

BYLAW NO. 1

A bylaw relating generally to the conduct of the affairs of the Canadian Sociological Association (the “Corporation”).

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Be it enacted as a bylaw of the Corporation as follows:

SECTION 1: GENERALITIES

1.1 Definitions

In the present bylaws or for all purposes pertaining to the application of the laws to the Association;

- “Association” or “Corporation” means The Canadian Sociological Association / La Société canadienne de sociologie
- “National Office” means the legal address of the Association and/or the Executive Director
- “Executive Committee” means the Board of Directors
- “Director” means member of the Executive Committee
- “General Meeting” means according to the context the Annual or Special General Meeting of the members
- "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
- "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation

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- "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect
- "Meeting of members" includes an annual meeting of members or a special meeting of members
- "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
- "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution
- "Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act
- "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time
- "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes
- "Objective" refers to the object of the Corporation, *The objective of the Association is to promote the advancement of the discipline of sociology in Canada and abroad, and to expand the opportunities for sociological research, teaching, and learning in compliance with the highest ethical and academic standards. It seeks to increase public knowledge, interest and critical awareness of social structures, in particular, in Canadian society, within a global system.*

1.2 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 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3 Amendments

Amendments to the bylaws may be proposed by the Executive Committee, or by a member of the Association notifying the Executive Committee, through the Secretary or the National Office. The Treasurer/Election Officer shall notify the membership of the Association of such proposed amendments to the bylaws at least one (1) month prior to the date of the meeting at which they are to be presented, or one month before the deadline for any other kind of vote decided by Executive Committee. The amendments to the bylaws shall be adopted by a two thirds (2/3) majority of the votes cast.

1.31 Invalidity of any provisions of this by-law

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

1.4 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The members of the Executive Committee 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 members of the Executive Committee may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the members of the Executive Committee.

1.5 Corporate Seal

The Association may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Treasurer of the Association shall be the custodian of the corporate seal.

1.6 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Executive Committee 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 Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.7 Annual Financial Statements

The Association 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 from the registered office of the Association and any member may obtain an electronic copy.

1.8 Anti-Nepotism Policy

The Canadian Sociological Association (CSA) makes all hiring and employment-related decisions as well as entering into service contract agreements based on transparency, equitable opportunity, and an overall emphasis on merit.

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The CSA Executive Committee will ensure that employment and service contract-related decisions concerning existing or potential CSA employees or suppliers are free from any real or perceived improper influence based on family member(s) or significant social relationships. At the same time, it is recognized that existing family member(s) and significant social relationships between elected CSA members and CSA employees or suppliers should not unduly or unfairly restrict or enhance an individual's opportunity to pursue employment, changes in employment, or service contract agreements at the CSA.

This policy intends to avoid any real or perceived favouritism granted to a family member or individual of a significant social relationship without regard or with lesser regard to the individual's merit, qualifications, or performance.

The CSA will **not** offer employment to, or enter into a service contract agreement with, individuals whose relationship to a currently elected member of the CSA is that of a relative, parent, spouse, child, or close friend.

A period of five years must lapse between the tenure of a current or former CSA elected member and when their relative, parent, spouse, child, or close friend may be considered for employment by the CSA. No current or former elected member may advocate for the employment of their relative, parent, spouse, child, or close friend by the CSA. Attempts to engage in advocacy or lobbying for employment will be treated as disqualifying for such candidates even after the stipulated five-year period.

Any candidate for employment by the CSA who is aware or ought to have been reasonably aware of a conflict of interest will be disqualified for not disclosing this conflict of interest to the CSA.

Policy Definitions:

Elected CSA Member: Executive Committee Officers, Directors, and Subcommittee members elected by the Canadian Sociological Association membership

Parent: Includes stepparents and parents-in-law

Spouse: By marriage or common law

Child: No age limit attached; includes stepchildren and child-in-law

Relative: Includes direct relatives and/or relatives through marriage (sibling, cousins, aunts, uncles, nephews/nieces, and/or any other biological and non-biological kinship and relationship not specified here)

Research partner: Currently or recently engaged in projects or co-authored publications

Close friend: Demonstrated by a long-term and significant history of personal and social interaction

SECTION 2: MEMBERSHIP

2.1 Membership Conditions

Subject to the articles, there shall be two classes of members in the Association, namely, Class A members and Class B members. The Executive Committee of the Association may, by resolution, approve the admission of the members of the Association. 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:

Class A Members

- a. Class A voting membership shall be available to all individuals who are interested in its objective upon application and payment of the appropriate fees.
- b. The term of membership of a Class A voting member shall be annual with the option to extend for a second year subject to renewal in accordance with the policies of the Association.
- c. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

Class B Members

- a. Class B non-voting membership shall be available only to institutions who have applied and have been accepted for Class B non-voting membership in the Association.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Association.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Association.

2.2 Notice of Meeting of Members

2.21 Notice of the time and place of a meeting of members shall be sent by the National Office to each member entitled to vote at the meeting via electronic communication and public notices on the Association's website during a period of 21 to 60 days before the day on which the meeting is to be held. A written notice may be provided upon request from 21 to 60 days before the day on which the meeting is to be held.

2.22 Motions for inclusion in the formal agenda of the Annual General Meeting must be received by the Secretary or the National Office four (4) weeks prior to the date of the General Meeting, and must be proposed by five (5) members in good standing.

2.23 Motions for discussion at the General Meeting as new business must be submitted to the Secretary twenty-four (24) hours before the meeting.

2.24 Thirty-five (35) members of the Association shall constitute a quorum and a majority vote of those members in attendance and voting shall control its decisions unless the law or the present bylaws require a special resolution or a greater majority.

2.25 A remote ballot of all the members of the Association may be undertaken on a motion before the Annual General Meeting, if a procedural motion for such ballot is put forward by a member and supported by two-thirds (2/3) of the members assembled at the meeting.

2.251 Such ballot of all the members may be carried out for all motions before the Annual General Meeting except those for the adoption of reports itemized in section 2.22 or for any other items of business which under the law require a meeting of the membership for approval.

2.252 All such ballots shall include supporting documents outlining the issue. All ballots returned by members within four (4) weeks shall be counted by the Treasurer/Election Officer and the motion shall be carried by a simple majority of the votes cast. The President shall announce the results of the ballot.

2.26 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 bylaws 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.

2.3 Membership Dues and Discipline

2.31 Members shall be notified via electronic form of the membership dues at any time payable by them and, if any are not paid within 45 days of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

2.32 Discipline of Members

In exceptional circumstances, the EC shall have the 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

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3: OFFICERS OF THE ASSOCIATION

3.1. There shall be the following officers of the Association:

a) President: who shall serve in such capacity for one (1) year following the year of his/her election as Vice-President of the Association. The President is the chief executive officer of the Association; presides over General Meetings of the members and meetings of the Executive Committee and discharges such other responsibilities as may be assigned to him/her by the General Meeting or the Executive Committee.

b) Past-President: who shall serve in such capacity for the term one (1) year of office of the succeeding President.

c) Vice-President: who shall be President-elect, elected for one (1) year by the members of the Association. As member of the Executive Committee his/her term of office will be three (3) years, the first of which to be served as Vice-President, the second as President and the third as Past-President. The Vice-President shall take the place of the President and exercise his/her powers in case of absence, incapacity, or resignation of the President; and shall discharge such other responsibilities as may be assigned to him/her by the General Meeting or the Executive Committee.

d) Treasurer/Election Officer: elected by the members for three (3) years. The Treasurer/Election Officer shall be keeper of the seal, and records of the Association, shall receive and have custody of the funds of the Association in accordance with the instructions of the Executive Committee, shall present to the General Meeting the audited, financial statement of revenue, expenditure, assets, liabilities and surplus for each fiscal year and shall discharge such other responsibilities as may be assigned to them by the General Meeting or the Executive Committee. They shall take

the place of the President and exercise their powers in case of absence, incapacity or resignation of the President and Vice-President. The Treasurer, President, Past President, and Secretary are also responsible for delivering performance reviews of CSA employees as per the conditions of their Employment Agreements.

e) Secretary: elected by the members for three (3) years. The Secretary shall prepare the minutes of the General Meetings and meetings of the Executive Committee and be responsible for maintaining an up-to-date and corrected copy of the minutes books, and shall discharge such duties as may be assigned to him/her by the Executive Committee or the Annual General Meeting.

SECTION 4: EXECUTIVE COMMITTEE

4.1 Committee

The Executive Committee shall be composed of not less than three (3) and not more than twenty (20) members. The members of the Executive Committee will be the officers of the Association, the Managing Editor of the Canadian Review of Sociology and the chairpersons of the standing subcommittees of the Association. The chairpersons of all standing subcommittees who are also to be members of the Executive shall be appointed by the standing subcommittees from among their elected members. The members of the Executive Committee must be individuals, 18 years of age, with power under law to contract.

4.11 Members of the Executive Committee must be members of the corporation.

4.2 Voting rights

All members of the Executive Committee shall have full voting rights unless otherwise specified in the bylaws. All matters before the Executive Committee shall be decided by majority of the votes cast. The President shall vote only in case of ties.

SECTION 5: ELECTION AND APPOINTMENTS

5.1 Nominating Committee

There shall be a Nominating Committee composed of the Past-President, the Chair of the Equity Subcommittee, and two other members of the Association appointed by the Executive Committee upon recommendation of the Past-President who shall act as Chair of the Committee.

5.12 The Nominating Committee shall nominate a list of candidates for all positions falling vacant in that year. Additional nominations may be made to the Executive Committee by one (1) member in good standing of the Association.

5.3 Removal from office

Officers and members of the Executive Committee may be removed from office before the expiration of their term of office by a special resolution of the General Meeting of the members carried by a two-thirds (2/3) majority vote of those present and voting.

SECTION 6: JOURNAL

6.1 The Association publishes and holds copyright for the journal called the *Canadian Review of Sociology (the Review) / la Revue canadienne de sociologie*.

6.2 The Executive Committee appoints a Managing Editor for a three year term to have responsibility for administration, finances and supervision of the production of the Review and to sit on the Executive Committee.

6.21 The term of the Managing Editor may be extended up to one (1) year at the discretion of the Executive Committee.

6.3 The Executive Committee also appoints, upon recommendation of the Managing Editor, any number of persons that shall constitute with the Managing Editor the Editorial Board of the Review.

6.4 The Editorial Board of the Review shall be responsible, through the Managing Editor to the Executive Committee of the Association, through the office of the President.

SECTION 7: 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 22nd day of January, 2014 and confirmed by the members of the Corporation by special resolution on the 28th day of May, 2014. Dated as of the 29th day of May, 2014.

REVISIONS to By-Law 2.1 and 5.12 approved June 1, 2017.

REVISIONS to By-Law 3.2.d approved June 10, 2021

REVISIONS to By-Law 3.1.d approved June 29, 2023

ADDITION of By-Law 1.8 approved June 25, 2024