A By-law relating generally to the conduct of the affairs of

The Canadian Phytopathological Society Inc.

La Société Canadienne de Phytopathologie Inc.

(the "Corporation")

BE IT ENACTED as a By-law of the Corporation as follows:

By-law 1 - Definitions

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Board**" means the board of directors of the Corporation and "director" means a member of the board;

"**By-law**" means this By-law and any other By-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means the legal entity incorporated as a corporation without share capital by Canada Letters Patent (constitution) under the *Canada Corporations Act* - Part II (CCA-II) from 1989-05-08 to 2014-09-18 and named The Canadian Phytopathological Society Inc. On 2014-09-18 the CPS transitioned from the *Canada Corporation Acts* - Part II (CCA-II) by the Articles of Continuance (transition) form 4031 to the *Canada Not-for-profit Corporations Act*. A certificate of Continuance was issued to the CPS on 2014-09-18 by Corporations Canada.

"**Meeting of Members**" includes an Annual Meeting of Members or a special meeting of members; "special Meeting of Members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an Annual Meeting of Members;

"**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the Regulations made under the Act, as amended, restated or in effect from time to time; and

"Society" means the Canadian Phytopathological Society

"**Special resolution**" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

By-law 2 - Interpretation

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

The Articles and By-laws of the Canadian Phytopathological Society (CPS) shall be available in English and French languages. The English version is the document of record, and in case of dispute, the English version takes precedence.

By-law 3 - Amendment of Articles and By-laws

a) All By-laws of the Society, with the exception of the By-laws in 3b, may be enacted, and the By-laws repealed or amended by By-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by a simple majority affirmative vote of the members at a meeting duly called for the purpose of considering the said by-law, or by electronic participation, provided that the repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Charities Directorate of the Canada Revenue Agency has been obtained.

b) Two-thirds vote of members is needed to make, amend or repeal By-law provisions dealing with conditions of membership, notice of meetings to members, or absentee voting, or to amend the Articles.

c) All amendments to the Articles and By-laws shall be published in the CPS News and/or on the CPS Website with a link provided in the CPS News.

By-law 4 – Not for Profit Nature of the Society

The activities of Society shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Society shall be used in furtherance of its purposes.

By-law 5 - Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors (Signing Officers). In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any Signing Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

By-law 6 - Financial Year

The financial year end of the Corporation shall be the calendar year end.

By-law 7 – Funds

The control of all funds received by the Society shall be vested with the Board.

The financial operation of the Society shall be audited by an Auditor, which shall be a firm of certified accountants, appointed by the members of the Society at the Annual Meeting of Members. The Auditor’s report shall be presented to the members.

The President, Treasurer and members appointed by the Board will have signing authority as follows: the signatures of any two of the Treasurer, the President or appointed members are required for disbursement of Society funds.

By-law 8 - Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

By-law 9 - Borrowing Powers

The Board may, without authorization of the members,

a) borrow money on the credit of the Corporation;
b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
c) give a guarantee on behalf and
d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

By-law 10 - Annual Financial Statements

The Board shall place before the members at every annual meeting a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. The Corporation shall notify all members electronically how to access a copy of the annual financial statements free of charge, normally by publication in CPS News.

By-law 11 - Membership Conditions

Membership in the Society shall be available to individuals having an interest in the science or practice of plant pathology and furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by the resolution of the Board or in such other manner as may be determined by the Board of Directors.

Subject to the Articles, there shall be six classes of members in the Society:

a) Regular Member. Anyone interested in plant pathology may apply for regular membership.
b) Student Member. Any person who is a full-time student pursuing a degree at a recognized college or university may apply for student membership. Applications for regular and student membership must be endorsed by one member of the Society and must be approved by the Board. Applicants may be accepted into the Society at the Annual Meeting of Members or by the Board in the interim.
c) Emeritus Member. Any person who has been a member for 10 or more years may upon retirement apply to the Membership Secretary for Emeritus status. Emeritus members shall receive the CPS News but shall not pay dues. They may receive the journal of the Society at student membership rates. Free Emeritus status will be automatically renewed annually.
d) Fellow: A regular member who has rendered outstanding service to the Society and to the profession of plant pathology. Nominees for Fellows shall be recommended to the Board by the Awards Committee and shall be elected by unanimous consent of the Board.
e) Honorary Member: Any person, normally not a member of the Society, who has rendered eminent service to plant pathology. Nominees for Honorary Members shall be recommended to the Board by the Awards Committee and shall be elected by unanimous consent of the Board.

f) Sustaining Associate: An institution, business or individual making a contribution to the Society of an amount prescribed in By-law 15. Each Sustaining Associate membership has one vote.

g) Regional Groups of the Society may be established on approval by the Board and are responsible for appointing Regional Representatives to the Society. The Board may appoint Regional Representatives in areas where no Regional Group exists.

h) Each member, regardless of membership class, shall have the right to receive notice of, attend and exercise one vote at Annual or Special meetings of members, and to attend all scientific conferences organized by the Society.

i) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special resolution of the members is required to make any amendments to this section of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

By-law 12 - Nomination and Election of Officers, Directors, Auditors, Committees and Representatives

a) The election process will be run by the chair of the Nominating Committee. The Nominating committee shall submit a slate of nominees for Board Members and Standing Committees to the Secretary by February 21st of each year. The Secretary shall notify all CPS members of the nominations made by the Nominating Committee by publication in the March CPS Newsletter that precedes the Annual Meeting of Members.

b) Nominations for any office may be made from the Society at large but notice of such nominations shall reach the Chair of the Nominating Committee or the Secretary by February 1st of the year of the election and be signed by not fewer than five members, including the person nominated.

c) For all positions, each nomination must have the assent of the nominee.

d) The members shall at each Annual Meeting of Members appoint Auditors to hold office until the next Annual Meeting of Members, to audit the accounts of the Society for report to its members, provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditors shall be fixed by the Board of Directors.

e) Where more than one candidate is nominated for a position, an election by secret ballot shall be held. The Secretary shall prepare and send a ballot(s) listing the vacant position(s) and all valid nominees for the position(s) at least two months prior to the Annual Meeting of Members. Ballots shall be returned to the Chair of the Nominating Committee by regular mail, facsimile or electronically marked with the sender's name by six weeks prior to the Annual Meeting of Members, or voting must be completed by electronic means by six weeks prior to the Annual Meeting of Members. Ballots shall be counted or verified by a committee of three consisting of the Chair of the Nominating Committee (as Chair) and two others, preferably members, appointed by the Chair of the Nominating Committee. After the counting of the ballots is complete, the Chair of the Nominating Committee will submit the results of the ballot to the Secretary by three weeks prior to the Annual Meeting of Members. The Secretary will cast a vote only to break a tie.

f) A member privileged to vote is any Regular, Student, Emeritus, Fellow, Sustaining Associate or Honorary Member.

g) Ratification of the Board of Directors and new members of standing committees and appointed representatives will be held at the Annual Meeting of Members. At the Incoming Board Meeting, the President will install the members of the Board, committees, and representatives.

By-law 13 - Members' Meetings

a) Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held annually at any place within Canada determined by the Board, or outside of Canada if a majority of the members entitled to vote at such meeting so agree.
b) All members shall be notified electronically of the place, time and purpose of the Annual or any Special Meeting of Members at least two weeks before the date of the meeting. Notice of Special business meetings must give sufficient information for a reasoned judgement.
c) All Regular, Student, Emeritus, Fellow, Sustaining Associate and Honorary Members have voting privileges at any Annual or Special Meeting of Members. No proxy voting shall be allowed. Each voting member is entitled to one vote.
d) A quorum at Annual or Special Meeting of Members shall be 25 members of the Society.
e) In the event that the Chair of the Board, President-elect and the Vice Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.
f) The Chair of the Annual Meeting of Members shall not exercise a vote except to break a tie.
g) Special meetings of the Society may be called by members equalling five per cent or more of the voting membership.

By-law 14 – Notice of Meetings to Members

a) All members, entitled to vote at a Meeting of Members of the Society shall be notified electronically of the place, time and purpose of the Annual or any Special Meeting of Members at least two weeks before the date of the meeting. Notice of Special meetings must give sufficient information for a reasoned judgement.
b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special resolution of the members is required to make any amendments to this section of the By-laws of the Society to change the manner of giving notice to members entitled to vote at a Meeting of Members.

By-law 15 - Membership Dues

Annual fees shall be at the discretion of the Board. Honorary Members and Emeritus Members who receive only CPS News shall be exempt from fees.

Fees for the year of membership can be paid at any time and will be valid for the remainder of the year. Renewal notices will normally be mailed to members beginning in November the previous year. Those who have not paid their membership fees shall be removed from the mailing list. Late fees are not applicable.

Sustaining Associate status with the Society requires an annual contribution of at least double the annual membership fee. A list of Sustaining Associates shall be included in the annual Directory of Members.

By-law 16 - Termination of Membership

A membership in the Corporation is terminated when:

a) the member dies or resigns;
b) the member is expelled or their membership is otherwise terminated in accordance with the CPS Code of Conduct or By-laws;
c) the member's term of membership expires; or
d) the Corporation is liquidated and dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

By-law 17 - Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

a) violating any provision of the Articles, By-laws, or written policies of the Corporation;
b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other Officer as may be designated by the Board, shall provide 20 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other Officer as may be designated by the Board, in response to the notice received within such 20-day period. In the event that no written submissions are received by the president, or such other Officer as may be designated by the Board, they may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

By-law 18 - Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors and the public accountant of the Corporation are entitled to be present at a Meeting of Members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, Articles and By-laws are entitled to cast a vote at the meeting.

By-law 19 - Votes to Govern at Members' Meetings

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. The Chair of the Annual Meeting of Members shall not exercise a vote except to break a tie. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the Chair of the meeting shall have a deciding vote.

By-law 20 - Members' Meeting Held Entirely by Electronic Means

Annual or special meetings of members may be held entirely or partially by suitable electronic means.

By-law 21 – Board of Directors

a) Subject to the Articles, the property and business of the Society shall be managed by a Board of Directors, which shall have a minimum of six and a maximum of twelve Directors.
b) The Board shall be composed of the President, the President-elect, the Vice President, the Past President, the Secretary, the Treasurer, the Membership Secretary, the CJPP Editor-in-Chief, the

CPS website editor, and Junior and Senior Directors-at-large. A majority of Directors shall form a quorum.

c) The Editor-in-Chief shall be an Officer of the Society and a voting member of the Board of Directors

d) Directors serve one-, two- or three-year terms described as follows:
The Vice President shall be elected for a one-year term and normally will progress to President-elect, President and Past President. The Secretary and Treasurer shall be elected for staggered two-year terms and shall be eligible for nomination for additional terms. The Membership Secretary shall be elected for a two-year term and shall be eligible for renomination. The Directors-at-large shall be elected for staggered two-year terms and shall be eligible for nomination for a second term. The Editor-in-Chief and CPS Website Editor are appointed by the Board for a renewable three-year term.

e) Directors shall be eligible for re-election at the Annual Meeting of Members. There is no limit on the number of consecutive terms to which a director may be elected.

f) The Board shall meet at least once each year. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that 14 days' notice of such meeting shall be sent to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.

g) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

h) Directors, as such shall not receive any stated remuneration for their services, but, by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board and at the Annual Meeting of Members. Such fixed sum may be paid to the Directors as members may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Society as an Officer or in any other capacity and receiving compensation therefor.

i) A retiring Director shall remain in office until the dissolution or adjournment of the Annual Meeting of Members at which his/her successor is elected.

j) The Directors shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an Officer or Officers of the Society the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Society. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of persons having made notable contributions to further the objects of the Society in accordance with such terms and conditions as the Board of Directors may prescribe.

k) The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next Annual or Special Meeting of Members when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the remuneration to such Officers, agents, or employees shall cease to be payable from the date of such Meeting of Members.

l) The Board of Directors shall take such steps as they may deem requisite to enable the Society to receive donations and benefits for the purpose of furthering the objects of the Society.

m) Each Director shall have one vote at all meetings of Directors.

n) If all the Directors of the Society consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating

in the meeting to hear each other, and a Director participating at such a meeting by means is deemed to be present at the meeting.

o) A resolution in writing, approved by a majority of the Board of Directors entitled to vote on that resolution at a meeting of Directors is valid as if it had been passed at a meeting of Directors or Committee of Directors.

By-law 22 - Appointment of Officers

The Board may designate the offices of the Corporation, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.

By-law 23 - Officers

a) The Officers of the Society shall include the President, the President-elect, the Vice President, the Secretary, the Treasurer, and the Editor-in-Chief. The President, the President-elect, the Vice President, the Secretary and the Treasurer shall constitute an Executive Council empowered to conduct the affairs of the Society between Board meetings, subject to ratification by the Board when it next meets.

b) The Officers of the Society shall hold office from the end of one Annual Meeting of Members until the end of the next. They may be removed before the completion of a normal term of office by a majority vote at an Annual or Special meeting of the voting members of the Society.

c) The Officers of the Society and all Board members may withdraw at any time from their respective office by a written resignation delivered to the President of the Society.

d) The powers and duties of the Officers of the Society shall be as described in By-law 25.

By-law 24 –– Indemnities of the Directors and Others

Every Director or Officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any company controlled by it and their 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 Society, from and against:

a) All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

By-law 25 – Powers and Duties of the Board of Directors

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the Directors and Officers of the Corporation shall have the following duties and powers associated with their positions:

I. PRESIDENT

General Responsibilities:

a) The President would normally assume office after a one-year term as President-elect. He or she assumes office at the conclusion of the Annual Meeting of Members of the Society.

b) The President shall cause the spirit of the Constitution and the decisions of the Annual Meeting of Members and of Board meetings to be carried out.

c) The President is the Chair at all Board meetings that are held during his or her term of office and at the Annual meeting of the members of the Society.

d) The President, in consultation with the President-elect and Secretary, is responsible for preparation of the agenda for the Annual or Special Meeting of Members.

e) The incoming President is responsible for scheduling the first meeting and preparing the agenda of the new Board at the close of the annual scientific conference.

f) The President shall maintain close liaison with the chairs of all Society committees to encourage and assist in their efforts, and is an ex officio member of these committees.

g) Between Annual meetings of members, when it is not possible to convene a meeting of the Board to consider issues that may arise, the President shall endeavor to seek the guidance of the Board before taking action.

h) The President shall advise the Board and Society members on significant activities of the Society and solicit their suggestions.

i) The President has the power to appoint Ad Hoc committees to perform a specific function. Such committees shall normally serve only until the expiry date specified by the President at the time a committee is established.

j) The President shall schedule a meeting of the outgoing Board immediately before the Annual meeting of the members of the Society. The President, in consultation with the Secretary and President-elect, shall prepare the agenda for the meeting of the outgoing Board, and submit information to other members of the Board in advance of the meeting so that issues can be properly considered.

k) The President along with President-elect, serves as a representative to Plant Canada, or the American Phytopathological Society (APS) for the Annual Meeting of Members for which she/he will be the president. (see By-law 27 for the roles and responsibilities of CPS representatives on the Plant Canada Board)

l) Election of the new Board of Directors and new members of standing committees and appointed representatives will be held at the Annual Meeting of Members. The election process will be run by the chair of the Nominating Committee at the Annual Meeting of Members. Following the election, the President will install the members of the Board, committees and representatives.

Specific Responsibilities

m) The President shall dispose of properly approved resolutions by sending each to the person(s) or organization specified and provide for subsequent release or distribution as appropriate.

n) The President shall notify all recipients of the Awards of the Society, with a copy to the chair of the Awards Committee by May 1st of each year.

o) Following the Annual Meeting of Members, the incoming President shall:

i. Send letters of congratulations to: recipients of Honorary Membership, Fellows, or other awards given by the Society; new Officers and Directors; new Officers of regional groups of the Society as they are appointed.

ii. Send letters of appreciation to: Chair of the Program Committee; President or other appropriate administrative Officers of host institution for the annual meeting; outgoing Society Officers and Directors; invited speakers and other participants at Society functions; outgoing Chairs of Standing, Subject Matter and Ad Hoc Committees.

iii. Send letters of appointment to Chairs of the Subject Matter and Ad Hoc Committees.

II. PRESIDENT-ELECT

a) The President-elect assumes office at the conclusion of the Annual meeting of the members of the Society.

b) The President-elect presides at Board meetings and the Annual or Special Meeting of Members in the absence of the President.

c) The President-elect assists the President and Secretary in preparing the agendas for the Annual Meeting of Members and for the first meeting of the new Board.

d) The President-elect serves as the Board's liaison with the Local Arrangements Committees particularly in developing the program of the annual scientific conference.

e) The President-elect serves as Chair of the Science Policy Committee.

f) The President-elect serves as the Board's liaison with the Local Arrangements Committee for the Annual Meeting of Members and annual scientific conference during which they will be president, particularly in developing the scientific program. This includes being the Board's liaison with APS, Plant Canada or other societies when there is a joint meeting.

g) The President-elect serves as a representative on the Plant Canada Board. (see By-law 27 for the roles and responsibilities of CPS representatives on the Plant Canada Board)

III. PAST PRESIDENT

a) The Past President assumes duties at the conclusion of the Annual Meeting of Members of the Society.

b) The Past President serves as Chair of the Nominating Committee.

c) The Past President serves as Chair of the Financial Advisory Committee.

d) The Past President shall review and update the Operations Manual, as required

IV. VICE PRESIDENT

a) The Vice President assumes office at the conclusion of the Annual meeting of the members of the Society.

b) The Vice President presides at all Board meetings in the absence of the President and President-elect.

c) The Vice President along with the President-elect serves as a representative of the Plant Canada Board in the years Plant Canada does not hold a meeting. (see By-law 27 for the roles and responsibilities of CPS representatives on the Plant Canada Board)

V. SECRETARY

a) The Secretary shall be elected for a two-year term and shall be eligible for renomination. A new Secretary will not normally be elected in the same year as a new Treasurer.

b) The Secretary assumes the responsibilities of the office at the conclusion of the Annual meeting of the members of the Society.

c) The Secretary assists the President in preparing the agenda for all regular and special meetings of the Board.

d) The Secretary prepares the Annual Report of the Society to be published by the Society.

e) The Secretary maintains a current file of all Society correspondence, minutes, Board records, updates to the Articles and By-laws, and current lists of Board Members/Officers of the Society.

f) The Secretary files an Annual Return with Industry Canada, within 60 days following the Corporation's anniversary date of September 18th, and fulfills other reporting obligations under the Canada Not-for-profit Corporations Act such as filing any changes to the Board of Directors, registered office address, Articles or By-laws.

g) Meetings of the Board

i. The Secretary notifies all Board members of the dates and places of all Board meetings in advance of the meeting and distributes the agenda and other pertinent information.

ii. The Secretary records the minutes of all Board meetings and distributes the minutes to all members of the Board without undue delay after the meeting.

h) Annual Meeting of Members

i. By February 21 of each year, the Secretary receives from the Nominating Committee a slate of nominees for membership on the Board and on Standing Committees.

ii. Not less than three months prior to the Annual Meeting of Members the Secretary notifies all members of the Society of the nominations made by the Nominating committee, normally via an announcement in the March CPS NEWS.

iii. Whenever a vote is necessary for the election of members of the Board or of Standing Committees, the Secretary prepares resumés of nominees, a ballot or ballots listing the vacant position(s) and all valid nominees for the position(s) and sends one ballot to each member privileged to vote by mail or electronic means at least two months prior to the Annual Meeting of Members. Ballots shall be returned to the Chair of the Nominating Committee by means directed by the Board by six weeks prior to the Annual Meeting of Members. Ballots shall be counted by a committee of three consisting of the Chair of the Nominating Committee and two others appointed by the Chair of the Nominating Committee.

iv. The Secretary receives the election results from the Chair of the Nominating Committee. The secretary will cast a vote only to break a tie.

v. The Secretary calls for annual reports from the Chairs of Committees, editors of the Canadian Plant Disease Survey and CPS News, regional representatives and representatives to the International Society for Plant Pathology and Plant Canada, and compiles and publishes the reports in CPS News prior to the Annual Meeting of Members.

vi. The Secretary assists the President in the preparation of agendas for the Annual Meeting of Members and for the Board meetings prior to and immediately following the Annual Meeting of Members.

vii. The Secretary notifies the following societies and organizations of the new Officers of the Society: International Society for Plant Pathology (ISPP), the American Phytopathological Society (APS) and Plant Canada.

viii. The Secretary arranges for CPS plaques, certificates and medals, as required for the Annual Meeting of Members.

i. Annual Report

The annual report is prepared by the Secretary of the Society and is published in CPS NEWS:

i. A summary of the Annual Meeting of Members, including dates, location, registered attendance, symposium topics, special sessions, guest speakers, contributed paper sessions, discussion sessions, number of papers presented, Board meetings, demonstrations, commercial and scientific exhibits, and other scheduled events.
ii. The minutes of the Annual Meeting of Members.
iii. Report of the Treasurer including the most recently audited report of income and expenses and changes in net worth of Society holdings.
iv. Report of the Secretary.
v. Report of the Membership Secretary.
vi. Report of the Editor-in-Chief of the Canadian Journal of Plant Pathology.
vii. Report of the Editor of CPS NEWS.
viii. Report of the Editor of Canadian Plant Disease Survey
ix. Reports of the Standing Committees.
x. Reports of the Subject Matter and Ad Hoc Committees.
xi. Report of the Website Editor
xii. Report of the Representatives to ISPP.
xiii. Reports of the Regional Representatives.
xiv. Summary of amendments to the Articles and By-laws duly made at the past Annual Meeting of Members.
xv. A list of CPS Officers and the Board for the coming year.
xvi. A list of members of committees.

VI. TREASURER

a) The Treasurer shall be elected for a two-year term and shall be eligible for renomination. A new Treasurer will not normally be elected in the same year as a new Secretary and Membership Secretary.
b) The Treasurer assumes the responsibilities of office at the conclusion of the Annual Meeting of Members.
c) The Treasurer has signing authority for the Society. The signature of any two of the Treasurer, the President or the members appointed by the Board are required for disbursement of Society funds.
d) The Treasurer is a member of the Financial Advisory Committee, which is responsible for the preparation of the annual budget for the Society for consideration and approval by the Board prior to submission to the Annual Meeting of Members.
e) The Treasurer is responsible for the Annual audited financial statement for presentation to the Board and the Annual Meeting of Members.
f) The Treasurer has direct responsibilities for the accounting, record keeping, budgeting and preparation of financial statements. All financial transactions should be recorded in such a manner that they are satisfactory to the Auditors.
g) The Treasurer is responsible for ensuring that tax receipts are delivered to the members prior to the last day of December.
h) The Treasurer is responsible for recommending an Auditor to the Annual Meeting of Members.

VII. MEMBERSHIP SECRETARY

a) The Membership Secretary shall be elected for a two-year term and shall be eligible for renomination. A new Membership Secretary will not normally be elected in the same year as a new Treasurer.
b) The Membership Secretary assumes duties at the conclusion of the Annual Meeting of Members.
c) The Membership Secretary serves as Chair of the Membership Committee.
d) The Membership Secretary is responsible for contacting members about renewing their memberships. Payment for memberships made by cheque or cash are handled by the assistant to the CPS Treasurer; payments made by credit card are made through the website.
e) The Membership Secretary is responsible for devising follow-up procedures to recover dues in arrears prior to removing any member from the roll and mailing list.
f) The Membership Secretary is responsible for updating and maintaining a current membership database and mailing list. Mailing labels shall be made available to the Secretary, Treasurer, Editor-in-Chief and Technical Editor of the Journal, Editor of CPS NEWS, Regional Representatives and the Local Arrangements Committees, as needed. The mailing list is not available for sale or non-Society use without the formal consent of the Board.
g) The Membership Secretary is responsible for preparing and mailing Sustaining Associate certificates.
h) The Membership Secretary is responsible for the list of CPS Officers and the Board for the coming year as well as a list of members of committees, as directed by the Nominating Committee, and maintains the lists of all Awards recipients and fellows.
i) The Membership Secretary provides the Canadian Journal of Plant Pathology Publisher with lists of all members requesting online access to the Journal, and in consultation with the Editor-in-Chief of the Journal and the Journal Accounts Manager, shall collaborate in maintaining a current Journal subscription list.
j) The Membership Secretary prepares the annual Directory of Members to include the lists of Board members and various committees shortly after the Annual Meeting of Members, the lists of all CPS Awards recipients, a list of all members with information provided by members, and a list of Sustaining Associate Members. The Membership Secretary also e-mails the Directory to all members.
k) The Membership Secretary distributes to members by e-mail relevant information disseminated by the Board and/or Committee Chairs.
l) The Membership Secretary provides the CPS Website Editor with lists of Board members, Committee members and Awards recipients to be posted on the website.

VIII. DIRECTORS-AT-LARGE

The Society has two Directors-at-large. They are elected by the members of the Society for staggered two-year terms and shall be eligible for nomination for a second term. They shall be designated Senior (serving second year) and Junior (serving first year of a two-year term) Directors-at-large.

General Responsibilities

a) The Junior Director-at-large assumes duties at the meeting of the new Board at the Annual meeting of the Society.
b) As members of the Board, the Directors-at-large are expected to participate fully in the affairs of the Society, to attend meetings of the Board, and to be consulted on all issues requiring Board action between Annual meetings of members.
c) The Junior and Senior Directors-at-large shall assume an active role in providing direction to and ensuring that the goals of the various CPS Subject Matter Committees are achieved. The specific committee responsibilities shall be assigned by the Board at the time of appointment.

IX. WEBSITE EDITOR

a) The Board will appoint the Website Editor for a renewable three-year term.
b) The Website Editor will make the necessary arrangements with internet service providers and obtain technical assistance as needed to maintain the Website, and the digital payment service used for the collection of membership and conference registration fees.
c) The Website Editor will provide leadership on website content and development.
d) The Website Editor will be responsible for assembling and posting information on CPS publications, careers, meetings and announcements to the CPS website on a regular basis.
e) The Website Editor is responsible for publishing all amendments to the Articles and By-laws with a link provided in the CPS News. The Website Editor receives the information from the Secretary.
f) The Website Editor is responsible for publishing the lists of Board members, Committee members and Awards recipients. The Website Editor receives the information from the Membership Secretary.
g) The Website Editor is responsible for posting the link to the CPDS that is published online annually as a supplement to the Canadian Journal of Plant Pathology.
h) The Website Editor is responsible for posting the CPS Newsletter. The Website Editor receives the information from the Newsletter editor.
i) The Website Editor is responsible for facilitating (when appropriate) registration payments from annual scientific conferences and/or regional CPS meetings.

X. EDITOR-IN-CHIEF, CANADIAN JOURNAL OF PLANT PATHOLOGY

a) The Editor-in-Chief assumes duties at the conclusion of the Annual Meeting of Members of the Society.
b) The Board will appoint the Editor-in-Chief as an officer of the society for a renewable three-year term.
c) The Editor-in-Chief has the responsibility for formulating the general editorial and publication policy of the Journal, subject to approval by the Board.
d) The Editor-in-Chief is responsible for the content of each issue of the journal and shall ensure timely publication and distribution of the journal.
e) The Editor-in-Chief shall appoint the members of the Journal Editorial Board who will have responsibility for manuscript review. The Editor-in-Chief is Chair of the Journal Editorial Committee.
f) The Editor-in-Chief shall be the contact person with the publisher in all matters pertaining to the journal.
g) The Editor-in-Chief shall be responsible for invoicing authors for page charges and will communicate with the treasurer to keep the journals accounts in good standing.
h) The Editor-in-Chief shall collaborate with the Membership Secretary in maintaining a current Journal subscription list.
i) The Editor-in-Chief shall be a voting member of the Board of Directors.
j) The Editor-in-Chief of CJPP shall be one of the Society's representatives to the ISPP.

By-law 26 – Society Governance Rules and Regulations

I. ANNUAL SCIENTIFIC CONFERENCE

The Society shall organize an annual scientific conference alone or shall participate/co-organize a joint scientific conference with Plant Canada, American Phytopathological Society or other scientific societies.

II. PROVINCIAL SOCIETIES, REGIONAL GROUPS AND REGIONAL REPRESENTATIVES

The Society recognizes that independent provincial societies exist in Canada which promote plant pathology, and which may have members in common with CPS. Where independent societies exist, CPS maintains liaison with these societies through persons who are selected by the provincial society as representatives to CPS. CPS also maintains Regional Groups and Regional Representatives. Regional Representatives promote the interests of CPS and its members in that region. Regional Representatives are normally appointed or elected by the members of the group that they represent and serve terms of office at the discretion of those members. In exceptional circumstances the Board may appoint a Regional Representative where no Regional Group exists or a representative to maintain liaison with an independent provincial society. There are eight regions recognized by the Society, namely Atlantic Canada, Quebec, Eastern Ontario, Southwestern Ontario, Manitoba, Saskatchewan, Alberta, and British Columbia.

General Responsibilities and Activities of Regional Representatives

a) The Membership Secretary will be informed promptly of newly elected or appointed representatives so that their names may be published annually in the CPS directory of members.
b) Representatives serve as reporters and contributors to CPS NEWS.
c) Representatives are automatically members of the Membership Committee.
d) Representatives serve as a liaison between the group they represent and the Board and as such they communicate to the Board any issue, which they feel may warrant the attention of the Board.
e) Representatives should assume leadership roles in the nomination of persons for CPS awards.
f) Representatives are expected to promote and advance the objects of the Society within the region they represent by holding an annual regional meeting, if feasible and practical.
g) An amount, not normally exceeding $1500.00 annually, shall be available to Regional Groups for promoting regional activities. The Board may approve a larger amount following consideration of the merits of the request on an individual basis. The extra funds will only be sent to the Regional Group following an itemized expense report to the CPS Treasurer.

III. PUBLICATIONS

1. The Canadian Journal of Plant Pathology

a) The Board shall appoint the Editor-in-Chief for a renewable three-year term. The Editor-in-Chief shall be an Officer of the Society and is not eligible for nomination to another office of the Society during his or her term.
b) The Board shall appoint the Associate Editor-in-Chief for a renewable three-year term.
c) The Editor-in-Chief appoints the members of the Journal Editorial Committee and shall be the Chair of the Journal Editorial Committee.
d) A copy of each issue shall be distributed to each Regular Member, Student Member, Fellow and Sustaining Associate of the Society.
e) Abstracts of papers submitted from the annual scientific conference and regional meetings shall be published in the Journal.
f) Authors shall be charged a publication fee for each abstract published. The fee shall be determined annually by the Board.

1.1 The Canadian Plant Disease Survey

a) The Canadian Plant Disease Survey (CPDS) is a periodical of information and record on the occurrence and severity of plant diseases in Canada and on the assessment of losses from disease.
b) The CPDS is published online annually as a supplement to the Canadian Journal of Plant Pathology, with a link to the CPDS on the CPS Website.
c) The CPDS is free and open-access. Reports submitted to CPDS do not incur a publication fee.
d) The Board shall appoint a National Editor for a renewable 5-year term and may, in consultation with the editor, appoint an Assistant Editor for a renewable 5-year term.

2. The CPS NEWS

a) The Board shall appoint the Editor for a renewable three-year term and may in consultation with the Editor, appoint an Assistant Editor for a renewal three-year term to assist with the CPS NEWS.
b) Copies of each issue of the CPS NEWS shall be distributed electronically to all members of the Society.
c) The report of the Annual Meeting of Members, excluding abstracts of papers presented, shall be published in the CPS NEWS.
d) The Secretary shall maintain a file of issues of the CPS NEWS.

3. Other Publications

The Board may authorize other publications as official publications of the Society. The Board shall have full authority to determine editorial policy, appoint editors, establish sale price, and supervise production of these publications. For each publication, the Board shall receive prior approval by motion at an Annual Meeting of Members and submit an annual report of the year's activities during the planning and production phase of each publication.

IV. ASSOCIATE EDITOR-IN-CHIEF, CANADIAN JOURNAL OF PLANT PATHOLOGY

General responsibilities:

a) The Associate Editor-in-Chief assumes duties at the conclusion of the Annual Meeting of Members of the society
b) The Board will appoint the Associate Editor-in-Chief for a renewable three-year term.
c) The Associate Editor-in-Chief assists EIC with the manuscripts and journal related functions.
d) The Associate Editor-in-Chief will be a member of the Journal Editorial Committee.

V. EDITOR, CPS NEWS

General Responsibilities

a) The Editor, CPS NEWS, assumes duties at the conclusion of the Annual Meeting of Members.
b) The Editor or the Editor and Editorial Committee assumes responsibility for the editorial policy of CPS NEWS, subject to approval of the Board.
c) The Editor is responsible for collating news items from across Canada. Regional Representatives and other members selected by the Editor shall serve as correspondents.
d) The Editor is responsible for the following: (A) assembling and distributing CPS NEWS on a quarterly basis with the issues normally appearing in September, December, March, and June.
e) The Editor of CPS NEWS shall be one of the Society's representatives to the ISPP.

VI. ASSISTANT WEBSITE EDITOR

a) In consultation with the Website Editor, the Board shall appoint an Assistant Website Editor for a renewable two-year term to assist the CPS Website Editor.

General responsibilities

a) Assists Website Editor, as required.
b) Acts as a back-up in the absence of website editor

By-law 27 - Society Representatives in Other Organizations

a) The Board shall appoint representatives to other organizations in which the Society is entitled to representation.
b) The Society shall be an associate member of the International Society for Plant Pathology (ISPP) and the Editor-in-Chief of CJPP, and the Editor of CPS news will be CPS representatives to ISPP.
c) The Society shall be a member of Plant Canada. The CPS Vice-President and President-elect will serve as CPS representatives on Plant Canada Board with one exception. The Exception is that the President, along with President-elect, serves as a representative to Plant Canada, or the American Phytopathological Society (APS) for the Annual Meeting of Members for which she/he will be the president.
    i. The CPS representatives to Plant Canada will represent CPS on the Plant Canada Board and attend all Plant Canada Board meetings.
    ii. The CPS representatives will forward Plant Canada Board meeting minutes and other relevant updates to the CPS Board, so that the CPS board members are aware of Plant Canada activities including joint conference planning and coordination.
    iii. The CPS representatives will report to the CPS Board and CPS Future Meetings committee about the year and location of the Plant Canada Joint Conference, which is normally held every four years.
    iv. The outgoing CPS representative will provide the new CPS representatives with updates on Plant Canada, tips and in general what to expect in terms of tasks, etc.
    v. At the end of each Plant Canada conference, the CPS representatives will attend the Plant Canada conference closing meeting, and present Plant Canada with his/her successor (the latter would be appointed in advance by the CPS Board).

By-law 28- Records

Those records that are of historical interest but not necessary for current operations of the Society shall be deposited for safekeeping with the Public Archives of Canada.

By-law 29 - Travel Reimbursement Policy

a) Society members who are required to travel on essential Society business are entitled to reimbursement for travel costs and out-of-pocket expenses, based on the financial situation of the Society and the discretion of the Board.
b) The annual budget must include a line item to cover travel expenses.
c) At the meeting of the new Board following the Annual Meeting of Members, an agenda item should be the setting of priorities for drawing upon the travel item approved in the budget.
d) In calculating expenses, the following guidelines shall apply:
    i. Travel expenses will follow Canadian federal government guidelines.
    ii. Accommodation: motel or hotel accommodations shall be reimbursed up to the rate charged for single occupancy.

iii. Meals: reimbursements will be made based on the current Canadian federal government Per Diem rates for meals not otherwise provided or covered (e.g. conference meals included in registration fee).
iv. Claims including travel must be submitted to the Treasurer with appropriate receipts attached for approval and payment.

e) The President of CPS shall be reimbursed for hospitality-related expenses associated with their official duties. The President will inform the Board of the function, an estimate of the requested amount, and the approximate number of invitees prior to the event. The Board must pre-approve both the estimate and the final expenses. All expenses must be accompanied by receipts.

By-law 30 - Procedure for Filling Unexpected Vacancies

The Board has the power to fill any vacancy that occurs between annual meetings of members. This power should be used with discretion and, if possible, after consulting the Nominating Committee. The basic principle to consider is that elective offices should be filled through the elective process. Technically the President is not elected, but automatically progresses through the offices of Vice President to President-elect before becoming President. If for any reason this succession is broken the Board should endeavor to fill the vacant position with an elected member, or delay taking action until the vacancy can be filled by election.

When any vacancy occurs, the Board should see that the vacancy is either filled or that the duties associated with the vacant office are assigned in such a way that the operations of the Society are not impaired. The action to be taken would depend upon several factors, such as the office being vacated and the difficulties of assigning the duties associated with that office to others, the amount of advance notice of the impending vacancy, and the time remaining in the term of the office that is becoming vacant.

By-law 31 - Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. The terms of reference for standing committees shall be determined by the Board. Committee members shall serve without renumeration. Any committee member may be removed by resolution of the Board of Directors.

There shall be three types of committees of the Society, namely:

a) Standing Committee - as designated in the By-laws of the Society.
b) Subject Matter Committee - appointed by the President and reviewed periodically by the Board. Members to include volunteers and people suggested by other committee members.
c) Ad Hoc Committee - appointed by the President to serve for a term specified by the President.

The Chair of each committee shall prepare a report on the committee activities for the Board and the members at the Annual Meeting of Members. The report should be submitted to the Secretary at least one month prior to the Annual Meeting of Members or at the call of the Secretary.

1. Nominating Committee

a) The Nominating Committee assumes office at the conclusion of the Annual Meeting of Members.
b) The Nominating Committee consists of the Past President (as Chair), the retiring Past President, and three additional members who shall serve three-year staggered terms, which can be renewed an additional term.

c) The Nominating Committee is responsible for submitting a slate of nominees for membership on the Board, Standing Committees (except for Past President, President, President-elect, Senior Director, Journal Editorial Committee, Canadian Plant Disease Survey Committee, and Membership Committee) and Subject Matter Committees to the Secretary by February 21 of each year.
d) The Nominating committee shall assist the Membership Secretary to prepare a ballot(s) listing the vacant position(s) and all valid nominees for the position(s) will be communicated electronically to CPS members by at least two months prior to the Annual Meeting of Members. After the counting and validation of the ballots is complete, the Chair of the Nominating Committee will submit the results of the ballot to the Secretary by three weeks prior to the Annual Meeting of Members. The Secretary will cast a vote only to break a tie.
e) The Nominating Committee publishes the list of nominees in the March issue of the CPS News, prepares a report for the Board on election results by May 5, prepares a report for the Annual Meeting of Members and announces the results of elections in the June CPS News.
f) Election of the new Board of Directors and new members of standing committees and appointed representatives will be held at the Annual Meeting of Members. The election process will be run by the chair of the Nominating Committee at the Annual Meeting of Members. Following the election, the President will install the members of the Board, committees and representatives.

2. Journal Editorial Committee

a) The Journal Editorial Committee comprises the Editor-in-Chief (Chair), the Associate Editor-in-Chief, the Technical Editor, Senior Editors, and the Associate Editors. This committee has the responsibility for formulating the general editorial and publication policy of the Journal, subject to approval by the Board.
b) The Editorial Committee nominates candidates for appointment as Senior and Associate Editors, each for a three-year term and staggered so that approximately one-third of the appointments terminate each year. Nominations are subject to approval by the Board.
c) The Editorial Committee nominates a candidate for the position of Technical Editor for a three-year term, the term to begin after the Editor-in-Chief has served for one year and overlap the incoming Editor-in-Chief's term by one year. The nomination is subject to approval by the Board.

3. Awards Committee

a) The Awards Committee assumes office at the conclusion of the Annual Meeting of Members.
b) Membership on the Committee shall normally be for a five-year period.
c) The Awards Committee shall be comprised of five members of the Society. The Committee composition should reflect different areas of expertise and a good knowledge of the workings and membership of the Society. Each year the member with the most seniority will act as Chair, after which he or she shall be rotated off the committee and replaced by a new member.
d) The Awards Committee is responsible for recommending nominees for all categories of awards specified in By-law 32, except for the Glenn Anderson Lectureship.
e) The Awards Committee shall invite nominations for the various awards from Society members by December 10th each year. The invitation shall normally be made via an announcement in the December issue of CPS NEWS.
f) Nominations shall be sent directly to the Chair of the Awards Committee by the nominator by March 1st of each year. Nominations shall include a citation prepared according to the style of previously published citations (Can. J. Plant Pathology). This citation will be edited by the Awards Committee and approved by the Awardee before publication. The files of unsuccessful nominees in any given year shall be carried over without priority for

consideration in two subsequent years. Unsuccessful nominees shall not be so notified; however, the Chair of the Awards Committee shall advise the nominators that the unsuccessful nominees will be considered in subsequent years and shall invite the nominators to submit new or revised nomination material.

g) The Awards Committee will review the nominations, identify award recipients and make recommendations to the Board by April 1st of each year. A four-fifths majority of the Awards Committee is required to recommend nominees to the Board, but the Board will receive minority reports.
h) The Committee may recommend that nominees be considered for a different award.
i) A recommendation for an award shall be submitted by the Awards Committee to the President of the Society for discussion and ratification by the Board. Each recommendation (identified award recipient) and excluding the student awards winners, shall be accompanied by a copy of the nomination file in pdf format. If an award category has no limit of winners, a copy of the nomination file in pdf format should be provided for each nominee.
j) The ratification of an award by the Board shall be made by April 20 and requires a unanimous vote of approval.
k) The responsibility for preparation of the award, and its presentation shall rest with the Board.
l) The Committee may recommend to the Board that it increase the number of awards in cases of backlog, outstanding nominees or on the occasion of a special event.
m) The Awards Committee prepares a report for the Board and the Annual Meeting of Members.
n) The criteria for awards and the need for change to the awards sponsored by the Society shall be reviewed by the Awards Committee and the Board at least every five years.

4. Membership Committee

a) The committee shall consist of the Membership Secretary (Chair), the Treasurer and the Regional Representatives as members.
b) The committee is responsible for promoting membership in the regular, student and Sustaining Associate categories.
c) The committee prepares a report for the Board and the Annual Meeting of Members.

5. Local Arrangements Committees

a) At least two local arrangements committees will function simultaneously, each having the responsibility for organizing a specific annual scientific conference.
b) Each committee shall be elected at least two years in advance of the annual meeting for which it is responsible. The Chair of the current year's committee is automatically a member of the following year's committee.
c) Each local arrangements committee is responsible for developing the format and schedule of events for the annual scientific conference.
d) At the meeting of the new Board following the Annual Meeting of Members, the local arrangements committee responsible for the next annual scientific conference shall bring to the Board for approval a tentative outline of symposia, discussion sessions and special events being planned.
e) The local arrangements committee is responsible for preparing a budget and running the meeting on a break-even basis. They may apply to the Board for an advance to handle those expenses that are incurred prior to registration fees being collected. Following the meeting, the committee is responsible for preparing a detailed, accurate financial statement and forwarding this to the Treasurer before the end of the fiscal year. Any surplus funds shall be turned over to the Society; conversely, the Society assumes responsibility for any reasonable deficit that may be incurred.

f) The President-elect shall serve as the Board's liaison with the current year's local arrangements committee, particularly in developing the scientific aspect of the conference program.
g) The committee prepares a report for the Board and the Annual Meeting of Members.
h) The Chair LAC will join the Future Meetings Committee the year following.

6. Future Meetings Committee

a) The Future Meetings Committee assumes office at the conclusion of the Annual Meeting of Members.
b) The committee consists of three members. The senior member serves as Chair, after which he or she is rotated off the committee and replaced by a new member.
c) The committee is responsible for confirming those sites that have been recommended by the previous committee for the next three annual scientific conferences and Annual meetings of members, and for investigating and recommending a site for the Annual Meeting four years hence. The new member will be the past Chair of the Local Arrangement Committee for the CPS annual scientific conference and the Annual Meeting of Members.
d) In selecting suitable sites, the committee shall consider invitations received by the Society to hold joint meetings with other societies, availability of adequate accommodation, and rotation of sites in such a way that the various regions have an opportunity to host an annual meeting.
e) The committee prepares a report for the Board and the Annual Meeting of Members.

7. **Canadian Plant Disease Survey Committee**

a) The Canadian Plant Disease Survey Committee comprises the National Editor (Chair), the Assistant Editor (optional), the Compiler, and the Section Editors. This committee has the responsibility of the content in the annual Canadian Plant Disease Survey and shall ensure timely publication of the Survey.
b) The National Editor shall be the contact person with the publisher in all matters pertaining to the Survey and shall keep the CPS Board of Directors informed of significant matters pertaining to the publication of the Survey.
c) The National Editor shall appoint Section Editors who are responsible for reviewing the articles submitted. Section Editors are nominated for one-year renewable terms.
d) The National Editor will submit an annual report on the CPDS to the CPS Secretary for presentation at the Annual meeting of members and publication in the CPS NEWS.
e) The Compiler must sign a General Service Agreement to acquire compensation for services including formatting, proof reading, and assembly of the Survey.

8. **Financial Advisory Committee**

a) The Financial Advisory Committee assumes office at the conclusion of the Annual Meeting of Members.
b) The committee consists of 10 members: Past President (Chair), President, President-elect, Vice President, Treasurer, Editor-in-Chief of the Canadian Journal of Plant Pathology, three members-at-large appointed by the Board and one member-at-large elected by the members at the Annual Meeting of Members.
c) The members-at-large shall serve for a two-year period and shall be eligible for renomination.
d) The committee is responsible for the development and preparation of the budget for consideration by the Board at the Annual Meeting of Members.
e) The committee gives guidance in the development of the Journal budget.
f) The committee is responsible for developing a long-range financial plan (five years) involving Society funds and awards monies.
g) The committee prepares a report which becomes part of the Treasurer's annual report.

h) The committee shall be responsible for reviewing the CPS five-year strategic plan.

9. **Science Policy Committee**

a) The Science Policy Committee shall consist of the four elected persons in the presidential stream of the Board: the Past President, the President, the President-elect and the Vice President. Normally, the committee Chair shall be the President-elect and the Vice Chair will be the Vice President.
b) The committee is responsible for identifying areas of concern to the Society as these relate to the conduct of science in Canada. This may involve issues relating to federal or provincial legislation, priorities in education or science funding, or public awareness as this affects the science and practice of plant pathology and constituent disciplines in Canada.
c) Once an issue of interest is identified, the Science Policy Committee shall appoint an ad hoc committee of persons with the appropriate expertise and interest. The committee shall address the issue, as directed by the Science Policy Committee, and submit a final report to the Board. Once the final report is approved by the Board, the ad hoc committee will be dissolved.

10. **Subject Matter and Ad Hoc Committees**

Ad hoc and subject matter committees are established by the Board to carry out various functional needs of the Society. Ad hoc committees carry out specific, normally shorter term, tasks required by the Society. Subject matter committees have a broader mandate and normally are of longer duration. The Terms of reference of subject matter and ad hoc committees shall be determined by the President in consultation with the Board.

By-law 32 – Awards of the Society

The Society administers a number of awards. All new awards and changes to the criteria or funds associated with the awards must be approved by the Board. The awards are normally presented at the Annual Meeting of Members or at the annual scientific conference.

1. Honorary Member

a) Any person who has rendered eminent service to plant pathology.
b) The nominee shall normally not be a member of the Society.
c) The award shall be in the form of a suitably engraved plaque.
d) Honorary Members shall receive CPS NEWS without charge, provided they request it on an annual basis from the Membership Secretary. They shall not receive a free subscription to the Journal. In addition, travel expenses to the annual meeting shall, at the discretion of the Board, be a part of the award.

2. Fellow

a) Nominees for Fellow shall be regular members of the Society who have rendered outstanding service to the Society and to the profession of plant pathology. Examples of service to CPS include having served on the CPS Board, Subject Matter Committees, editorial board, organizational committees, newsletter editor, website editor, etc. A description of these services should be included with the nomination.
b) The number of Fellow awards is limited to a maximum of one each year and the total should not exceed seven percent of the total membership of the Society.
c) Those receiving the awards remain Fellows for life.
d) The form of the award is a suitably engraved plaque.

3. Award for Outstanding Research

a) The award is intended to recognize outstanding research in plant pathology in Canada. As the Society's most prestigious award, consideration is given to research involving new concepts, the discovery of new phenomena, or principles in plant pathology or novel application of existing principles.
b) The award will be made at irregular intervals depending on the availability of suitable nominees.
c) The award shall be in the form of a suitably engraved medal. The awardee shall be invited to write a review article for the Canadian Journal of Plant Pathology to be published as open access and paid by CPS at the discretion of the CPS Board. A registration fee waiver for the annual scientific conference, waiver of page charges for publication in the journal, and additional travel expenses shall, at the discretion of the Board, be part of the award.
d) The fund for this award was initiated in 1978 by a donation from the late Dr. C.E. Yarwood and received a major input in 1991 from the Plant Pathology Society of Alberta through donations in memory of the late Dr. A.W. Henry.

4. Outstanding Young Scientist Award

a) The award is intended to recognize the contribution of a junior scientist, judged to have had a major impact on plant pathology in Canada.
b) Nominees for this award must have successfully defended their doctoral thesis in the 12 years ending on December 31 in which the award is received, but time spent on parental, compassionate or medical leave (clearly identified in the nomination letter) is not counted as part of the 12-year period. Nominees need not be members of the Society, nor need they be domiciled in Canada.
c) The award shall normally be made annually, except where the Board decides that no award shall be made or when the Awards Committee is not in receipt of a worthy nomination.
d) Not more than one award shall be made each year, but, where circumstances warrant, more than one individual may be cited in connection with a single award. The award may be made on different occasions to the same recipient(s), but only for distinctly different contributions to plant pathology in Canada.
e) Recipients shall be judged to have made an outstanding contribution to plant pathology in Canada on the basis, not only of demonstrated competence, but also of one or more of the following special criteria: i) superior research accomplishment, either as a single contribution or as a series of associated endeavours, in plant pathology or in a related field; ii) meritorious contribution to plant pathology scholarship or literature, whether or not this is based upon the recipient's own original research, and whether or not it be based upon predominantly Canadian material; iii) unusually valuable practical application of scientific or technological expertise; and iv) significant leadership in plant pathology.
f) The form of the award shall be a suitably engraved medal. A registration fee waiver for the annual scientific conference, and additional travel expenses shall, at the discretion of the Board, be part of the award. The awardee shall be invited to write a review article for the Canadian Journal of Plant Pathology to be published as open access and paid by CPS at the discretion of the CPS Board.
g) Monies for this award were initiated from the estate of the late Dr. G.J. Green.

5. Best Student Presentation Awards

At the time of the annual scientific conference, the Awards Committee shall be responsible for selecting recipients of the Best Student Presentation Awards. In each category of presentation (oral or poster) chosen by the Awards Committee awards shall consist of suitably engraved plaques, one-year memberships in the Society, and cash awards, the amount of which shall be determined by the

Board. More than one award in each category can be made in each year. Monies for these awards were initiated from a legacy of the late Professor T.C. Vanterpool in 1984 and were substantially increased in 1999 by the inclusion of funds donated in honor of the late Dr. and Mrs. D.L. Bailey. The Secretary shall assume responsibility for ordering the plaques and having them available for presentation to the recipient. The criteria governing the selection of the recipients are:

a) The primary subject matter of the presentation shall be phytopathological.
b) Candidates must be either enrolled at a university or have completed a program for a degree at a university not more than six months before the Annual Meeting of Members. Candidates have to be members of the Canadian Phytopathological Society.
c) The presentations for which the students received the awards must not have been made previously in competition before another professional society.

6. Glenn Anderson Lectureship on World Food Security

To commemorate the contributions of an outstanding, internationally recognized plant scientist toward the security of world food supply. The award will sponsor lectures either at joint meetings of the Canadian and American Phytopathological Societies, at the International Congress of Plant Pathology, or other special events as agreed to by both the Canadian and American Phytopathological Societies, as circumstances permit.

Selections of the lecturer(s) will be the responsibility of the organizing committee of the meeting or event. The fund is intended to be used for travel expenses and honoraria.

The terms of reference of the lectureship and the use of fund interest earnings will be reviewed at least every five years by the Board of both Societies.

7. Certificate of Appreciation

a) The Certificate of Appreciation shall be given to individuals who are deemed to have made significant contributions to the Society, by donating their time and effort to further the cause of the Society.
b) The nominees shall be approved by the Board.
c) The award consists of a suitably inscribed certificate dated and signed by the President and the Secretary and shall indicate the specific contribution made.
d) The certificate shall be presented at the Annual Meeting of Members or at an appropriate regional meeting by the President.

8. Graduate Student Travel Award

a) The award is intended to provide financial assistance to outstanding students to attend and present their research at a CPS Annual Meeting of Members.
b) The student must be the senior author on the presentation of this research work.
c) The number of awards presented annually shall depend on the income from the trust fund account and availability of suitable applicants, with at least one award presented each year. Additional awards may be sponsored by Taylor & Francis or others.
d) The student must be enrolled in a Master or Doctorate level program in an area related to plant pathology.
e) The awardee(s) must be a CPS member at the time that the award is given.
f) The number of times a student is eligible to receive the award is limited to two times per M.Sc. student and three times per Ph.D. student.

9. Graduate Student Scholarships

a) Up to three student scholarships are available annually for graduate students.

b) The award consists of a scholarship of an amount to be determined by the board and a one-year membership in the Canadian Phytopathological Society.
c) The student must be enrolled in a Master or Doctorate level program in an area related to plant pathology and must be endorsed by one member of the society.
d) The awardee(s) must be a CPS member at the time that the award is given.
e) Candidates are expected to present their research at a national or regional CPS meeting at some future date
f) Preference may be given to Canadian students or students affiliated with Canadian Universities/Institutions.
g) Limit of two CPS scholarships per lifetime.
h) Funding for student scholarships will come from the John Yorston Graduate Student Scholarship fund account.

10. Achievements in Plant Disease Management

a) The award is intended to recognize the contributions by industry, or not-for-profit agencies, for innovative research, development of products and technologies, and/or transfer of information for the benefit of plant disease management in Canada.
b) The award will be given to an individual, or a team, based on a combination of the following criteria:
    1 Scientific research on products and technologies used in plant pathology
    2 Innovative solutions to problems in plant pathology
    3 Participation in plant pathology extension
    4 Volunteer support to the Society
c) The nomination must be accompanied by supporting evidence to substantiate contributions as outlined in the criteria above such as a list of scientific publications, patents, product development activities, demonstration of extension, training or volunteer activities within plant pathology and up to three letters of reference.
d) The award will be granted depending on the availability of a suitable nominee, but not more than one award shall be granted in each year. The nominees need not be members of the Society, nor need they be domiciled in Canada, but the work must clearly demonstrate benefit to plant health in Canada. The award is open to individuals employed or contracted by industry or not-for-profit agencies to conduct research and/or extension directly resulting in improved disease management.
e) A suitably engraved plaque will be presented to the awardee(s) and the company or agency at either a national scientific conference or regional meeting. In appreciation of this important contribution by industry, the company, or agency and the individual or team involved will be recognized on the CPS Website and/or the CPS News during the year the award was received.

11. CPS Education Award

An award to recognize the contributions by individuals or groups for the development of teaching resources that can be used by instructors in public schools or universities to illustrate and/or encourage the importance and (or) principles of plant pathology and related topic areas. Suitable resources could include, but are not limited to, videos, websites, software, experimental designs, new texts, posters depicting either educational material or specific scientific projects, or any Articles of educational interest. Where possible, all resources should be designed to be made available through the CPS website or are publicly available. All members of the public and CPS are eligible, including school students. A cash award along with a suitably engraved plaque, will be given to the winner. The award will be managed by the Awards Committee.

12. Awards Trust Fund

All Awards monies and bequests and donations to Awards will be held in an Awards Trust Fund portfolio which shall consist of a diversity of secure investments of differing maturity dates. The earnings credited to any award shall be the mean of the earnings of the portfolio. Capitalization of named awards may not be decreased for 20 years.

All cash awards will be a fixed amount. This amount shall be set by the Board; it may be adjusted at intervals and in accordance with the prestigious nature of the award. Any expenses incurred in the presentation of the award, i.e. for medals, certificates, plaques, engraving, complimentary registration and banquet/presentation ceremony costs for the awardee plus one companion, shall be paid for out of the Awards Trust Fund. Travel costs for awardees to attend the Annual meeting shall not be paid for out of the Awards Trust Funds.

The Glenn Anderson Lectureship Fund must be held separately and in U.S. dollars.

13. Bequests and Donations to Awards

The Society entrusts such bequests and donations to the Awards Trust Fund. The Society is committed to identification of bequests for a minimum of 20 years but not in perpetuity. The terms of reference for awards may be changed but named identification will be maintained for the minimum of the specified period. Further, bequests and donations will be recognized by publication if requested.

Bequests and/or donations may be made for at least three purposes:

a) To increase the capitalization of existing awards.
b) To establish a General Awards Fund to be used for special purposes, the creation of new awards by the Society or the equalizing of income from existing awards.
c) To establish new initiatives by members, regional groups, the Board or the Annual Meeting of Members. Such new initiatives must be approved by the general membership by ballot vote.

14. Career Recognition Award

The intent of the Career Recognition Award is to recognize and validate the contributions of retired individuals who have made significant and long-term contributions to plant pathology in Canada, and the broader community. It also provides an opportunity to publish an account of these contributions in the Canadian Journal of Plant Pathology as a form of recognition.

a) Awardees are expected to have contributed to both of the following areas:

Plant pathology research. Inclusive of published research contributions, training of students and research personnel, invited talks and presentations, books and book chapters, etc. A curriculum vitae should be attached to the nomination submitted.

Plant pathology community. This may include teaching of courses in plant pathology, extension work, public education, dissemination of information, overseas contributions, preparation of bulletins and fact sheets, etc.

b) Nominees for the Career Recognition Award are retired former or current CPS members who have had a significant impact on plant pathology in Canada. Nominations should include a description of the contributions in each of the two areas above.

c) All nominations will be reviewed by the CPS Awards Committee and a recommendation forwarded to the CPS Board for final approval. Awardees will receive a Certificate and travel expenses to the meeting (subject to BOD approval to support this expense). Awardees will present a retrospective on their plant pathology research career at a CPS meeting and be invited to publish

an account of these contributions in the Canadian Journal of Plant Pathology (page charges waived, subject to BOD approval). One awardee may be approved by the CPS Board each year.

d) Nominations must be received by the CPS Awards Committee by the due date of March 1 in the year for which the nomination is made.

By-law 33 - CPS Privacy Policy

The Canadian Phytopathological Society respects our members' right to privacy. We protect the member's personal information and adhere to all legislative requirements with respect to protecting privacy. The information provide by members will be used only for society business - to deliver services, including the journal, newsletter and membership directory, and to keep members informed and up to date on the activities of the CPS, including annual scientific conferences, annual meetings of members, regional meetings and special events. We do not rent, sell or trade our mailing list, but will, with Board approval, provide mailing lists to affiliated societies (e.g., ISPP), so that membership is informed about events such the International Congress of Plant Pathology. The CPS does provide contact information for the ISPP on-line directory of plant pathologists. Members can indicate on their membership renewal form if they would prefer to opt out of the annual directory or contact the Membership Secretary with any concerns. The CPS will identify the reasons for collecting personal information at the time of collection, and information will not be used for other purposes without prior consent. The information is to be kept in a secure manner.

By-law 34 - Removal of Board Members

In the absence of a written agreement to the contrary, the Board may remove, for a valid cause, any Officer or Director of the Corporation. Unless so removed, an Officer or Director shall hold office until the earlier of:

a) the Officer or Director's successor being appointed,
b) the Officer or Director's resignation,
c) such Officer ceasing to be a Director (if a necessary qualification of appointment) or
d) such Officer's death.

By-law 35 - Method of Giving any Notice

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary or membership

secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary or membership secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

By-law 36 - Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

By-law 37 - Omissions and Errors

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

By-law 38 - Mediation and Arbitration

Disputes or controversies among members, Directors, Officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-law.

By-law 39 - Dispute Resolution Mechanism

In the event that a dispute or controversy among members, Directors, Officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Directors, Officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

By-law 40 – Dissolution of the Society

Subject to the Articles, in the event of dissolution of the Society, all its remaining assets after payment of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

By-law 41 - By-laws and Effective Date

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the members by Ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Meeting of Members or if it is rejected by the members at the meeting.

This section does not apply to a By-law that requires a Special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

June 2026

By-laws submitted by:

Maria Antonia Henriquez, President Signed:_____ Date:

Tom Fetch, Secretary Signed:_____ Date:

Membership approved amendments to the CPS By-laws since June 2016:

Approved at CPS Annual General Meeting, June 20, 2018, Winnipeg, MB, CPS Annual Meeting of Members (AMOM), July 9, 2019, CPS AMOM, December 11, 2020, CPS AMOM, Winnipeg, MB, July 8, 2024, CPS AMOM, Vancouver, BC June 16, 2025, and CPS AMOM, Halifax NS, June 15, 2026 and submitted by Tom Fetch.