By-laws

By-Law no. 1

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

The Equity, Diversity and Inclusion Committee as part of

The Canadian Geophysical Union/ Union Géophysique Canadienne

(the “Corporation”)

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Be it enacted as a Bylaw of the EDI Committee is as follows:

1.0 GENERAL

1.1 Definitions: In this Bylaw and all other Bylaws of the EDI Committee, unless the context otherwise requires:

1. "EDI" means Equity, Diversity and Inclusion
2. "Committee" means the EDI committee members and "committee member" means a member of the EDI committee;
3. "Committee representatives" are members of the EDI committee that are representing their associated CGU section (Biogeosciences, Geodesy, Hydrology and Solid Earth).
4. "By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
5. "Union" means the corporation without share capital incorporated under the Act dated and named Canadian Geophysical Union – Union Geophysique Canadienne;

1.2 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 in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

2.0 COMMITTEE MEMBERS

2.1 Committee Positions: The EDI committee shall normally comprise of at least six members, with one committee member nominated from each of the four CGU sections if possible (three out of four sections must be represented), and a minimum of two members at large. The CGU sections include Biogeosciences, Geodesy, Hydrology and Solid Earth. A minimum of two students or postdoctoral fellows is required to sit on the EDI Committee. Within the Committee, there shall be Chair & Co-Chair positions. Furthermore, a member of the Committee will serve on the CGU Awards Committee each year. Other roles can be appointed at the discretion of the Committee.

2.2 Appointment of Committee Members: When additional EDI committee members are required for Committee positions, an email will be sent out to the CGU membership asking for applications which will be evaluated based on set criteria. Although the Committee will set the specific application criteria ahead of each call for new members, an example of an evaluation criteria would be to first fulfil the position requirements outlined in section 2.1 and/or assess applications based on prior EDI initiatives.

The Committee will also set the application process ahead of each call for new members. An example of the application process would be to have interested parties send an application via email to the EDI Committee (edi@cgu-ugc.ca) outlining their suitability to the Committee. Discussion and voting of incoming Committee members can take place within the CGU EDI committee meetings, with the CGU EDI Committee members conducting interviews for potential candidates.

When deciding on new members, blind voting shall be decided by a majority of the votes cast (if necessary). 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.

For positions internal to the Committee (e.g., Chair and Co-Chair positions), the selection process will occur amongst the current Committee. Normally, the Co-Chair will assume the position of Chair if the position becomes available. A stipulation of internal positions is that a member must have already served on the Committee for one year. The selection of Co-Chair (and Chair if needed) can be made by self-nomination of a current Committee member and/or a blind vote hosted by the outgoing Chair.

2.3 Committee Term Limits: An EDI Committee position can be held for two two-year appointments, unless an EDI Committee member serves as Chair or Co-Chair. Normally the Chair and/or Co-Chair will already have spent at least a year on the committee. As a result, a Chair or Co-Chair can serve a maximum of three two-year appointments on the Committee in total. However, the appointment term limit will take into consideration any career pauses or breaks. The position of Chair and Co-Chair has a fixed limit of two years.

2.4 Description of Committee Positions:

1. **Chair** - The Chair of the Committee shall, when present, preside over all EDI committee meetings. The Chair shall have other duties and powers agreed upon by the committee. The Chair will also report back to the Executive and submit the minutes. The Chair will also serve on the CGU Executive committee.
2. **Co-Chair** - The Co-Chair will take on the duties of the Chair when the Chair is unavailable. The Co-Chair will also support the duties of the chair.
3. **CGU Section representatives** – four members will serve as CGU Section representatives. CGU Section representatives are responsible for updating their respective CGU sections at

the AGM on any EDI updates identified by the EDI committee. At least three of the four sections must be represented by the CGU Section representatives. Note that the Chair or Co-Chair may also serve a dual role as a section representative.

4. **CGU Awards representative** – a member of the CGU EDI Committee will also serve on the CGU Awards committee each year (as appointed by the CGU Awards Committee).

2.5 No Remuneration: The EDI Committee members shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.

2.6 Vacancy in the committee: A Committee member shall hold their position until the earlier of the committee member's term limit expires or the committee member's resignation.

2.7 Conflict of interest: A Committee member should disclose any potential conflict of interest when engaging in matters related to the CGU EDI Committee and in any related events.

3.0 MEETINGS

3.1 Calling of Meetings: Meetings of the EDI Committee shall be held from time to time at the call of the Chair.

3.2 Notice of Meetings: Notice of the time and place of every meeting so called shall be given to each Committee Member no less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, except in the case of notice by mail, in which case a minimum of fourteen (14) days' notice shall be provided.

3.3 Regular Meetings: The EDI Committee may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named.

3.4 Place of Meeting: Committee meetings will primarily take place virtually unless specifically stated (for example at the AGM).

3.5 Chair of the Meeting: The Chair or, in the Chair's absence, the Co-Chair, shall be Chair of any meeting; and, if no such Officer be present, the members who are present and entitled to vote at the meeting shall choose one (1) of their number to be Chair.

3.6 Votes to Govern: When necessary, questions 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.

3.7 Quorum: For a CGU EDI committee meeting to commence, more than 50% of the committee are required to be in attendance.

4.0 AMENDMENTS TO BY-LAWS

4.1 Amendment approval: The by-laws of the Committee and any subsequent amendments shall be approved by a majority vote of the Union's Executive.

4.2 Amendment requests: Any Member of the Committee must propose to the Executive new by-laws or amendments to existing by-laws in writing. All such proposals, with recommendation of the Executive, will be placed before the Annual Meeting of the Committee for a vote where a simple majority carries.

5.0 ALIGNMENT WITH STRATEGIC PLAN

5.1 Strategic priorities: The EDI Committee shall ensure its activities align with the strategic priorities of the Canadian Geophysical Union/Union Géophysique Canadienne (CGU/UGC).

5.2 Amendment requests: The Committee shall conduct an annual review of strategic objectives and integrate any changes into its initiatives, policies, and recommendations.

5.3 Annual report: An annual report summarizing the activity of the EDI Committee shall be submitted to the CGU Executive, highlighting any contributions to the strategic plan.

6.0 EFFECTIVE DATE

6.1 Effective Date: Subject to matters requiring a special resolution of the members, this by-law shall be effective when made by the board. CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 9th day of May, 2025 and confirmed by the members of the Corporation by special resolution on the 9th day of May, 2025. Dated as of the 9th day of May, 2025.