# CANADIAN LAW AND SOCIETY ASSOCIATION

# BYLAWS

**As adopted in 1986, and amended in 1992, 1997 and 1999**

## ARTICLE 1: NAME

1.1 The Association shall be known as the Canadian Law and Society Association / Association canadienne droit et société (CLSA / ACDS).

1.2 The Association is incorporated as a corporation not-for-profit under the laws of Canada, and has those purposes and powers set forth in these Bylaws, as amended, and those corporate powers and rights granted to it by law.

1.3 English and French shall be the official languages of the Association.

1.4 The head office of the Association shall be at the University of Calgary in the City of Calgary, Province of Alberta, or wherever designated in Canada from time to time by resolution of the Board of Directors.

## ARTICLE 2: PURPOSES

2.1 To encourage and develop the multi-disciplinary study of the relationships between law and society.

2.2 To hold conferences and meetings for the promotion and discussion of basic research in law and society issues.

2.3 To purchase, acquire, take by gift, any devise, bequest, or donation for the objects of the corporation.

2.4 To give grants, scholarships or fellowships to deserving individuals, groups of persons or organizations in pursuance of the objects of the corporation.

2.5 To publish journals, newspapers, books or monographs relating to the study of law and society issues.

## ARTICLE 3: MEMBERSHIP

3.1 MEMBERSHIP CATEGORIES. Membership in this Association shall be divided into two categories: Active (including Regular, Students, and Emeritus); and Affiliate (including Institutional). Only Active Members shall enjoy voting privileges, or be eligible for nomination, election, or appointment to office.

3.2 ACTIVE MEMBERS.

a) REGULAR. Any person interested in the purpose of this Association shall be duly accepted into its active membership as a Regular Member after payment of the annual dues specified for such membership. Regular Members shall have voting privileges, be eligible to hold office, and shall receive all regular publications of the Association.

b) EMERITUS. When Active Members reach the age of 65 years, a transfer to emeritus status may be requested. Emeritus Members shall pay dues in the amount specified for such membership, and shall enjoy the same rights and privileges as Regular Members.

3.3 AFFILIATE MEMBERS, INSTITUTIONAL. Any organization shall be eligible to affiliate with the Association upon payment of the annual dues specified for such membership. Institutional Affiliates shall receive all official publications of the Association, but may neither vote nor hold office.

3.4 MEMBERSHIP YEAR. The membership year shall extend from January 1st to December 3lst.

3.5 MEMBERSHIP DUES. The membership dues shall be determined from time to time by the Board of Directors. Reduced membership dues may be designated for students. Failure of a Member to pay dues automatically terminates the individual's membership in this Association, unless otherwise stipulated by the Board of Directors. Upon the request and payment of tardy and current dues, any person whose membership has been automatically terminated for non-payment of dues may be reinstated by the Secretary-Treasurer of the Association.

3.6 Each Member of the Association shall be entitled to receive a copy of each regular issue of the Canadian Journal of Law and Society.

## ARTICLE 4: OFFICERS, NOMINATIONS, ELECTIONS

4.1 OFFICERS. The Officers of this Association shall be President, Past-President, two Vice-Presidents, Vice-President, Secretary-Treasurer, Programme Coordinator (English), Programme Coordinator (French), Newsletter Editor and Journal Editor.

4.2 TERMS OF OFFICE.

a) President, two Vice-Presidents and Programme Coordinators shall serve a one year term and may stand for re-election for two further one year terms.

b) Secretary-Treasurer, Newsletter Editor and Journal Editor shall serve a three year term, renewable for one, two or three years.

c) The President upon completion of his or her term shall become Past-President.

d) A term of office shall begin on the last day of the Association's Annual Conference. If an emergency prevents the Annual Conference, a term of office shall begin on January 1st of the year following the normal date of the Annual Conference, and shall continue until a successor is entitled and prepared to take office.

e) If an elected Officer is not ready to take office within one month of the initiation of his or her term, the Board of Directors may declare the office vacant and appoint a substitute to complete the unexpired term.

4.3 BOARD OF DIRECTORS.

a) The Board of Directors of the Association shall consist of the Officers described at article 4.1, nine Directors-at-Large and two student Directors.

b) Directors-at-Large shall serve three year terms, and three Directors-at-Large shall be replaced every year. Student directors are elected for one or two year terms.

c) The Board of Directors shall carry out policy as determined by the general meeting of the Association. It shall have the power to approve the budget and to direct and review the general affairs of the Association.

d) The Board of Directors shall hold a regular meeting each year prior to the Annual Conference of the Association and may call additional meetings of the Board of Directors as necessary.

e) One-half of the members of the Board of Directors shall constitute a quorum for the official transaction of business. Unless otherwise specified herein, decisions shall be based on a simple majority vote.

f) Special votes by mail or telephone may be conducted at the discretion of the President or by petition of the majority of the Board of Directors.

4.4 EXECUTIVE COMMITTEE.

a) The Executive Committee of the Association shall consist of the Officers described at article 4.1.

b) The Executive Committee shall implement and enforce the policies and decisions of the Board of Directors, and assist the President in managing the affairs of the Association.

c) All actions taken by the Executive Committee shall be reported regularly to the Board of Directors.

4.5 NOMINATIONS AND ELECTIONS.

a) At each annual meeting as the terms of office of Officers and Directors expire, the Nominating Committee shall endeavour to present a slate of at least two names each for the offices of the President and the two Vice-Presidents, and at least four names for three seats of Directors-at-Large. At appropriate times the Nominating Committee shall make nominations for Secretary-Treasurer, Newsletter Editor and Journal Editor. The student Directors are nominated and elected by the student caucus according to the procedures established by the caucus.

b) The Nominating Committee shall endeavour to ensure appropriate regional representation and representation of the various academic disciplines.

c) After the Nominating Committee presents its list of candidates, nominations may be made from the floor. If seconded, the name of the person(s) nominated shall be added to the list of candidates for election.

d) When only one candidate stands for office, she or he is proclaimed elected. Otherwise, election shall be by written ballot and the votes shall be counted by the Secretary-Treasurer and a teller chosen by the assembly.

e) Officers and Directors shall be elected by plurality vote. In case of a tie, the President shall cast the deciding vote.

f) Notwithstanding subparagraph (e), Programme Coordinators (English and French) shall be appointed by the President about eighteen months in advance, and hold office on the Board of Directors and Executive Committee during the year prior to such Conference.

4.6 VACANCIES.

a) If a vacancy occurs in the office of the President, the Secretary-Treasurer shall convene the Executive Committee for the purpose of naming an acting President.

b) When a vacancy occurs in the any office or Directorship, the Executive shall fill the vacant position until the next annual election.

4.7 DUTIES OF OFFICERS.

a) The President shall preside at all business meetings of the Association, its Board of Directors and its Executive Committee. The President shall create and appoint such temporary committees as deemed necessary; receive and analyze the annual reports of the officers and committees of the Association preceding the Annual Conference; submit an annual report of the status, program and needs of the Association; actively promote the Association's public relations; represent the Association at meetings of other educational and professional organizations when possible; and perform those duties usually associated with this office.

b) The Past-President and the Vice-Presidents shall assist the President when requested. The Vice-Presidents shall assume the duties of the President in the event of the latter's absence, disability, or request.

c) The Secretary-Treasurer shall act as recording secretary for all general meetings, meetings of the Board of Directors and the Executive Committee. She or he shall carry on all routine correspondence in the name of the Association or as directed by the Officers of the Board. The Secretary-Treasurer shall receive and circulate reports of committees, and prepare and present an annual report of the Executive Committee and the Board for the Annual Meeting. The Secretary-Treasurer of the Association, as a member of the Membership Committee, collects all membership dues and maintains the official and current membership file of the Association. In addition, the Secretary-Treasurer shall submit an annual financial report to the Board of Directors and to the Association's Membership.

d) The Programme Coordinators shall assume the responsibility for planning the Annual Conference programme and any additional programmes sponsored by the Association.

e) The Newsletter Editor shall be responsible for editing and publishing the Newsletter.

f) The Journal Editor shall be responsible for editing and publishing the Journal.

## ARTICLE 5: COMMITTEES

5.1 COMMITTEE STRUCTURE. The committee structure of this Association shall consist of:

a) Standing Committees, such as the Executive Committee, the Membership Committee and the Nominating Committee;

b) Special Task Committees;

c) Annual Committees, such as the Programme Committee; and

d) Future Tasks Committees.

5.2 All committees shall be accountable to the general Membership and to the Board of Directors between Annual Meetings.

5.3 All committees shall be established or discontinued by the Board of Directors, or by the general Membership at the Annual Meeting.

5.4 The President shall appoint the chairs and members of all committees.

5.5 The Membership Committee shall be in charge of promoting admission and maintenance of membership in the Association. It shall include the Secretary-Treasurer and a member of the Journal's Editorial Committee, and act in consultation with the Directors-at-Large.

5.6 The Nominating Committee shall be in charge of proposing nominees for the seats of officers and directors of the Association. It shall include at least two Directors-at-Large and act in consultation with the other Directors-at-Large.

## ARTICLE 6: PUBLICATIONS

6.1 The Association shall engage in the preparation, production, sale and distribution of such occasional or regular publications as the Board of Directors shall determine.

6.2 NEWSLETTER. Published half-yearly, the Newsletter is a communication link between Members and with the academic, legal and governmental communities as well as other organizations. It circulates news from the Association and the Journal, opinions and viewpoints of members, and information on work in progress, recent publications, recent and forthcoming conferences, research centre activities and research support, and also law and society teaching and pedagogy.

6.3 CANADIAN JOURNAL OF LAW AND SOCIETY.

a) The Canadian Journal of Law and Society is the property of the Association, according to the agreement signed with the founding institution. The editorial office moves periodically from one Canadian institution to another, according to the proposals accepted by the Board of Directors. The Journal is under the direction of the Editor, who receives assistance from an Editorial Committee and an Advisory Board.

b) The Editor has overall responsibility for the ongoing conduct of all aspects of the Journal's operations, and exercises a degree of policy discretion in her or his decision-making process.

c) The Editorial Committee is composed of the Editor and four persons selected by the Editor for their reasonable geographical proximity of the Editor and the Publisher, their editorial competence in both official languages, and to ensure adequate representation of sex and diversity of disciplines.

d) Members of the Editorial Committee assist the Editor on an ongoing and regular basis, and participate in the editorship's functions and decisions.

e) The Advisory Board is composed of twenty to twenty-five persons designated by the Executive Committee on proposal by the Journal's Editor taking into account appropriate representation of academic disciplines, regions, official languages and sex. These members shall serve six year terms, and one third of the Board shall be replaced every two years. When a vacancy occurs, replacement to fill the unexpired term follows the same procedure and criteria.

f) The Advisory Board holds its meeting during the Annual Conference of the Association, in order to review the Journal's editorial policies and overall performance and to recommend, assess and approve major policy changes. Members of the Advisory Board bring their contribution to the Journal's promotion and influence, and occasionally act as referees.

## ARTICLE 7: FINANCES

7.1 Annual dues of all classes of membership shall be set by the Board of Directors in accordance with the Association's financial needs. Upon the petition of ten percent of the Active Members, however, the Board of Directors must submit to the Active Members for their approval at the Annual Meeting or by mail ballot any decision to change the

dues structure. A simple majority of those responding within 45 days shall then decide the issue.

7.2 The Secretary-Treasurer shall receive dues and other payments, keep accounts, authorize outgoing cheques, and render reports as provided in Article 4.7 (c) above.

7.3 An Auditor shall be appointed by the Members of the Association at each Annual Meeting. The Auditor shall:

a) Examine annually the financial statement of the Secretary-Treasurer, including such tests of accounting records and other information as will enable him or her to give an opinion on the financial statements.

b) File reports with the Secretary-Treasurer not less than eight weeks before the Annual Meeting of the Board of Directors. The report shall be submitted to the Annual Meeting at which time it shall be read and shall be opened to inspection by all Members of the Association. The report of the Auditor shall also be included in the Annual Report to Members of the proceedings of the Board of Directors.

c) Examine and report on other financial affairs of the Association at any time during the year upon request of the Board of Directors.

d) Remuneration of the Auditor shall be fixed by the Board of Directors.

7.4 Funds received by the Association shall be handled by the Secretary-Treasurer and deposited in an appropriate financial institution approved by the Board of Directors.

7.5 By affirmative vote of a simple majority of voting members of the Board of Directors, the Secretary-Treasurer shall invest in approved trustee investments stated amounts of the funds of the Association as directed from time to time.

7.6 All revenue derived from dues, assessments, sale of publications, grants or any other source shall be used exclusively for the work of the Association. Such funds shall be expended in accordance with Association purposes consistent with its budget, or with the special terms of a grant or bequest consistent with Association purposes. No part of the incomes of the Association shall be paid to any Member as a share or dividend; but Officers, committee members and employees may be reimbursed for necessary expenses related to their duties; and employees may be paid wages and salaries as authorized by the Board of Directors.

7.7 The Board of Directors shall present to the Association at its Annual Business Meeting the budget adopted for the next fiscal year.

7.8 No Member or group of Members shall commit the funds or other assets and resources of the Association in any way except as stipulated in these Bylaws.

7.9 DISPOSAL OF ASSETS

a) In the event the Association is dissolved, the Board of Directors shall remain in existence for not more than 12 months to terminate the affairs of the Association in accordance with the provisions of this section.

b) After payment of debts and obligations, the Board of Directors shall reimburse the research groups and institutions for funds expended on behalf of the Association or the Journal in proportion of such expenses.

c) After such payments and reimbursements, any remaining assets of the Association shall be transferred to one or more recognized charitable organizations in Canada, having similar goals.

d) Should the authorized transfer of funds not have been completed by the end of the twelfth month after dissolution of the Association, a majority of the Members of the last Executive Committee of the Association shall have authority to complete the provisions of this section.

7.10 No Member or group of Members other than a duly established committee of the Association shall use the name of the Association or its logo in an activity without the prior written permission of the Secretary-Treasurer acting with the advice and consent of the Board of Directors.

## ARTICLE 8: MEETINGS AND REPORTS

8.1 Except for sufficient reason, there shall be an Annual Conference of the Association. One general session of the Annual Conference shall be arranged for and designated as the Annual Business Meeting for the purposes of making policy, reporting and reviewing all decisions of the Board of Directors. All decisions of the Board of Directors shall be reported to the Association Membership at the Annual Business Meeting of the Association.

8.2 The Board of Directors of the Association shall have the authority to set the time, place, and registration fees of the meetings of the entire Association. On the petition of ten percent of the Active Members, however, the Board of Directors must call a meeting to be held within three months from the date of the petition.

8.3 Announcement of the time and place of any meeting of the entire Association shall be made as far ahead as is reasonably possible; in every case, notice shall be sent in time to reach Active Members at least 30 days in advance of the meeting date. Announcements of meetings will also be sent to Affiliate Members.

8.4 Active Members of the Association may vote on matters referred to the Association at the Annual Business Meeting, and may initiate business at such meetings. Motions passed at the Annual Business Meeting shall be acted upon by the Board of Directors.

8.5 Items of business requiring the vote of Active Members may be transacted by mail when the Board of Directors considers such action desirable.

8.6 At the Annual Business Meeting the Active Members by a simple majority vote may refer any business other than constitutional amendments to the entire Active Membership for a vote by mail. A summary of pertinent discussion on the floor will be included in the materials sent to the Members.

8.7 Minutes of the preceding Annual Business Meeting, with a summary of any other material which concerns a program of the Association for its membership, shall be included in the annual report by the Secretary-Treasurer.

8.8 A copy of the budget as approved by the Board of Directors shall be available at the Annual Business Meeting. 8.9 The financial year of the Association shall extend from January 1st to December 31st.

## ARTICLE 9: AMENDMENTS AND REVISIONS

9.1 INITIATION OF CHANGE. Amendments to, or other changes in, these Bylaws may be initiated in any of the following ways:

a) The Board of Directors may formulate proposals for amendment of these Bylaws and submit them, with any arguments it chooses, to the Active Membership for vote.

b) The President may appoint a Committee to consider revising the Bylaws in general or in particular, and subsequently submit to the Membership of the Association the Committee report, together with recommendations of the Board of Directors for or against the proposals.

c) Fifteen Active Members of the Association may submit to the Board of Directors a proposed amendment or amendments in writing and signed by the sponsors. The Board of Directors shall then submit the proposed amendment(s) with any arguments advanced by its sponsors, and with the Board of Directors' recommendation for or against the proposed change, to the Members of the Association for action. An amendment formulated in this manner may not be submitted to the Board of Directors within a period of 60 days preceding and 60 days following the date of the Annual Business Meeting.

d) Any defeated amendment shall not be reconsidered before the next Annual Meeting of the Association.

9.2 Amendments or revisions to this document may be considered formally by the Active Members of the Association at the annual meeting. An affirmative vote of at least two-thirds of those voting shall be required for acceptance of an amendment. Members may designate a proxy vote by written notification to the Secretary-Treasurer or the President, 30 days in advance of the Annual Meeting.

9.3 Unless otherwise specified, an amendment approved by the Active Members becomes effective on the date selected by official action of the Board of Directors, but in no case later than the next Annual Business Meeting.

## ARTICLE 10: PARLIAMENTARY AUTHORITY

10.1 In the absence of any provision to the contrary in these Bylaws, all business meetings of the Association and its various components shall be governed by the Parliamentary rules and usuages contained in the current edition of *Roberts Rules of Order, Revised*.