

Bylaws
of the
Canadian Society for the Study of Education
(Société canadienne pour l'étude de l'éducation)

1. Corporate Seal

- 1.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Canadian Society for the Study of Education - Société canadienne pour l'étude de l'éducation.

2. Membership

- 2.1 Membership in the Society shall be limited to persons and organizations interested in furthering the objectives of the Society and are admitted as members by the Board.
- 2.2 There shall be three classes of Membership in the Society:
- .1 Individual Members;
 - .2 Institutional Members; and,
 - .3 Associate Institutional Members.
- 2.3 Individuals who are regular members of and of the Associations recognized by the Society are entitled to apply for Individual Membership.
- .1 An Association is a group of members of the Society who have special interests, and provides services appropriate to the particular interests and needs of its members.
 - .2 The Society may with the approval of a simple majority of members in good standing and in attendance at the annual general meeting, recognize new Associations or withdraw recognition from an Association.
- 2.4 Faculties, schools and departments of education are entitled to apply for Institutional Membership.
- 2.5 Other educational organizations are entitled to apply for Associate Institutional Membership.

- 2.6 Each Individual and Institutional Member shall have one vote on each question arising at any special or general meeting of the Society. Associate Institutional Members shall have no vote.
- 2.7 A membership in the Society is not transferable.
- 2.8 Any member may be expelled from the Society for cause by a two-thirds vote taken by ballot of the members present and eligible to vote at an annual or other general meeting of members.
- 2.9 A membership in the society automatically terminates upon the happening of any of the following events:
- .1 If the member, in writing, resigns as a member of the Society;
 - .2 In the case of an Individual Member on death;
 - .3 If a member is expelled from the Society pursuant to section 2.8;
 - .4 If the required application forms have not been submitted; or,
 - .5 If an assessment under the authority of section 2.10 remains unpaid for more than sixty days after the notice of assessment has been given to the member.

Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 2.10 prior to termination of the membership.

- 2.10 The amount of annual dues and similar obligations (assessments) shall be determined from time to time by the membership at the annual general meeting.
- .1 Membership dues for Institutional Members shall be based on the number of tenure track faculty members in the faculty, school or department of education at the time the application for membership or its renewal is submitted.

3. Head Office

- 3.1 The Head Office of the Society shall be in the Regional Municipality of Ottawa-Carleton, in the Province of Ontario.

4. Board of Directors

- 4.1 The property and business of the Society shall be managed by a Board of Directors consisting of the officers of the Society and a representative designated by each of the Associations and a representative designated

by the Committee of Canadian Students in Education, of whom a simple majority shall constitute a quorum, and all of whom are members of the society in good standing.

4.2 The applicants for incorporation shall become the first directors of the Society.

4.3 The office of director shall be automatically vacated:

- .1 if a director shall resign his office by delivering a written resignation to the secretary of the Society;
- .2 if he is found to be a lunatic or becomes of unsound mind;
- .3 if he becomes bankrupt or suspends payment or compounds with his creditors;
- .4 on death-

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, by appointment, if the director is also an officer of the Society, fill the vacancy with a member of the Society for the unexpired term then remaining. If a vacancy should occur for any reason in this paragraph contained or for any other reason in an office of director filled by a representative of an Association, that Association shall appoint a replacement forthwith and so advise the Secretary-Treasurer in writing.

4.4 Meetings of the Board of Directors may be held at any time and place to be determined by the directors provided that seven (7) clear days notice of such meeting shall be sent in writing to each director, provided there shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Society shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.5 Directors 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 meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Society as an officer or any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and no director shall directly or indirectly

receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in any business or professional business required to be done in connection with the administration of the affairs of the Society.

- 4.6 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 authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 4.7 The remuneration of all officers, agents and employees and committee members 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 officers, agents, or employees shall cease to be payable from the date of such meeting of members.

5. Indemnities To Directors And Others

- 5.1 Every director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society 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 Society, from and against.
- .1 all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- .2 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 willful neglect or default.

6. Executive Committee

- 6.1 The Board of Directors may provide for the creation of an Executive Committee comprising of the officers of the Society, who shall be appointed by the Board of Directors and which committee shall exercise such powers as are authorized by the Board of Directors. Any Executive Committee member may be removed by majority vote of the Board of Directors.
- 6.2 Meetings of the Executive Committee may be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours notice of such meeting shall be sent in writing to each member of such committee. Members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the Executive Committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7. Powers Of Directors

- 7.1 The directors of the Society may administer affairs of the Society in all things and make or cause to be made for the Society, in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and so all other acts and things as the Society is by its Charter or otherwise authorized to exercise and do.
- 7.2 The director shall have power to authorize expenditures on behalf of the Society from time to time and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to employees. The directors shall have the power to make expenditures for the purpose of furthering the objectives of the Society. The directors shall have the power to enter into 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 the Canadian Society for the Study of Education - Société canadienne pour l'étude de l'éducation in accordance with such terms as the Board of Directors may prescribe.
- 7.3 The Board of Directors shall take steps as they may deem requisite to enable the Society to acquire, accept, solicit or receive legacies, gifts,

grants, settlements, bequest, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Society.

8. Officers

- 8.1 The officers of the Society shall be the President, Past-President, First Vice-President, Second Vice-President and Secretary-Treasurer.
- 8.2 The elected officers of the Society shall be the President, First Vice-President and Second Vice-President.
- 8.3 The elected officers shall hold office for two years form the date of appointment or until their successors are elected or appointed in their stead, such appointment to take place immediately after the Annual General Meeting of the year in which they were elected.
- 8.4 The Secretary-Treasurer shall be appointed for two years by the Board of Directors, upon the recommendation of the President. The term of office of the Secretary-Treasurer shall expire on December 31.
- 8.5 The first officers of the Society shall be appointed by the Board of Directors at the first meeting of the Board following incorporation. The term of office of the President and First Vice-President so appointed shall expire on December 31, 1986. The term of office of the Second Vice-President shall expire on December 31, 1985.
- 8.6 Thereafter, the President and Second Vice-President shall be elected by mail ballot by the members of the Society.
- 8.7 At the Annual General Meeting prior to the year at which term of office of the President and Second Vice-President, respectively expire, the members shall elect a Nominating Committee of three persons.
- 8.8 Nominations must be presented to the Nominating Committee not less than 90 days prior to the date fixed for the Annual General Meeting, the Nominating Committee shall accept nominations from members of the Society. Such nominations will require the signature of at least five (5) members in good standing, and a signed statement by the nominee to serve in the office.

- 8.9 Not less than 45 days before the date fixed for the Annual General Meeting the Nominating Committee must report to the Board of Directors proposing at least one nominee for each position.
- 8.10 For each position which is not filled by acclamation, the Nominating Committee must prepare a ballot which shall be forwarded to the members of the Society not less than 35 days before the date of the Annual General Meeting. The ballot shall list all valid nominations for each accompanied by a brief professional biography for each name.
- 8.11 Only ballots received not later than midnight 30 days before the date fixed for the Annual General Meeting shall be considered.
- 8.12 The Nominating Committee shall advise the Board of Directors of the results of the election.

9. Duties of Officers

- 9.1 All officers shall be directors of the Society and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the Board of Directors.
- 9.2 The President shall be the chief executive officer of the Society. He shall preside at all meetings of the society and of the Board of Directors. He shall have the general and active management of the affairs of the Society. He shall see that all orders and resolutions of the Board of Directors are carried into effect. And in particular, he shall represent the Society before organizations, be an ex-officio member of all committees of the society, and have responsibility for arranging the Annual General Meeting.
- 9.3 The first 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.
- 9.4 The Secretary-Treasurer shall have the custody of the funds and securities of the Society and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society in the books belonging to the Society and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or 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. He shall disburse the funds of the Society 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 Society. He shall also perform such other duties as may from time be directed by the Board of Directors.

9.5 The Secretary-Treasurer may be empowered by the board upon resolution to carry on the affairs of the Society generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and shall record all votes and minutes of all proceedings in the books to be kept for that purpose. He 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 he shall be. He shall be custodian of the seal of the corporation, which he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

9.6 The duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board of Directors required of them.

10. Execution of Document

10.1 Contracts, documents or any instruments in writing requiring the signature of the Society, shall be signed by those directors, from time to time, so designated by the Board of Directors, and all contracts, documents and instruments so signed shall be binding upon the Society 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 corporation to sign specific contracts, documents and instruments in writing. The directors may give the Society's power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the society. The seal of the Society when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer appointed by resolution of the Board of Directors.

11. Meetings

- 11.1 The annual or any other general meeting of the members shall be held at the head office of the Society or at any place the Board of Directors may determine and on such day as the said directors shall appoint.
- 11.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditor shall be presented and the new members of the Board of Directors announced and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The Board of Directors or the President or First Vice-President shall have power to call, at any time, a general meeting of the members of the Society.
- 11.3 Fourteen (14) days prior written notice shall be given to each member of any annual or special general meeting of members. Members present in person at a meeting shall have the right to exercise one vote. Thirty (30) members present in person at a meeting shall constitute a quorum.
- 11.4 No error or omission in giving notice or any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Society shall invalidate such meeting or make void any proceeding 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 any member, director or officer for any meeting or otherwise, the address recorded on the books of the Society.
- 11.5 The Society shall hold an annual convention to further scholarly objectives of the Society. Within the structure of the common convention, individual Associations may hold individual sessions to meet the particular interests of their members.
- 11.6 Within the framework of the annual convention, the Society shall hold its annual general meeting of all members of the Society for the consideration of business.

12. Minutes Of Board Of Directors And Executive Committees

- 12.1 The minutes of the Board of Directors or the minutes of the executive committee shall not be available to the general membership of the

Society but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

13. Voting Of Members

13.1 At all meetings of members of the Society every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

14. Financial Year

14.1 Unless otherwise ordered by the Board of Directors the fiscal year-end of the Society shall be December 31st.

15. Committees

15.1 The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

16. Amendment Of By-laws

16.1 The by-laws of the Society may be repealed or amended by 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 sixty (60%) percent of all members in good standing and in attendance at a meeting duly called for the purpose of considering the said by-law, or responding to a mailed ballot where such is permitted by the Ministry of Consumer and Corporate Affairs. The enactment, repeal and amendment of such by-law shall not be enforced or acted upon until the approval of the Ministry of Consumer and Corporate Affairs have been obtained.

16.2 Written Notice of Motion for amendment to the by-laws shall be distributed through the associations to all members in good standing sixty (60) days before the annual general meeting or, in the case of a mail vote, sixty (60) days prior to the last date on which ballots will be accepted.

17. Auditors

17.1 The members shall at each annual meeting appoint an auditor to audit the accounts of the Society to hold office until the next annual meeting

provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

18. Books And Records

18.1 The directors shall see that all necessary books and records of the Society required by the by-laws of the Society or by any applicable statute or law are regularly and properly kept.

19. Rules And Regulations

19.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society 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 Society 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.

20. Interpretation

20.1 In these by-laws and in all other by-laws of the Society hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporation.