

Administrative Sciences Association of Canada/ Association des sciences administratives du Canada

BY-LAWS

1.00 Overview

1.01 Definitions

In these By-Laws and all other By-Laws of the Corporation, unless the context otherwise requires:

- a. "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;
- b. "Articles" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "Board" means the Board of Directors of the Corporation and "Director" means a member of the Board and "Executive Committee" means a subset of the Board of Directors consisting of the Past President, President, Vice President Program, Treasurer, and Secretary;
- d. "By-Laws" means these By-Laws and any other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; a special meeting of all members entitled to vote at an annual meeting of members;
- f. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;
- g. "Required Fee" shall mean any fee, assessment, or other dollar amount required to be paid either in virtue of any bylaw or any resolution of the Board which has been validly passed; and
- h. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of these By-Laws, 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. The word "Corporation" may on literature of the Corporation be designated as an "Association".

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.03 Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Administrative Sciences Association of Canada (ASAC) Association des sciences administratives du Canada (ASAC) and shall be in the custody of the Secretary and Information Management of the Corporation.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of: (a) its President and (b) any one of the officers mentioned in Section 4.00 of the present By-Laws. 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 person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, By-Laws or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be on December 31 of each year or on such other date as may be determined by the Board of Directors.

1.06 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.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

1.08 Head Office

The Head Office of the Corporation shall be the business address of Board Director in the Secretary and Information Management position.

2.00 Membership

2.01 Conditions of Membership

2.01.01 The membership in the Corporation shall be divided into the following categories:

- a) Regular: Any individual who is interested in furthering the objects of the Corporation and has paid the membership fee;
- b) Student/PhD Candidate/Retired Faculty: Any individual who is currently either a student or PhD candidate in a university or a retired faculty member and who has paid the membership fee.
- c) Lifetime or Honorary Membership may be conferred upon any person by the Board of Directors from time to time and at its sole discretion.

2.01.02 The Regular and the Student/PhD Candidate/Retired Faculty members shall be considered Class A members as foreseen in the Articles. Lifetime or Honorary members shall be considered Class B members as foreseen in the Articles.

2.01.03 The Board of Directors shall have the power to withdraw the Honorary membership.

2.01.04 Any person interested in becoming a Regular, Student/PhD Candidate, or Retired Faculty member must submit an application with the required fee.

2.01.05 The required fee shall be recommended by the Board of Directors for approval by the membership by a majority vote at an annual general meeting

2.01.06 Membership shall automatically cease if a member has not paid any required fee at its due date.

2.01.07 Membership shall not be transmissible by death and shall automatically cease upon the death of the member.

2.01.08 Any member may be deprived of his or her membership by a vote of three-quarters (3/4) of the members present at the annual general meeting.

2.01.09 Any member may withdraw from the Corporation at any time upon making written notification to the Secretary and Information Management of the Corporation, said written notification to be delivered by registered or certified mail, fax or e-mail sent to the address of the Secretary and Information Management of the Corporation using the appropriate postal and/or telephonic and/or electronic coordinates.

3.00 Directors

3.01 The property and business of the Corporation shall be managed by a Board of Directors.

3.02 The Directors of the Corporation shall be elected at the Annual General Meeting of Members. All Directors shall hold office for a term or until the next Annual General Meeting of Members, unless such term is terminated earlier in accordance with the provisions of these By-Laws.

3.03 Attendance at any meetings of the Board of Directors or Executive Committee may be by teleconference and/or by electronic polls, the whole after giving notice as required by this Section 3 of these By-Laws.

3.04 The Board of Directors shall consist of the following members and the Officers of the Corporation:

1. President and Chair of the Board;
2. Past-President;
3. Vice President Program;
4. Vice President Program Elect;
5. Vice President Membership and Marketing;
6. Secretary and Information Management;
7. Treasurer

it being specifically provided that no fewer than two Directors shall be neither an officer nor an employee of the Corporation.

3.05 The office of Director shall be automatically vacated:

- a. if a Director shall resign by delivering a written resignation to the Secretary and Information Management of the Corporation;
- b. if at a special general meeting of members a resolution is passed by a vote of three-quarters (3/4) of the members present at the meeting that the Director be removed from office;
- c. on death;
- d. when his membership lapses;
- e. when his term expires and he is replaced on the Board of Directors by another Director.

3.06 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors, provided there shall be at least one (1) meeting per year of the Board of Directors.

3.07 Directors, as such, shall not receive any stated remuneration for their services, but, by resolution of the Board of Directors, expenses of their attendance may be allowed for their attendance at each regular or special meeting. Nevertheless, nothing herein contained shall be construed to preclude any Director from serving the corporation in any capacity and receiving compensation therefore. Furthermore, any Director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the corporation.

3.08 The Board of Directors shall have charge of the general interests of the Corporation, shall call the annual and any special meetings of the Corporation, appropriate money, appoint committees and their chairpersons with appropriate powers, have general responsibility for the publications of the Corporation, and in general possess the governing power in the Corporation except as otherwise specifically provided in the Charter. The Board of Directors shall serve as an Editorial Advisory Committee to assist, when called upon, the Board of Editors of a Journal, should the Board of Directors decide to establish one.

3.09 Five elected members shall constitute a quorum of the Board of Directors, and a majority vote of those in attendance shall control its decisions.

3.10 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

3.11 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 meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such agents or employees shall cease to be payable from the date of such meeting of members.

3.12 Every Director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation 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 corporation, from and against:

- a. all costs, charges and expenses whatsoever which such Director, officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such Director, officer or other person, or in respect of an act, deed, matter or thing whatsoever, made, done or permitted by such Director, officer or other person, in or about the execution of the duties of his office or in respect of any such liability;
- b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

3.13 The Directors of the corporation may administer affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinbefore provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its charter or otherwise authorized to exercise and do.

The Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to:

- a) employ and pay salaries to employees;
- b) the power to make expenditures for the purpose of furthering the objects of the corporation;
- c) 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 promoting the

- interest of ASAC in accordance with such terms as the Board of Directors may prescribe;
- d) take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind;
 - e) take such further steps and exercise such further rights and/or powers as the Board of Director's from time to time require;

The whole on condition that all acts by such officer or officers on behalf of the Board of Directors shall be ratified at the next annual meeting of the Board of Directors.

3.14 The Board of Directors shall, at its discretion, have the authority to appoint an Executive Committee of its own members.

3.15 The Board shall consist of the Officers of the Corporation. Any Board member may be removed by a majority vote of the Board of Directors.

3.16 The minutes of the Board of Directors shall be available to the general membership of the Corporation at the Annual Meeting.

4.00 Officers

4.01 The officers of the Corporation shall be a President and Chair of the Board, a Past President, a Vice President Program, a Vice President Program Elect, a Vice President Membership and Marketing, a Secretary and Information Management, and a Treasurer.

4.02 The President and Past President shall hold office for a two year term.

4.03 The Vice-President Membership and Marketing, Secretary and Information Management, and Treasurer shall hold office for a three year term.

4.04 A member must have held membership for a minimum of two non-consecutive years prior to becoming President, except by motion of the board.

4.05 A member must currently be, or have been, on an ASAC Division Executive prior to becoming the Vice President Program Elect, except by motion of the board.

4.06 The Vice President Program Elect becomes the Vice President Program in the year following their election.

4.07 The nominating committee consisting of the President and Past President will send to members calls for nominations for any open positions for President, Vice President Program Elect, Vice-President Membership and Marketing, Secretary and Information Management, and Treasurer by February 1 of the year of the election.

4.08 Nominations of Corporation officer candidates will be made by any member, who may nominate themselves or another member. A written nomination (via e-mail) is to be sent to the nominating committee no later than March 1 of the year of the election.

4.09 Nominees must be Regular or Retired Faculty members of ASAC.

4.10 Nominees may be contacted by the nominating committee to ensure interest and qualifications. The nominating committee will present the nominees to members by sending out an e-mail vote no later than April 1 with returns no later than May 1.

4.11 The candidate(s) with the largest number of votes shall be declared elected. The new slate will be approved at the ASAC Annual General Meeting.

4.12 Division officers must be members in good standing and shall be nominated and elected by members of the Division in a manner determined by the Division. Election of any other elective members of the Board of Directors shall be as follows:
a. each member of the Association has the right to vote for as many candidates as there are places to be filled; b. those candidates who receive the largest number of votes shall be declared elected.

4.13 The President of the Corporation shall preside at all meetings of the Board of Directors and shall perform other duties as may be required, subject to the approval of the Board of Directors. In the absence of the President, the President's responsibilities are assumed successively by the Past President, Vice President Membership and Marketing, the Secretary and Information Management, and the Treasurer.

4.14 The Board of Directors may delegate any or all of its powers at any time and from time to time to the Executive Committee.

5.00 Board of Directors

5.01 The Vice President Program shall have primary responsibility for the Conference of the Corporation, subject to the approval of the Board of Directors.

5.02 The President and Chair of the Board shall participate in meetings of the Corporation, shall preside over meetings of the Board, and shall perform such duties as are assigned by the Board of Directors.

5.03 The Vice President Membership and Marketing shall, subject to the direction of the Board of Directors, have responsibility for membership recruitment and maintenance and the coordination of awarding of grants and fellowships.

5.04 The Vice President Program shall, subject to the direction of the Board of Directors, have responsibility for organizing the annual conference as specified in the ASAC Conference Procedures.

5.05 The Vice President Program Elect shall, subject to the direction of the Board of Directors, have responsibility for selecting the conference location for the following year and supporting the Vice President Program as specified in the ASAC Conference Procedures.

5.06 The Secretary and Information Management shall, subject to the direction of the Board of Directors, record minutes of all meetings of the Corporation and shall correspond on behalf of the Corporation.

5.07 The Treasurer shall, subject to the direction of the Board of Directors, have the custody of the funds of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be designed by the Board of Directors.

The treasurer shall present an annual audited balance sheet and income statement to the annual meetings of the membership, and perform such other duties as may from time to time be directed by the Board of Directors.

6.00 Meetings of Members

6.01 The Annual General Meeting of the Corporation shall be called by the Board of Directors, and unless held at the same time and place as the annual conference

of the Corporation notice of the Meeting shall be sent to all members at least two months prior to the date of the Meeting.

6.02 Twenty-five members shall constitute a quorum of any meeting of the Corporation, and a majority of those voting shall control its decisions.

6.03 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of the member, Director or officer shall be the last address recorded on the books of the Corporation.

6.04 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

6.05 Chair of the Meeting

In the event that the President and Chair of the Board is absent, the members who are present and entitled to vote at the meeting shall choose one of their numbers to chair the meeting.

6.06 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be either 25 members or 10% of the members entitled to vote at the meeting, whichever is less. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

6.07 Votes to Govern

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 question. 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 in addition to an original vote shall have a second or casting vote.

6.08 Requisition of Members for Meeting

Upon the requisition of not more than 5% of the members entitled to vote at any meeting of members, the Board of Directors shall convoke a meeting of the members in order to consider the matters and purposes of the meeting mentioned in the requisition. Such meeting of members shall be convoked by the Board of Directors within the delay prescribed by the requisition. If the Board of Directors does not convoke a meeting of members within the delay prescribed by the requisition, any member may convoke such meeting.

7.00 Divisional Chairs' Council

7.01 A Divisional Chairs' Council comprised of the Chair (or a delegate) from each Division will meet during the annual conference. The Council will be chaired by the Vice President Program and supported by the President and the Vice President Program Elect.

8.00 Amendment of By-Laws

Amendments to these bylaws may be proposed by the Board of Directors or by any ten members of the Corporation who have submitted their proposal amendments in writing to the Secretary and Information Management by March 1 for consideration by the membership in that year.

Amendments shall be voted upon by members of the Corporation at the Annual Meeting.

The Amendments shall be sanctioned by an affirmative vote of the majority of those voting.

8.01 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

9.00 Resolutions

Resolutions sponsored by any member of the Corporation and submitted in writing to the Secretary and Information Management not less than 30 days in advance of the Annual Meeting shall be voted upon by the members of the Corporation at the Annual Business Meeting. For adoption, resolutions require a majority vote of the members present and voting at the Annual Business Meeting.

10.00 Auditors

The members shall on change of the Treasurer, or as a minimum every two years appoint an auditor to annually audit the accounts of the corporation.

11.00 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept.

12.00 Successor Rights

If the Corporation is divided into two or more organizations, the assets of the organization shall be divided, and the liabilities shared among the successor organizations in the proportions which the number of members of the organization who become members of each successor organization bears to the number of members of the organization who become members of the other successor

organization or organizations. In the event of outright dissolution or winding up of the organization other than by division as described above, all assets remaining after payment of liabilities shall be distributed to one or more recognized charitable organizations in Canada.

The members of the Board of Directors of the organization shall have power to decide on questions of detail concerning the distribution of the assets and liabilities of the organization and the time as of which the proportions referred to in the preceding paragraph are to be determined.

13.00 Rules and Regulations

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.