	<p>(b) to recommend appointments to their respective committees to the Executive;</p> <p>(c) to report on the work of the committees to the Executive at each Executive meeting and provide an annual report to the Annual General Meeting;</p> <p>(d) to stay within the budgetary limits unless prior Executive approval is obtained for further expenditures;</p> <p>(e) to prepare budgets for their respective committees' yearly operation and submit such budget to the Treasurer prior to the preparation of the Association's annual budget;</p> <p>(f) to be responsible for the formation of sub-committees when the need arises.</p>
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<p>iii. invite the BOD Liaison to all meetings</p> <p>iv. send copies for final approval, prior to publication, to the BOD Liaison</p> <p>3. APPOINTMENT OF STANDING COMMITTEES;</p> <p>a) All standing Committee Chairpersons shall be appointed by the Board of Directors;</p> <p>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</p> <p>4. AD HOC AND SPECIAL COMMITTEES:</p> <p>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;</p> <p>b) The mandate and terms of reference for each Ad-Hoc or Special Committee shall be established by resolution of the Board of Directors.</p>	
	<p>[NEW] ARTICLE XI – QUORUM</p>
	<p>11.01 <i>The quorum for Executive meetings shall be fifty percent (50%) of the members of the Executive. Only one (1) vote per member will be permitted regardless of the number of positions held by each member. Members participating in Executive meetings by way of conference call, or other alternate means of participation approved and provided for by the Executive, shall be considered to be in attendance.</i></p> <p>11.02 <i>If quorum for an Executive meeting is not met, the</i></p>

	<p><i>Executive meeting may continue, but no votes on business matters shall be conducted.</i></p> <p>11.03 <i>The quorum for all general meetings shall be the members in attendance and in good standing, provided notice has been given in accordance with Article 8.02 or Article 8.03 in the case of a special general meeting.</i></p> <p>11.04 <i>Members in good standing participating in general meetings by way of conference call, or other alternate means of participation approved and provided for by the Executive, shall be considered to be in attendance for the purposes of Article 11.03, provided that they submit information to confirm their identity and membership in good standing.</i></p> <p>11.05 <i>Except as otherwise provided in this Constitution, business at a general meeting shall be conducted by a majority vote of the members in attendance and in good standing.</i></p>
<p>(MOVED FROM BYLAWS – By-law 1)</p>	<p>ARTICLE XII – FISCAL YEAR AND FINANCE</p>
<p>III. FISCAL YEAR: The fiscal year of the Corporation shall terminate on the 31st day of August in each year. See 12.02</p>	<p>[NEW] 12.01 Budget and Expenses: (a) The Executive must pass an annual budget for the fiscal year, which shall be presented to the membership for information at the Annual General Meeting.</p>
<p>XI SIGNATURE AND CERTIFICATION OF DOCUMENTS (MOVED FROM BY-LAWS – By-law 1)</p>	
<p>1. See 12.04 Contracts, documents, or other instruments in writing requiring a signature of the Corporation shall be signed by any TWO of: the President,</p>	<p>(b) All proposed expenditures must be approved by motion by the Executive prior to the expenditure.</p>

<p>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.</p> <p>2. See 12.03 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.</p>	<p>(c) Motions to approve and make amendments to the budget must be discussed and approved by the Executive.</p> <p>12.02 The fiscal year of the Association shall commence on September 1 and end on August 31.</p> <p>12.03 The President, the Secretary, and the Treasurer shall have signing authority for expending Association funds. The signatures of any two (2) of these persons shall appear on all of the Association's cheques . No person shall be authorized to sign cheques payable to oneself.</p> <p>12.04 Contracts, documents or other instruments in writing requiring a signature of the Association shall be signed by any two (2) of the following and upon approval of the President: (a) President; (b) Vice-President; (c) Secretary, or (d) Treasurer.</p> <p>12.05 The Association shall retain a qualified external auditor to annually undertake an independent audit or financial review of the Association's financial records and shall submit a copy to the General Secretary by November 30 each year.</p>
<p>BY-LAW No 4 – (MOVED FROM BY-LAWS)</p>	<p>ARTICLE XIII – CHAPTERS</p>
<p>Be it enacted as a by-law of the Science Teachers' Association of Manitoba, Inc., that:</p> <p>1. Chapters (Affiliate Groups) may be constituted to promote the goals and</p>	<p>[NEW]</p> <p>13.01 Any group who are members of the Association may form a chapter in their area.</p>

<p>objectives of Science Education in a local area.</p> <p>2. A school division area shall normally serve to define the smallest group constituting such a Chapter.</p> <p>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.</p> <p>4. The constitution of the Chapter shall include the following provisions:</p> <p>a) Any stated goals of the Chapter shall pertain to the geographical area of the Chapters;</p> <p>b) All terms of affiliation with the Corporation must be specified. such terms shall include:</p> <p>i. any on-going financial arrangements between the Chapter and the Corporation.</p> <p>ii. any on-going services to be rendered to the Chapter by the Corporation;</p> <p>iii. any on-going assistance expected of the Chapter by the Corporation;</p> <p>iv. any requirements for the submissions of lists of officers, reports, and financial statements to the Corporation;</p> <p>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;</p> <p>d) The structure of the Chapter shall include an Executive consisting of a President, secretary, treasurer,</p>	<p>13.02 <i>Each chapter shall elect an executive from its own members. The size of the executive is dependent upon the size of the chapter.</i></p> <p>13.03 <i>Any chapters formed shall be subject to:</i></p> <p>(a) <i>approval of the chapter's establishment and continuing affiliation by the Association;</i></p> <p>(b) <i>approval of the chapter's constitution by the Association and the Provincial Executive of the Society; and</i></p> <p>(c) <i>the condition that the chapter shall be considered defunct if it has not formed an executive for two (2) successive years.</i></p>
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<p>and at least two other members and shall specify what committees are to exist and / or shall provide for the striking of committees;</p> <p>e) The powers of the Executive of the chapter and the duties of the Officers of the Chapter shall be states;</p> <p>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;</p> <p>g) the procedures for amending the Constitution of the Chapter shall be specified;</p> <p>h) The Chapter's constitution shall not contravene the By-Laws of the Corporation nor those of the Manitoba Teachers' Society.</p> <p>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.</p> <p>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).</p> <p>7. The Chapter exists at the discretion of the Corporation.</p>	<p style="text-align: center; font-size: 48px; opacity: 0.2;">6</p>
<p>X AMENDMENTS OF BY-LAWS – (MOVED FROM BY-LAWS)</p>	<p><u>ARTICLE XIV – AMENDMENTS</u></p>
	<p><u>[NEW]</u> <u>Constitution</u></p>

<p>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);</p> <p>2. Proposed amendments for presentation to a general meeting must be circulated to the membership at least two (2) weeks prior to the meeting;</p> <p>3. To be accepted, the amendments must be approved by a two-thirds majority of all voting members present at a meeting.</p> <p>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.</p>	<p>14.01 The Association shall formally review its Constitution at least every fifth (5th) year.</p> <p>14.02 All amendments to the Constitution of the Association shall be voted on at the Annual General Meeting.</p> <p>14.03 A member of the Association may submit proposed amendments to the Constitution of the Association, by providing a draft amendment and written explanation to the President. Amendments shall be reviewed by the Executive and shall be placed on the agenda for the Annual General Meeting.</p> <p>14.04 Notice of proposed amendments shall be presented to the membership in writing at least thirty (30) Days prior to the Annual General Meeting at which the amendments are to be voted on by the membership.</p> <p>14.05 Amendments shall require a two-thirds (2/3) majority vote of members in attendance and in good standing at the Annual General Meeting to be approved.</p> <p>14.06 Amendments shall become effective on the date the Provincial Executive of the Society approves the amendments.</p> <p><u>Policy</u></p> <p>14.07 The Executive may establish policies, which outline operational details particular to the Association in relation to the matters regulated by this Constitution.</p>
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	<p>14.08 <i>Amendments to Policies of the Association shall be made by the Executive.</i></p> <p>14.09 <i>Amendments to Policies shall be presented to the membership at the Annual General Meeting.</i></p>
	<p><u>[NEW] ARTICLE XV – DISPOSITION OF ASSETS</u></p>
	<p>15.01 <i>The Association shall be considered defunct if it has not maintained a membership of at least twenty (20) Members for a period of two (2) successive years.</i></p> <p>15.02 <i>In the event that the Association is considered defunct, all funds, after payment of debts and liabilities, shall become the property of the Society.</i></p>
	<p><u>[NEW] ARTICLE XVI – REMOVAL OF A MEMBER OF THE EXECUTIVE</u></p>
	<p>16.01 <i>A member of the Executive may be removed from office pursuant to this article on the basis that there are reasonable grounds to believe that the member is unwilling or unable to act in the best interests of the Association and its members, and the interests of the Association would be compromised by the member continuing to serve the member’s term.</i></p> <p>16.02 <i>An Executive meeting to consider a member of the Executive’s removal from office may be called by any member of the Executive, if a request in writing is submitted to the President, which request identifies the member whose removal is sought, provides reasons for the requested removal, and is supported by at</i></p>

	<p><i>least two-thirds (2/3) of the members of the Executive.</i></p> <p>16.03 <i>An Executive meeting called in accordance with Article 16.02 shall be scheduled within five (5) working days and members of the Executive shall receive as much notice of the meeting as is reasonably possible. Such notice shall be in writing and shall state the purpose of the Executive meeting and the reason for removal.</i></p> <p>16.04 <i>The Executive member whose removal is sought shall be provided with the opportunity to make a representation at the Executive meeting.</i></p> <p>16.05 <i>A motion to remove a member of the Executive must pass by a two-thirds (2/3) secret ballot vote of the members in attendance and in good standing at the Executive meeting, which requires quorum in accordance with Article 11.01.</i></p>
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This constitution was ratified by the Science Teachers' Association of Manitoba (STAM), Special Area Groups of Educators at their Annual General Meeting on _____, 20__.

Approved by Provincial Executive on _____, 20__.

President, STAM

Secretary, STAM

General Secretary
Special Area Groups of Educators
The Manitoba Teachers' Society