

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of **Canadian Political Science Association / Association Canadienne de science politique** (the "Corporation")

**BE IT ENACTED** as a by-law of the Corporation as follows:

### **ARTICLE I. GENERAL**

#### **1.1 Definitions**

In this by-law 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 the Corporation 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;
- (d) "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;
- (e) "members" means members of the Corporation;
- (f) "meeting of members" includes an annual meeting of members or a special meeting of members;
- (g) "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- (h) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (i) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- (j) "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 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 Section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

### **1.03 Language**

English and French shall be the official languages of the Corporation.

## **ARTICLE II. MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION**

### **2.01 Membership Conditions**

Subject to the articles, there shall be two classes of members in the Corporation, namely, individual members and institutional members. The Board may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

#### **Individual Members**

- i. Individual membership shall be available to persons who have applied and have been accepted for individual membership in the Corporation.
- ii. The term of membership of an individual member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. As set out in the articles, each individual member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings.

#### **Institutional Members**

- i. Institutional membership shall be available to political science departments or equivalent which have applied and have been accepted for Institutional non-voting membership in the Corporation.
- ii. The term of membership of an Institutional member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- iii. Subject to the Act and the articles, an Institutional member shall not be entitled to vote at meetings of the members of the Corporation but shall be entitled to notice of and attend at such meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions.

### **2.02 Notice of Meeting of Members**

Notice of the time and place of a meeting of members shall be given to each member by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, 60 days before the day on which the meeting is to be held.

If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

### **2.03 Alternative Methods of Voting**

Pursuant to Section 171 of the Act, the following alternative method of voting by members is authorized by the Corporation:

voting by means of a electronic facility that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member voted.

### **2.04 Special Meeting**

The Board shall have power to call, at any time, a special meeting of members and determine its place. The Board shall call a special meeting of members on written requisition of fifteen (15) voting members which requisition shall specify the nature of the business to be discussed and a draft of any resolution proposed.

### **2.05 Amendment to By-Law**

No amendment, modification or deletion to or revocation of this By-Law shall be effective until approved by the members by Special Resolution.

## **ARTICLE III. MEMBERSHIP DUES, TERMINATION**

### **3.01 Payment of Membership Dues**

Members shall be notified in writing of the membership dues at any time payable by them and the members in default shall automatically cease to be members of the Corporation.

### **3.02 Membership Dues**

Dues for members shall be set by resolution of the Board and shall be effective when set, subject to ratification by the membership at a meeting of the members. The Board may determine membership rates by member attribute.

### **3.03 Discipline of Members**

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

### **3.04 Termination of Membership**

A membership in the Corporation is terminated when:

- a. the member dies or resigns;

- b. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Canadian Political Science Association is liquidated and dissolved under the Act.

### **3.05 Effect of Termination of Membership**

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **4.01 Persons Entitled to be Present**

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

### **4.02 Chair of the Meeting**

The chair of any meeting of members shall be the President, Vice-President or Past-President. If the President, Vice-President or Past-President are not present, the Chair shall be selected by the members in attendance at the meeting of members.

### **4.03 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 thirty (30) members entitled to vote at the meeting. 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. If at any such meeting a quorum is not present within thirty minutes after the time appointed for the meeting, then the meeting shall be adjourned to such date being not less than seven days later. At such adjourned meeting two members who are present or represented shall constitute a quorum thereat and may transact the business for which the meeting was originally called.

### **4.04 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 questions. 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.

## **ARTICLE V. DIRECTORS**

### **5.01 Election and Term**

The maximum number of directors elected by the members shall be fifteen (15) directors. Pursuant to the powers granted to them by the Articles to appoint additional directors, the directors may appoint one additional director for a term of three (3) years. Directors shall be elected for a term of three years. The term of all directors following the enactment of this by-law shall end at the first annual meeting of the

members. At the first election of directors following the approval of this by-law, no fewer than five (5) directors shall be elected for a three-year term, no fewer than five (5) directors shall be elected for a two-year term and no fewer than four (4) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, the newly elected directors shall be elected for three-year (3) terms.

## **ARTICLE VI. MEETINGS OF DIRECTORS**

### **6.01 Calling of Meetings**

Meetings of the Board may be called by the President, the Vice-President, the Past President or any three (3) directors at any time.

### **6.02 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than five (5) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **6.03 Number and Quorum**

Until changed by by-law, the number of directors of the Corporation and the quorum thereof for the transaction of business at any meeting of the Board shall be the number determined by resolution of the Members and otherwise nine (9) directors.

### **6.04 Chair**

The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: President or Vice-President or Past President. If all such officers be absent or unable or refuse or fail to act, the directors present may choose a chairman from among their number. The chair at any meeting may vote as a director.

### **6.05 Votes to Govern**

At all meetings of the Board, every question 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 shall have a second or casting vote.

### **6.06 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Canadian Political Science Association shall appoint the following committees:

- Executive,
- Nominating,
- Editorial Committee for the Canadian Journal of Political Science.

### **6.07 No Remuneration**

Members of the Board, officers and members of committees, with the exception of appointed employee officers and staff, shall not receive any stated remuneration for their services, other than necessary traveling expenses while wholly engaged on duties for the benefit of the Corporation.

## **ARTICLE VII. OFFICERS**

### **7.01 Description of Offices**

Unless otherwise specified by the Board which may, subject to the Act, modify, restrict or supplement such duties and powers or create new offices, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

**a) President** - The President shall be a director and shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President, when present, shall preside at all meetings of the Board and of the members. The chair shall have such other duties and powers as the Board may specify.

**b) Vice-President** - The Vice-President shall be a director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the Board and of the members. The Vice-President shall have such other duties and powers as the Board may specify.

**c) Past President** – If appointed, the Past-President shall be a director. If the President and Vice-President are absent or are unable or refuse to act, the Past-President shall, when present, preside at all meetings of the Board and of the members. The Past-President shall have such other duties and powers as the Board may specify.

**d) Secretary-Treasurer** – If appointed, the Secretary-Treasurer shall attend and be the secretary of all meetings of the Board and members. The Secretary-Treasurer shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary-Treasurer shall give, or cause to be given, as and when instructed, notices to members, directors and the public accountant; the Secretary-Treasurer shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation; the Secretary-Treasurer shall present an annual financial statement audited by the auditor of the Corporation at each annual general meeting of the members. The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

### **7.02 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:



- (a) the first meeting of the Board following the election of the directors;
- (b) the officer's successor being appointed;
- (c) the officer's resignation;
- (d) such officer ceasing to be a director (if a necessary qualification of appointment) or such officer's death. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **7.03 Indemnity**

Subject to the Act, the Corporation shall indemnify and save harmless each present or former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity provided that the Corporation may not indemnify an individual herein unless the individual: (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

## **ARTICLE VIII. NOTICES**

### **8.01 Method of Giving Notices**

Notice of the time and place for the holding of a meeting of the Board shall be given to every director of the Corporation by telephonic, electronic or other communication facility at such person's recorded address for that purpose. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

## **ARTICLE IX. FINANCES**

### **9.01 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 its officers or directors. 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 signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **9.02 Financial Year End**

The financial year end of the Corporation shall be determined by the Board.

### **9.03 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 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 may by resolution from time to time designate, direct or authorize.

### **9.04 Head Office**

The head office of the Corporation shall be in the City of Ottawa, Province of Ontario, or wherever designated in Canada by resolution of the Board from time to time.

### **9.05 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 provided in subsection 172(1) 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.

### **9.06 Auditor**

Corporation shall appoint an auditor at each annual meeting of the members and the remuneration of the auditor shall be fixed by the Board.

## **ARTICLE X. - Invalidity of any Provisions of this By-law**

### **10.01 Invalidity of any provisions of this by-law**

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

### **10.02 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

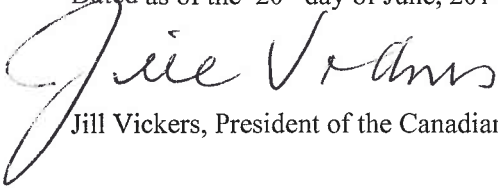


**ARTICLE XI. EFFECTIVE DATE**

**11.01 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 27<sup>th</sup> day of March, 2013 and confirmed by the members of the Corporation by special resolution on the 5<sup>th</sup> day of June 2013.

Dated as of the 20<sup>th</sup> day of June, 2014.

A handwritten signature in cursive script, appearing to read "Jill Vickers". The signature is written in dark ink and is positioned to the left of the printed name.

Jill Vickers, President of the Canadian Political Science Association