

**Association for Nonprofit and Social Economy Research Canada/  
L'Association de recherche sur les organismes sans but lucrative  
et de l'économie sociale du Canada**

**Bylaws (amended May 2017)**

***Article 1. Interpretation***

Definitions - In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"Act" means the Canada Corporations Act and any act that may hereafter be substituted therefore, as from time to time amended;

"Board" means the board of directors of the Association;

"Association" means the Association without share capital incorporated under the Act by letters patent dated and named the Association for Nonprofit and Social Economy Research Canada/L'Association de recherche sur les organismes sans but lucrative et de l'économie sociale du Canada.

"Letters patent" means the letters patent incorporating the Association as from time to time amended and supplemented by supplementary letters patent;

"Meeting of members" includes an annual meeting of members and any special meetings of members;

"Writing" includes electronic communication;

"Attendance" includes participation by telephone.

***Article 2. Objects of the Association***

The objects of the Association are:

1. To educate the public on nonprofit organizations and the social economy by sponsoring conferences and operating an online journal that provides high quality, peer reviewed research on these subjects; and
2. To advance education by offering grants and awards to students conducting research and in recognition of the contributions of outstanding practitioners and scholars in this field.

***Article 3. Transaction of the Affairs of the Association***

3.1 Head office. Until changed in accordance with the Act, the head office of the Association shall be in the City of Kingston at Queen's University. The Association

may, however, establish such other offices and agencies elsewhere within Canada as the Board of Directors may, by resolution, deem expedient. All offices shall recognize the equal status of the two official languages.

3.2 Financial year. Until otherwise ordered by the board, the financial year of the Association shall end on the last day of December in each year.

3.3 Banking arrangements. The banking business of the Association shall be transacted to the extent possible with credit unions, or other firms or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

#### ***4. Conditions of Membership***

4.1 Membership in the Association shall be limited to individual persons interested in furthering the objects of the Association and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Association. Membership may be conditional upon the payment of a membership fee.

4.2 Term of membership. The interest of a member in the Association is not transferable and lapses and ceases to exist upon failure to pay the fee for membership, upon death or upon a member resigning or otherwise ceasing to be a member in accordance with the by-laws of the Association.

4.3 Resignation. A member may resign by submitting a resignation in writing which shall be effective upon delivery of the resignation or a copy thereof to the Board.

4.4 Removal. The board may pass a resolution authorizing the removal of a member for cause from the register of members of the Association. No such resolution shall be put before the board until after the member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the board. The board shall notify any such member of the act which, in their opinion, is improper or detrimental to the Association and of the time and place of the meeting of the board at which the member in question will be heard. Such notice shall be given at least one week prior to such meeting.

#### ***5. Meetings of Members***

5.1 Annual meeting. The annual meeting of the members shall be held during the annual conference of the members. It shall be held for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors/reviewers and for the transaction of such other matters as may properly be brought before the meeting.

5.2 Special Meetings. Special Membership Meetings may be called by the President or by the Board of Directors upon 30 days' written notice to the membership of the date and time of the meeting and its agenda. The Association must call a Special Membership Meeting if a written request for such a meeting is submitted to the President and Secretary by five percent or more of the membership.

5.3 Place of meetings. Meetings of members shall normally be held at the location of, and in conjunction with, the annual conference of the Association.

5.4 Notice of meetings. Notice of the time, place and agenda of each meeting of members shall be given not less than 30 days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given. The auditors/reviewers of the Association are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

Notices of meetings may be sent to members by any of 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 Changes) of the Canada Not-for-Profit Corporations 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

5.5 President and secretary. The President of the Association or, in his/her absence, a Vice-President who is a director of the Association shall preside over any meeting of members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be President. If the secretary of the Association be absent, the President shall appoint some person, who need not be a member, to act as secretary of the meeting.

5.6 Quorum. A quorum for the transaction of business at any meeting of members shall be 10% of the Association's members in good standing who are present at the beginning of the meeting in person or participating at a distance by any means accessible to them.

5.7 Right to vote. At any meeting of members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Association as a member of the Association.

5.8 Voting. Voting at any Annual or Special Membership Meeting may be by oral or written ballot. All action at a membership meeting at which a quorum is present shall be by majority vote of the members present and voting at the meeting. Proxy voting is not permitted. Voting in elections and on all other matters not occurring at an Annual or Special Membership meeting may be conducted by mail, email, or any other means of electronic communication accessible to members.

## **6. Board of Directors**

6.1 Number of directors. The affairs of the Association shall be managed by a board of directors of not less than nine (9) and not more than fifteen (15) voting members, the exact number to be determined from time to time by the board. The editors of the Association's journal shall be invited to participate in all board meetings on a nonvoting basis.

6.2 Qualification. No person shall be qualified as a director unless s/he shall be a member and be nineteen or more years of age. All candidates must be members of the association in good standing.

6.3 Election of directors. A slate of candidates for the board of directors will be presented to the membership by the board by means of a mail or electronic ballot at least one month before the annual meeting of the Association. Additional candidates may be put forward by members provided they submit their nominations at least three weeks before the distribution of the aforementioned ballot.

6.4 Term of office. A director shall normally serve for a term of three years and shall be eligible for up to four, three-year terms. In the case of the first board of directors, one-third shall be elected for a one year term, one-third for a two year term and one-third for a three year term. The editors of the Association's journal shall serve as ex-officio members of the board for the duration of their editorship.

6.5 Vacation of office and removal from office. The offices of directors shall be vacated upon the occurrence of any of the following events: (a) if an order is made declaring them to be a mentally incompetent person or incapable of managing their affairs; (b) on death; or (c) if, by notice in writing to the secretary of the Association, they resign their office; or (e) upon expiration of their term of office. Retiring directors shall remain in office until the adjournment of the meeting at which their retirement is accepted and their successors appointed.

Removal of directors: Directors may be removed from office only by a majority vote of the members at a special meeting.

6.6 Vacancies. Vacancies on the board caused by the departure of board members may be filled by the appointment of new members by the board. The duration of such appointments will be until the next Annual Meeting of the membership.

6.7 Calling of meetings. Meetings of the board shall be held from time to time at the call of the board or the President or vice-President or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than two weeks before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present and if those absent signify their consent to such meeting being held.

6.8 First meeting of new board. Provided a quorum of directors be present, each newly elected board shall without notice hold its first meeting immediately following the annual meeting of members at which such board is elected.

6.9 Meetings. The Board of Directors shall hold at least one regular meeting in each calendar year immediately following the Annual Membership Meeting, and may hold such additional regular meetings as may be determined by Board resolution. The President may call a special meeting at any time and for any purpose, and shall call a special meeting for the indicated purpose on receipt of a request from any three or more Directors. The President presides over meetings of the Board. All actions taken by the Board, whether at a regular or special meeting, must be recorded by the Secretary in the minutes.

6.10 Telephonic Attendance at Meetings. Directors may attend meetings in person or, if he or she wishes it, by telephone. When telephonic communication will be used to permit one or more Directors to participate in a Board meeting, the Association will arrange for a telephone connection that permits every Director in attendance, whether in person or by telephone, to hear all discussion and to speak when recognized.

6.11 Quorum. A majority of the number of currently serving Directors is a quorum of the Board. On any matter for which one or more Directors is recused by virtue of a conflict of interest, the number of Directors shall be reduced by the number of recusals for the purpose of calculating the quorum.

6.12 Notice. The Secretary shall provide at least 14 days notice, by any convenient means, of any Board meeting. The notice of any special meeting must identify any and all matters that may properly be included in its agenda.

6.13 Agendas. The agenda for each regular Board meeting may include any matter relating to the affairs of the Association and must provide an opportunity for the introduction of new business by any Director.

6.14 Director Voting. The vote of a Director at a meeting is counted only if that Director is present, either in person or participating telephonically. Proxy voting is not permitted.

6.15 Action Without a Meeting by Unanimous Written Consent. The Board may act without a meeting by circulating to all Directors a written or electronic notice of the

intended action. Such action will become effective when the Secretary has received written consent from all current Directors and recorded such action in the minutes.

6.16 Board Policies. The Board may adopt policies to guide the Board's actions and the affairs of the Association, so long as these policies do not conflict with these Bylaws. Such policies shall be maintained in the Board Policy Manual, which will be made available to the membership.

6.17 Votes to govern. At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the President shall not be entitled to a second or casting vote.

6.18 Conflict of interest. All officers, other Directors, and members of committees shall serve without compensation, other than reimbursement for reasonable expenses as authorized by the Board. As so limited, the Board may adopt one or more conflict-of-interest policies applicable to Directors, officers, employees, and others dealing with the Association, and covered persons shall make such disclosures as may be required. The Association's conflict of interest policy or policies shall be maintained in the Board Policy Manual. If a conflict is implicated by a decision or transaction under contemplation by the Association, the affected person shall, in addition to disclosing all material information regarding that conflict, recuse himself or herself from consideration of the relevant decision or transaction.

### *Article 7 Officers*

7.1 The officers of the Association shall be the President, Vice-President, Past President, Secretary and Treasurer and any such other officers as the board of directors may by by-law determine.

7.2 Except for the office of Past President, the officers of the Association shall be elected annually by a vote of the membership attending the annual meeting.

7.3. Officers shall be subject to removal at any time by resolution of at least two-thirds of the board of directors. If necessary, officers will have their terms of office as board members extended until they have completed their terms as officers.

7.4 The President shall be the chief executive officer of the Association. S/he shall preside at all meetings of the Association and of the board of directors and shall have the general and active management of the affairs of the Association. S/he shall see that all orders and resolutions of the board of directors are carried into effect.

7.5 The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.

7.6 The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. S/he shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. S/he shall also perform such other duties as may from time to time be directed by the board of directors.

7.7 The Secretary, shall ensure that a record is kept of votes and minutes of all proceedings of the Association. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision the secretary shall be. The Secretary will also be the custodian of the Association's corporate seal.

7.8. The duties of all other officers of the Association shall be as the terms of their engagement call for or as the board of directors requires of them.

#### ***Article 8 Committees***

8.1 The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and document them as written terms of reference.

#### ***Article 9 Execution of Documents***

9.1 Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing.

#### ***Article 10 Auditor/Reviewer***

10.1 The members shall at each annual meeting appoint an auditor/reviewer to audit or review the accounts of the Association, to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the auditor/reviewer.

### ***Article 11 Repeal and Amendment of By-laws***

11.1 The by-laws of the Association may be repealed or amended by a by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law. Members must receive a written statement specifying the proposed by-law changes at least 30 days prior to such a meeting.

#### **Amendments:**

June 2016 AGM – Articles 1, 3.1, 5.1, 5.4.b), 6.4, 10

May 2017 AGM – Article 6.4