



BYLAWS AND INTERNAL GOVERNANCE REGULATIONS

The Quebec Network on Smart Energy (hereinafter referred to as the "RQEI" or the "Network") is a voluntary group of researchers from the research and industrial communities who work in the natural sciences and engineering, in both basic and applied research. Their work focuses on energy production from renewable sources, energy conversion, storage, distribution, and integration into energy systems applied to transportation, energy networks, buildings, and industrial processes.

The RQEI's mandate is to structure and facilitate this group of Quebec experts in energy transition and innovation, as well as to pool resources in order to increase the creation, dissemination, and transfer of knowledge to better meet energy challenges and contribute to Quebec's influence.

The RQEI was established by the Université du Québec à Trois-Rivières in 2019. It was recognized as a strategic group (emerging component) by the Fonds de recherche du Québec – Nature et technologies (hereinafter the "FRQNT") in April 2022 as part of the Strategic Groups Program (2022-2024) competition.

These Bylaws and Internal Governance Regulations are established in accordance with the rules of the FRQNT's Strategic Clusters Program¹ and the Common General Rules (hereinafter the "CGR") of the Fonds de recherche du Québec (hereinafter the "FRQ")².

The rules of procedure of the Morin Code³, in its most recent edition, apply to members' meetings and Scientific Committee meetings, except where they are incompatible with the rules set out in these Bylaws and Regulations.

¹ <https://frq.gouv.qc.ca/programme/regroupements-strategiques/>

² <https://frq.gouv.qc.ca/regles-generales-communes/>

³ Morin, V., & Delorme, M. (1991). *Morin Code: Procedure for Deliberative Assemblies*



1. MEMBERS

1.1. Membership categories

RQEI members are grouped into three (3) categories:

- 1) COC Member;
- 2) Student Member;
- 3) Collaborator Member.

All members have access to the Network's programs and services and actively participate in its activities.

1.2. Eligibility requirements

1) **COC Member**

COC members are researchers who meet the FRQ's RGC research status 1, 2, or 3 criteria, in accordance with the FRQNT's Strategic Clusters program rules. Their scientific activities are related to at least one (1) of the RQEI's scientific programming areas.

For the purposes of these Bylaws and Regulations, the criteria for excellence correspond to the evaluation of the quality, relevance, and suitability of a candidate's scientific activities with the RQEI's scientific programming, as assessed by the Scientific Committee in accordance with FRQ rules.

The COC member must meet the following requirements:

- a) He or she must provide the RQEI with information on his or her scientific activities for the purposes of the RQEI's reporting to the FRQNT.
- b) He or she must have and regularly update an FRQ CV;
- c) In accordance with his or her obligations regarding the protection of personal information, he or she must provide the RQEI with an annual list of students under his or her supervision, indicating any co-supervision with other COC members or RQEI collaborators, as well as information on collaborative research projects with other RQEI members that have been completed, are in progress, or are planned for the future.



- d) He or she actively participates in the life and activities of the Network: seminars, colloquiums, journals, committees, conferences, juries, etc. In particular, he or she:
 - i) promotes collaboration with other RQEI members, particularly by co-supervising students;
 - ii) supports the mutual integration of members in their research, scientific productions, and activities;
 - iii) clearly mentions and highlights the contribution of the RQEI when the RQEI contributes in any way (funding, secretarial services, logistical support, etc.) to the production and/or realization of a scientific activity (symposium, conference, round table, etc.) or training activity, in particular by using the RQEI logo and in communications related to this activity;
- e) Membership in the RQEI entails a commitment on the part of the COC member to comply with these Bylaws and Internal Governance Regulations as well as any other policy, procedure, or regulation adopted by the RQEI, present or future.
- f) He or she contributes to maintaining and developing the scientific excellence of the Network through his or her research activities.

2) **Student Member**

A student member is a graduate student whose thesis or dissertation project is integrated into the RQEI's scientific program and is supervised or co-supervised by a COC member.

3) **Collaborating member**

A collaborating member is a person who wishes to collaborate in the research activities of a COC member and who is affiliated as an associate professor, retired professor, or postdoctoral researcher at a partner institution as defined in section 12 (hereinafter a "**Partner Institution**") or employed by a socio-economic partner as defined in Article 13 (hereinafter a "**Socio-economic Partner**"). A candidate for COC membership who does not meet the Scientific Committee's criteria for excellence may nevertheless be proposed by the Committee as a collaborating member, without this mechanism limiting the other membership terms and conditions provided for collaborating members.

2. **MEMBERSHIP**

1) **COC Member**

BYLAWS AND INTERNAL GOVERNANCE REGULATIONS, Version 3, February 24, 2026

Translation note: This document is a translation of the original version written in French. In the event of any discrepancy, inconsistency, or difference in interpretation between the two versions, the French version shall prevail.



A person wishing to join the RQEI as a COC member must submit their application to the Network. This application must include a cover letter and a CV-FRQ. The cover letter must include the following information:

- The position held by the person and their university or college affiliation college affiliation;
- A description of their research interests and projects related to the RQEI's scientific program;
- The names of RQEI COC members with whom the applicant collaborates or wishes to collaborate;
- The research area to which the person wishes to be affiliated based on their research interests;
- Letters of recommendation (optional).

The person responsible for coordinating the RQEI verifies that the candidate's file is complete and submits it to the Scientific Committee for evaluation. The Scientific Committee's decision to accept or reject a candidacy is based on the candidate's file, the relevance of their scientific activities to the Network's scientific program, and their potential for collaboration within the RQEI.

2) Student Member

COC members are responsible for informing the students they supervise or co-supervise that they can become members of the RQEI and encouraging their participation in the Network's activities. To formalize their membership, student members must apply to be added to the list of student members by contacting the person responsible for coordinating the Network, in accordance with the established procedure.

3) Collaborating Member

A person employed by an RQEI socio-economic partner may become a collaborating member by submitting a request to that effect to the RQEI management (hereinafter the "**Management**"). This request must be supported by a COC member. The RQEI Management decides whether to accept the application and, if so, the person acquires the status of collaborating member of the RQEI.

Any other person wishing to join the RQEI as a collaborating member must submit their application to the Network. This application must include a recommendation from a COC member and a letter explaining the nature of the collaborating member's contribution and commitment to the RQEI. The



person responsible for coordination verifies that the candidate's file is complete and submits it to the RQEI Management for evaluation. The RQEI management decides whether or not to accept a collaborative member's application based on the added value for the development of collaboration within the RQEI. If necessary, the RQEI management meets (or contacts) the candidate to clarify their research interests and scientific background.

A collaborating member who fully meets all the requirements to become a COC member may submit their application to the Scientific Committee after one year.

3. WITHDRAWAL, REMOVAL, AND SUSPENSION OF MEMBERS

3.1. Voluntary withdrawal

A person may withdraw as a member of the RQEI at any time by giving written notice, by regular mail or email, to the RQEI Management. This withdrawal takes effect on the date of receipt of this notice or on the date indicated in the notice of withdrawal.

3.2. Expulsion of a student or collaborator member

Any member who no longer meets the eligibility requirements for RQEI membership (student or collaborator) will automatically be removed from the registry.

3.3. Termination of a COC member

COC members who no longer meet the eligibility requirements for RQEI membership will be automatically removed from the registry.

In addition, a COC member who has no scientific output on their FRQ CV that is eligible for RQEI reporting (scientific collaboration with at least one (1) other COC member) for a period of three (3) years will be automatically removed. The three-year period excludes periods of sick leave exceeding three months and periods of parental leave.

3.4. Suspension or removal for cause

The decision to remove or suspend a member must be made by the Scientific Committee for cause. This decision requires a two-thirds majority vote of the members present at a committee meeting convened for this purpose.



4. MEMBERS' MEETINGS

4.1. Chair and secretary

Member meetings are chaired by the RQEI Management. The person responsible for the coordination of the RQEI, or the Management's administrative assistant, acts as secretary and does not have the right to vote.

4.2. Date and location of meetings

The annual general meeting of members is normally held in the fall of each year to consider the annual reports of the Management, elect the members of the Scientific Committee, and deal with any other business submitted to it. It takes place on the date and at the location determined by the Scientific Committee.

The Scientific Committee may decide to hold the annual general meeting remotely using a means of communication (telephone, electronic, or other) that allows all members to communicate adequately with each other.

The Scientific Committee may decide to hold the annual general meeting in hybrid mode, i.e., with some members present in person and others participating remotely by means of telephone, electronic or other communication that allows all members to communicate adequately with each other.

Special meetings, in person or remotely, may be convened as necessary by the Management or upon written request to the Management by at least ten percent (10%) of the voting members at a members' meeting.

When a meeting is held remotely, members must identify themselves before speaking, and votes are cast orally and/or via the platform's voting system. If a secret ballot is requested, votes may be cast by any agreed-upon means of communication or, failing that, by any means that allows votes to be collected for subsequent verification and preserves the secrecy of the vote.

4.3. Notice of meeting

The notice of meeting must be sent by regular mail or email to members at least thirty (30) days in advance for the annual general meeting and at least ten (10) days in advance for a special meeting. Irregularities in the notice of meeting or in its delivery, accidental omission to give such notice, or non-receipt of the notice by the member shall not affect the validity of the proceedings at a meeting.



4.4. Quorum

The quorum for member meetings is 20% of COC members. The quorum, verified by the meeting secretary at the beginning of the meeting, is deemed to remain in effect for the duration of the proceedings. However, any COC member may request verification of the quorum during the meeting. If a lack of quorum is found during the verification, this finding terminates the meeting but does not invalidate any decisions made prior to that point.

4.5. Voting

Only COC members are entitled to vote at members' meetings. No one may be represented or exercise their right to vote by proxy at a members' meeting. Student members and associate members may participate in these meetings and discussions, but are not entitled to vote.

Unless otherwise stipulated in these Bylaws and Regulations, decisions of the members shall be taken by an absolute majority. This is half of the votes of the COC members present and voting plus one, when the number of members is even (e.g., 12 members, 50% = 6 plus 1, or 7). When the number is odd, half must be rounded up to the nearest whole number (e.g., 11 members, 50% = 5.5 rounded up to the nearest whole number = 6). Those who abstain are not counted in the calculation of the majority. In the event of a tie, the president has the casting vote. The chair then has an additional vote to decide the issue.

Unless a secret ballot is required, a statement by the chairperson that a resolution has been adopted or rejected and an entry in the minutes to that effect shall constitute *prima facie* evidence of the adoption or rejection of that resolution without it being necessary to prove the number or proportion of votes cast.

At any meeting, if a vote is not taken, a statement by the chair that the resolution has been adopted unanimously shall be *prima facie* evidence thereof.

5. **STEERING COMMITTEE**

5.1. Role

The Steering Committee (SC) administers the affairs of the RQEI. It oversees and monitors the implementation of activities and makes decisions in the best interests of the RQEI. The SC plays a



supporting role to the Executive. The SC's mandate is to:

- Monitor the direction and evolution of the RQEI's scientific programming, financial statements, and budget forecasts;
- Make recommendations regarding resource allocation, management activities, and the development of development or communication plans;
- Recommend to the Annual General Meeting the approval of the RQEI's financial statements for the fiscal year ending March 31 and approve the annual budget related to the use of RQEI grants for the following fiscal year;
- Approve development or communication plans;
- Promote research collaboration opportunities among RQEI members in partnership with community stakeholders and approve strategic alliance guidelines;
- Promote the RQEI to university and college authorities (decision-making and administrative) and thus facilitate decision-making favorable to COC members' requests within their own institutions or to requests from the RQEI Management for changes or improvements to partner institutions' contributions to the RQEI's operations and activities;
- Recommend, after a call for applications, the appointment of the RQEI Management;
- Review and approve the content of calls for projects prepared by the RQEI Management team.

5.2. Composition

The composition of the CD is representative of each university and college institution that makes up the RQEI. The CD is composed of the following individuals:

- 1) The RQEI Management;
- 2) The Deputy Scientific Management;
- 3) One representative from each partner institution, officially appointed by that institution. This person does not necessarily have to be a researcher: they may be a research manager, a dean, or a vice-president.
- 4) A student member appointed by the Student Committee;
- 5) A member of the RQEI management team, without voting rights.

5.3. Guests

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The CD may authorize any person to attend its meetings on a regular or occasional basis.

5.4. Appointment and term of office

Institutional representatives are appointed by invitation from each university and college that is part of the Network. The term of office of each representative is at the discretion of each institution.

5.5. Resignation

A member of the CD may cease to exercise his or her function by giving written notice to the Management stating his or her intention to resign. This resignation shall take effect on the date of receipt of such notice or on the date indicated in the notice of resignation.

A member of the CD who loses their status as a COC member or student member, as the case may be, ceases to be a member of the CD.

5.6. Dismissal

A member of the CD may be removed from office before the expiry of their term for a reason deemed sufficient by the CD. This decision requires a two-thirds majority vote of the CD members present and voting at a special meeting of the members convened for this purpose.

6. EXECUTIVE COMMITTEE MEETINGS

6.1. Notice of meeting

CD meetings are held when convened by the RQEI Management, with seven (7) days' prior notice. This notice specifies the dates, time, and location of the meeting. The CD Management chairs the committee meetings. The RQEI coordinator or the Management's administrative assistant acts as secretary and does not have voting rights. At least one CD meeting is held per year.

A meeting may be held at any time without notice at the request of the Management, if all members are present or if the absent members have given their consent to the meeting being held.

A meeting may be held using technology. Members' comments are then preceded by their identification. Votes are cast orally or using the voting system of the technology platform used.



A member may participate in a meeting remotely, using technological means. The person must notify the secretary of the meetings at least three hours before the meeting is held.

If a secret ballot is required, it may be held by any agreed means of communication or, failing that, by any means that allows votes to be collected for subsequent verification and preserves the secrecy of the vote.

6.2. Quorum

The quorum for CD meetings is 50% +1 of the members in office, or rounded up to the nearest whole number when the number of members in office is odd. A quorum must be present for the entire duration of the meetings.

6.3. Decision

At all CD meetings, decisions are made by resolution by an absolute majority (50% +1) of the votes cast by the members present. All members are entitled to vote.

6.4. Electronic consultation

Management may, if it deems it appropriate, use electronic consultation on a single subject to obtain the CD's opinion.

The electronic consultation process must use a system that ensures confidentiality.

During the electronic consultation, members must first vote on whether to hold the electronic consultation (preliminary vote) and then on the proposal (main vote). The result of the electronic consultation on the proposal (main vote) is only considered valid if the response on whether to hold the electronic consultation (preliminary question) is favorable to two-thirds of the votes cast meeting the quorum. In order to be adopted, the proposal (main question) submitted to the electronic consultation must obtain the support of the members in the proportion provided for in these Bylaws and Regulations, depending on the subject. The results of the two votes (preliminary and main), as well as the minutes of the electronic consultation, must be adopted at the regular meeting following the electronic consultation.

6.5. Conflict of interest

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A member must disclose any personal, professional, institutional, or other conflict of interest, whether real, potential, or apparent, that could influence their position on a matter under discussion or decision. Following this disclosure, the other members shall determine the appropriate measures to be taken to manage the conflict, taking into account the context. The other members may determine that no action is necessary.

7. SCIENTIFIC COMMITTEE

7.1. Role

The Scientific Committee (SC) is responsible for coordinating scientific programming, fostering collaboration among members and with stakeholders in the field, determining membership composition, ensuring the scientific quality of research and training of highly qualified personnel (HQP), and promoting the RQEI's scientific influence nationally and internationally. The SC plays a supporting role to the Executive. The SC's mandate is to:

- Establish and maintain the RQEI's scientific programming, particularly in the context of an application for renewal of the RQEI;
- To contribute to the scientific content of the Network's activities and programs while remaining aligned with the scientific program and its objectives;
- To recommend research funding programs for regular members of the RQEI and scholarship programs offered by the RQEI;
- Evaluate research funding applications related to funding programs launched and managed by the Network;
- Establish and maintain a pool of external evaluators for research funding applications related to funding programs launched and managed by the RQEI;
- Approve membership applications from COC members.

7.2. Composition

The SC is composed of the following individuals:

- 1) The RQEI Management, which chairs the SC;
- 2) Eight (8) scientific directors elected from among the COC members. There are two (2) scientific



directors from universities for each area of the RQEI's scientific programming and two (2) scientific directors from a college. The role of the scientific management is to guide the Network's members in the development and implementation of structuring projects;

3) One student member appointed by the Student Committee.

7.3. Guests

The Scientific Committee may authorize any person to attend its meetings on a regular or occasional basis.

7.4. Election and term of office

When the RQEI was established, the Executive Committee was appointed by the Université du Québec à Trois-Rivières, the founding institution of the Network, and the Executive Committee appointed the scientific directors and a student member to sit on the Scientific Committee.

As of the adoption of these statutes and regulations, the Executive Committee and the scientific directors are elected at the annual general meeting of members for terms of four (4) years each, renewable twice, for a maximum term of twelve (12) years.

However, in order to ensure the stability of the Committee, at the first election held on November 21, 2022:

- The Management shall be elected for a term of two (2) years;
- One (1) scientific director from a university for each scientific program area and one (1) scientific director from a college are elected for one (1) year terms each;
- The other scientific directors are elected for two-year terms.

Those elected in the first election may be re-elected for a term of four (4) years, renewable once.

These transitional provisions shall cease to apply once all the terms of office resulting from the first election have been completed.

The term of office of a student member is one (1) year, renewable.

Despite the end of their term of office, each member of the Scientific Committee shall continue to



perform their duties until the election or appointment of their successor, as the case may be.

7.4.1 Deputy Scientific Director

The Scientific Committee shall appoint a Deputy Scientific Director from among the members appointed as Scientific Directors elected from among the COC members.

The Deputy Scientific Director shall chair a meeting of the Scientific Committee in the absence of the Scientific Director at that meeting. He or she shall also act as interim Scientific Director in the event of a vacancy in that position, until the appointment of his or her successor by the Scientific Committee, in accordance with Article 7.7.

7.5. Resignation

A member of the Scientific Committee may cease to perform his or her duties by giving written notice to the Scientific Committee stating his or her intention to resign. Such resignation shall take effect on the date of receipt of such notice or on the date specified in the notice of resignation.

A member of the Scientific Committee who loses their COC member or student member status, as applicable, shall cease to be a member of the Scientific Committee.

7.6. Dismissal

A member of the Scientific Committee may be removed from office before the expiry of their term for cause by the members of the Scientific Committee. This decision requires a two-thirds majority vote of the members present and voting at a special meeting of the members convened for this purpose.

7.7. Vacancy

Any COC member seat on the Scientific Committee that becomes vacant may be filled by resolution of the Scientific Committee, but the replacement shall remain in office only until the next annual general meeting of members. It is at the discretion of the members of the Scientific Committee to fill a vacancy by appointing an eligible person. Any vacancy in the Scientific Committee that becomes vacant may be filled by resolution of the Scientific Committee, upon recommendation of the Student Committee.

7.8. Absence of a member of the Scientific Committee and appointment of an interim member



In the event of the temporary absence of a member of the Scientific Committee, for a fixed or indefinite period, the Scientific Committee may appoint an interim replacement. This appointment must be confirmed by resolution and specify the date of entry into office, the duties and rights exercised by the interim member, which are equivalent to those of the replaced member, unless otherwise specified in the resolution, particularly with regard to voting rights, as well as the conditions for the end of the interim period.

The interim period shall end upon the return of the regular member, the official declaration of the vacancy, or the holding of the next election, in accordance with the rules in force. The interim member shall be subject to the same confidentiality, compliance, and disclosure of interests obligations as the other members of the Scientific Committee.

8. MEETINGS OF THE SCIENTIFIC COMMITTEE

8.1. Notice of meeting

Meetings of the Scientific Committee are convened by the RQEI Management, with seven (7) days' prior notice. This notice specifies the date, time, and location of the meeting. The Scientific Committee Chair presides over committee meetings. The RQEI Coordinator acts as secretary and does not have voting rights.

A meeting may be held at any time without notice at the request of the Chair, if all members are present or if the absent members have given their consent to the meeting being held.

A meeting may be held using technology. Members must identify themselves before speaking, and votes are cast orally and/or via the platform's voting system.

A member may participate in a meeting remotely, using technological means. The person must notify the meeting secretary at least 3 hours before the meeting is held.

If a secret ballot is required, it may be conducted by any agreed means of communication or, failing that, by any means that allows votes to be collected for subsequent verification and preserves the secrecy of the vote.

8.2. Quorum

The quorum for Scientific Committee meetings is 50% +1 of the members in office, or rounded up to the



nearest whole number when the number of members in office is odd. A quorum must be present for the entire duration of the meetings.

8.3. Decision

At all Scientific Committee meetings, decisions are made by resolution with an absolute majority (50% +1) of the votes cast by the members present. All SC members are entitled to vote.

Written resolutions, signed by all members of the Scientific Committee, have the same value as if they had been adopted during a meeting. The proposal may be submitted by email. A copy of these resolutions must be kept with the minutes of the committee's deliberations.

8.4. Electronic consultation

Management may, if it deems it appropriate, use electronic consultation on a single subject to obtain the opinion of the Scientific Committee.

The electronic consultation process must use a system that ensures confidentiality.

During the electronic consultation, members must first vote on whether to hold the electronic consultation (preliminary vote) and then on the proposal (main vote). The result of the electronic consultation on the proposal (main vote) is only considered if the response on whether to hold the electronic consultation (preliminary question) is favorable to two-thirds of the votes cast meeting the quorum. In order to be adopted, the proposal (main question) submitted to the electronic consultation must obtain the support of the members in the proportion provided for in these Bylaws and regulations, depending on the subject. The results of the two votes (preliminary and main), as well as the minutes of the electronic consultation, must be adopted at the regular meeting following the electronic consultation.

8.5. Conflict of interest

A member must disclose any personal, professional, institutional, or other conflict of interest, whether real, potential, or apparent, that could influence his or her position on a matter under discussion or decision. Following this disclosure, the other members shall determine the appropriate measures to be taken to manage the conflict, taking into account the context. They may determine that no action is necessary.



In cases where a conflict of interest affects several members of the Scientific Committee in such a way as to prevent the required quorum from being reached, or when an exceptional resolution of the Scientific Committee so provides, decision-making is transferred to the Steering Committee, which then rules on the matter in question.

9. STUDENT COMMITTEE

The Student Committee's mandate is to mobilize RQEI students and participate in the Network's activities. The members of the Student Committee are elected by the student members of the Network for a renewable term of one (1) year.

10. RQEI MANAGEMENT

10.1. Eligibility requirements

The person occupying the position of RQEI Management is:

- the principal investigator who submitted the RQEI grant application under the FRQNT's Strategic Clusters Program; or
- the person who replaces them during the grant period.

This person must have university researcher status according to the FRQ's RGC and be a COC member of the Network.

The person holding the position of Director is employed by the managing institution.

An application for the position of Director of the RQEI requires a letter of support from the institution that will act as the managing institution.

10.2. Role

The role of the RQEI Director is multifaceted. The Director provides leadership for the Network and is its official representative. The Director oversees the day-to-day operations of the RQEI staff and the Student Committee. The Director proposes the allocation of funds, reports on the progress of work and budget management, and prepares the financial statements, management report, and annual activity report.



All documents requiring the RQEI's signature must be signed by the Management.

11. MANAGING INSTITUTION

The managing institution is the employer of the principal investigator submitting the RQEI's funding application to the FRQNT's Strategic Clusters Program . The managing institution must be a university recognized by the FRQ to manage funding.

The managing institution receives and administers the grant awarded by the FRQNT under the FRQNT Strategic Clusters Program, as well as other grants awarded to the RQEI in accordance with the rules of the funding agencies, and is therefore the trustee.

12. PARTNER INSTITUTION

A RQEI partner institution is a university or college recognized by the FRQ with at least one (1) researcher who is a COC member of the RQEI.

13. SOCIO-ECONOMIC PARTNER

A public or private organization wishing to become a Socioeconomic Partner of the RQEI must submit a letter of support to the Network. This letter must include the nature of the proposed partnership (scientific, dissemination, etc.).

The person responsible for coordinating the RQEI verifies that the organization's file is complete and submits it to the Scientific Committee for evaluation. The Scientific Committee's decision to accept or reject an application is based on the relevance of the proposed partnership to the RQEI's mission.

14. FISCAL YEAR

The RQEI's fiscal year ends on March 31, and management must present its management report for that fiscal year at the following annual general meeting of members.

15. FINANCIAL CONTRIBUTION

Partner institutions may choose to make a financial contribution directly to the RQEI or indirectly by paying research funds to the COC members of their institution. In the first case, the RQEI management team manages the financial contribution. In the second case, the partner institution manages the contribution and reports it on March 31 of each year to the RQEI management team before the following



June 30.

16. AMENDMENTS TO THE BYLAWS AND INTERNAL GOVERNANCE REGULATIONS

Amendments to these Bylaws and Regulations must be adopted by the Scientific Committee and then ratified by the members at an annual meeting or a special meeting convened for this purpose.