

CANADIAN OPERATIONAL RESEARCH SOCIETY

CONSTITUTION AND BY-LAWS

Revision to 6 August 2020

CONSTITUTION

Article I - Name

The Society shall be called the Canadian Operational Research Society (CORS), hereinafter referred to as the "Society".

Article II - Object

The object of the Society shall be the advancement of the theory and practice of Operational Research in Canada by:

- (a) Holding conferences for the presentation of technical papers on original research and providing other means for the exchange and dissemination of information on Operational Research.
- (b) Stimulating contact between individuals interested or engaged in Operational Research.
- (c) Fostering development of local sections and supplying guidance and assistance to these sections.
- (d) Promoting education and training in Operational Research.
- (e) Establishing and maintaining liaison with Operational Research groups in other countries and arranging Canadian representation at international conferences on Operational Research.
- (f) Carrying on other activities conducive to the object of the Society listed in (a) - (e) above.

Article III - Head Office

The head office of the Society shall be at Ottawa in the Province of Ontario. The Society shall have a permanent address at Ottawa whether or not the level of its activities warrant the maintenance of office facilities.

BY-LAWS

Definitions

In this By-law, unless the context otherwise requires:

- (a) “**Act**” means the Canada Not-For-Profit- Corporations Act S.C. 2009, c. 23 including the Regulations as pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “**Council**” means the board of directors of the Corporation. Council Members are the Directors of the Corporation.
- (c) “**Society**” means corporation and is a body corporate incorporated or continued under this Act and not discontinued under this Act;

By-Law No. 1: Classes, Rights and Privileges of Membership

- (a) The membership of the Society shall consist of Members, Retired Members, Emeritus Members and Student Members.
 - (i) Persons formally retired from their profession may become Retired Members of the Society.
 - (ii) Persons who are students may become Student Members of the Society.
 - (iii) The Emeritus Member designation is bestowed upon Retired CORS members who have received both the CORS Service Award and the CORS Award of Merit.
- (b) Retired Members, Emeritus Members and Student Members shall have all rights and privileges of Members.
- (c) A corporation who is interested in promoting the objects of the Society may become a Partner of the Society by donation of monies or services toward the realization of specific projects or activities of the Society which may from time to time arise.
- (d) Members have a right to attend, present motions, and vote at the Annual General Meeting.
- (e) Privileges of membership include but not limited to receiving the CORS bulletin and INFOR Journal and sending information of relevance to CORS members via the CORS ListServ.

By-Law No. 2: Membership - Application and Termination

- (a) Any person interested or engaged in Operational Research may become a member of the Society by applying and paying dues.
- (b) The name of any member whose conduct may have been prejudicial to the good of the Society may be dropped from the roll of membership by a unanimous vote of the Council. Prior to the vote, the member will be notified as to the nature of the misconduct and will be given two weeks to respond in person, in writing or by an authorized representative.

By-Law No. 3: Membership Dues

- (a) The annual membership dues and the date upon which they shall be payable shall be established by the Council of the Society. The dues and any changes therein shall be discussed at the Annual General Meeting and approved by a ballot as set out in By-Law No. 14.
- (b) Retired Members of the Society shall pay dues at a reduced rate.
- (c) Emeritus Members shall receive complimentary memberships.
- (d) Student Members of the Society shall pay dues at a reduced rate.
- (e) If the dues of any member remain unpaid beyond six months, then the member's name shall be removed from the membership rolls, after due notice has been given.

By-Law No. 4: Officers and Governing Body

- (a) The governing body of the Society shall be a Council consisting of:
 - (i) The elected Officers of the Society
 - (ii) Four elected Councillors
 - (iii) The immediate Past President
 - (iv) Student Councillor
 - (v) The Chair of each Standing Committee, as provided in By-Law No. 6.
- (b) The elected Officers of the Society shall be a President, a Vice-President, a Secretary and a Treasurer. The elections of the Officers of the Society and the elections of the other five elected members of the Council shall be in accordance with By-Law No. 5.
- (c) The President, or the Vice-President in the absence of the President, shall be the Chairperson of the Council.

By-Law No. 5: Election and Tenure of Officers and Councillors

- (a) The President will serve a one year term. The President becomes the Immediate Past President upon the expiration of the elected term as President.
- (b) The Vice-President becomes President upon the expiration of the elected term as Vice-President, whether or not the Vice-President has become President under the provisions of By-Law No. 7, Section (f).
- (c) The Student Councillor, will serve a one-year term, and must be a Student Member of CORS/SCRO at the start of the term.
- (d) The four Councillors, will serve two year terms, with two being elected in one year and the other two being elected the following year.
- (e) All elected Officers and Councillors shall take office at the close of the Annual General Meeting and shall hold office until the close of the next Annual General Meeting or until their successors are appointed.
- (f) Council shall appoint a Nominating Committee which shall be responsible for preparing a list of nominees for election to Council. The Nominating Committee shall consist of the President, ex-officio, the Immediate Past President (Chair) and two other members designated by Council. A formal Call for Nominations for open positions on the CORS Council shall be included in the January/February issue of the CORS Bulletin and distributed on the CORS ListServ.
 - (i) Only those who have served at least one year on Council shall be eligible for the office of Vice-President.
 - (ii) No Officer or elected member of Council, except the Secretary or Treasurer, shall be eligible for election to the same office for more than two successive terms.
 - (iii) Any elected member of Council who does not attend at least half of the Council meetings during their term shall not be eligible for re-election the following term.
- (g) The list of nominees shall be presented to Council for approval by March accompanied by confirmation from each nominee indicating a willingness to serve if elected. If the number of candidates does not exceed the number of available positions on Council, the candidates will be declared elected by acclamation. Otherwise, an official election of officers to CORS Council shall be conducted in accordance with By Law No. 5 Section (h).
- (h) Biographical sketches of all nominees shall be included in the March/April issue of the CORS Bulletin.
- (i) Not less than three weeks before the Annual General Meeting, the Secretary (or the Council approved designate) shall mail to the membership an official paper ballot containing the names of each nominated candidate. Names of candidates for each office will be in alphabetical order. The ballot shall be accompanied by biographical sketches of all nominees and a stamped return envelope addressed directly to the

Secretary. No vote shall be counted unless marked on an official ballot, returned to the Secretary in a sealed envelope and received by the Secretary not less than five days before the Annual General Meeting. The ballots shall be counted by the Secretary and the results announced at the Annual General Meeting. In the event of a tie vote, the President shall cast the deciding vote.

- (j) Alternatively the official election of officers to CORS Council in accordance with By Law No. 5 Section (h) may be conducted by means of a telephonic, electronic or other communication facility if the Society has a system that:
 - (i) Enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (ii) Permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted.

By-Law No. 6: Standing Committees

- (a) Council shall appoint as soon after the Annual General Meeting as may be expedient, the following Standing Committees. Members of Standing Committees shall serve until the close of the next Annual General Meeting following their appointment, or until their successors are appointed, whichever is the later.
 - (i) Membership Committee
 - (ii) Education and Student Affairs Committee
 - (iii) Program Committee
 - (iv) Public Relations Committee
 - (v) Publications Committee

Council may also appoint temporary committees as it may consider necessary to promote the objects of the Society. Chairs of such committees are not part of Council and hence are not eligible to vote.

- (b) The Membership Committee shall promote the recruitment and retention of members and act as the primary liaison between Council and the Membership Services provider.
- (c) The Education and Student Affairs Committee shall encourage, and advise on matters pertaining to Operational Research education, and work with educational institutions interested in establishing or offering courses in Operational Research. Further, it is responsible for administering and implementing programs in support of Student Members of the Society. The committee will also be responsible for the Student Paper Prize.

- (d) The Program Committee shall liaise with the Society's annual conference organizing committee for smooth knowledge translation of conference organization. The members of Program Committee will consist of the Vice President, the past Conference Chair and the next Conference Chair.
- (e) The Public Relations Committee shall be responsible for all publicity material and public relations matters pertaining to the Society.
- (f) The Publications Committee shall be responsible for all technical publications of the Society. The committee will also be responsible for the CORS Bulletin. The Bulletin Editor shall be a member of this committee.

By-Law No. 7: Management of the Society

- (a) The CORS Council shall be responsible for all matters of policy affecting the Society and for the government and regulations of the Society. It will also be responsible for carrying out these policies and the routine business of the Society.
- (b) The Council shall meet as often as is considered necessary and appropriate by the President. Minutes of all meetings of the Council shall be sent to each member of Council. Council shall provide a summary of the past year's activities at the Council's final meeting where representatives designated by each local section of the Society are invited to attend.
- (c) There shall be at least one meeting of the Council in each year. At the first meeting soon after its election, each new Council shall determine matters of policy and transact such business as the Annual General Meeting may have recommended to it, appoint the membership of the Standing Committees, and generally establish plans and policy for the ensuing year. Additional meetings of the Council may be called at such times and in such manner as determined by the President.
- (d) A quorum of the Council shall be a majority of their authorized memberships. Motions at Council meetings shall be passed based on a majority of the votes cast. Council may also conduct votes by electronic means to resolve issues that may arise from time to time outside of Council meetings.
- (e) The President shall be the regular presiding officer at meetings of the Society and Council. The President shall be an ex-officio member of each committee as established in By-Law No. 7.
- (f) The Vice-President shall assume the duties of the President in the absence of that Officer and shall become President if the President resigns.

- (g) The Secretary shall attend all meetings of the Council, and all General Meetings of the Society to record the proceedings. The Secretary shall prepare materials and agendas for all such meetings as directed by the President and shall prepare and distribute full and complete records of the proceedings.
- (h) In the event that the Treasurer, Secretary or a Councillor is unable to act for the remainder of the term, Council may appoint a substitute who will then be authorized to perform the duties of the office for the balance of the term. If Councillor's remaining term is longer than one year, then an election shall be held to replace the Councillor rather than the appointment of a substitute.
- (i) In the event that the Vice-President is unable to act for the remainder of the term, Council shall appoint a substitute who will then be authorized to perform the duties of the Vice-President for the balance of the Society year. The substitute shall not automatically become the next President in the next Society year but rather an election shall be held at the Annual General Meeting for a President.

By-Law No. 8: Management of the Society - General Meetings

- (a) There shall be an Annual General Meeting of the Society, at which the Council will present its report on the activities of the Society. The date of this meeting shall be determined by Council and coordinated with that of the Society's annual national conference on operational research.
- (b) Additional General Meetings of the Society may be called at such times and in such manner as determined by Council.
- (c) A quorum for a General Meeting shall be one tenth of all the members (member, retired member, student member, Emeritus member) of the Society or 20 such Members whichever is the less.
- (d) Any member who is unable to attend a General Meeting may submit opinions on any issue before the meeting in writing to the Secretary, and the Secretary shall make these opinions known to the meeting.

By-Law No. 9: Management of the Society - Financial Matters

- (a) The fiscal year of the Society shall close on March 31st.
- (b) The Treasurer shall have the general supervision of the financial affairs of the Society and shall have charge of the books of account. He/she shall produce an Annual Financial Report for the fiscal year which, after proper audit, shall be approved Council and presented at the Annual General Meeting.

- (c) At its first or second meeting after election, Council shall appoint a firm to act as an Auditor for the current fiscal year. The Auditor shall have access to the financial records of the Society through the Treasurer and be responsible for auditing the Annual Financial Report.
- (d) Council members shall not receive remuneration for performing duties of their post except for reasonable expenses incurred in the conduct of the Society's business.
- (e) At minimum twice per year the Treasurer shall distribute records of all financial transactions that have occurred since the previous such review to all council members.
- (f) The Treasurer, President and Vice-President must have shared signing authority on the CORS national bank account. The Treasurer, President and Vice-President must have exclusive signing authority on the CORS national bank account.
- (g) Any reimbursement provided to the Treasurer must be issued by either the President or Vice-President.

By-Law No. 10: The Corporate Seal and Certification of Documents

- (a) The Seal of the Society shall only be affixed to the following official documents of the Society – the CORS Diploma and CORS Award certificates unless otherwise directed by the Executive.
- (b) The Seal shall at all times remain in the custody of the CORS Membership Services Provider or Secretary.
- (c) A document requiring certification by the Society will be deemed certified if signed by two Officers of the Society whether or not their signatures are under the Seal of the Society.

By-Law No. 11: Local Sections

- (a) The Society shall encourage the establishment of Sections of the Society in local areas across the country and shall provide guidance and assistance.
- (b) Upon joining the Society, an individual becomes a member in the local Section in closest proximity to the mailing address appearing on the membership application unless otherwise specified by the member.
- (c) The discontinuation of membership as per Bylaw No. 3(e) or Bylaw No. 2(b) will automatically result in discontinuation of membership in the local Section.

- (d) Each Local Section shall conform to the requirements of By-Law No. 12. Changes to the Local Section Executive shall be subject to the approval of the Council of the Society.
- (e) Each Section shall have the right to appoint a member to attend the final meeting of the Society's Council which will be held at the Society's annual conference.
- (f) Each Section shall present an annual report to the Council of the Society which shall include the Annual Financial Report of the Section.
- (g) Councils of Local Sections proposing any endeavour which may strain the finances of the Section must obtain the approval of the Council of the Society before proceeding.
- (h) The Society shall provide funding for Sections under a dues revenue sharing arrangement. To be eligible for the dues share, sections are required to submit an annual financial account as specified in Bylaw No. 11(f).
- (i) An inactive Section shall not receive a retroactive payment of section dues. CORS Council may provide start-up funding when a Section is regenerated.

By-Law No. 12: Management of Local Sections

- (a) The operations of a Section shall conform to the following:
 - (i) The Name of the Section, shall include the Name of the Society.
 - (ii) The Objects of the Section, shall be in accord with those of the Society.
 - (iii) The governing body structure of the Section should parallel as far as is practical or necessary the arrangements laid down for the Society in By-Law No. 4.
 - (iv) Local sections should provide a diverse array of local section activities for its membership including, among other things, means for the exchange and dissemination of information on Operational Research.
 - (v) The fiscal year of the Section shall coincide with the fiscal year of the Society.

By-Law No. 13: Modifications to the Constitution and the By-Laws of the Society

- (a) No part of the Constitution or By-Laws of the Society shall be modified except by formal proposal, followed by opportunity for discussion at a General Meeting and by a ballot.

- (b) Proposal of a modification may be made by the Council or by a petition to the President signed by at least ten Members of the Society.

- (c) Not less than three weeks before a General Meeting, the Secretary (or a Council approved designate) shall distribute copies of the proposed modification to the membership.

- (d) The Secretary shall ensure that the item is placed on the agenda of the General Meeting and an opportunity given for discussion at the meeting.
- (e) Not more than eight weeks after the General Meeting, the Secretary (or a Council approved designate) shall distribute copies of the modification accompanied by ballots to the membership. The modification shall be submitted in original form, but at the discretion of the proposer, it may be submitted with changes made in light of discussion at the General Meeting. No vote shall be counted unless marked on an official ballot, returned to the Secretary in a sealed envelope and received by the Secretary not later than a date to be specified upon the ballot form. Alternatively, the vote may be conducted by means of a telephonic, electronic or other communication facility if the Society has a system that:
 - (i) Enables the votes to be gathered in a manner that permits their subsequent verification, and
 - (ii) Permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each member voted
- (f) The adoption of the proposed modification shall require affirmative votes of not fewer than two-thirds of the received ballots. The result of the vote shall be announced to the membership by the Secretary (or a Council approved designate).

By-Law No. 14: Ballots on Important Issues

- (a) Due to the difficulty of assembling a truly representative General Meeting of the membership, any important issue may be put to the membership in the same manner as provided in Bylaw No. 13 for Constitutional changes except that adoption of a motion to the membership under this By-Law shall require only a simple majority of the received ballots. In the event of a tie vote, the President shall cast the deciding vote.
- (b) A change of membership dues constitutes an important issue.