

# CWCA Bylaws

Approved May 26, 2017

## 1.0 Purpose and Definitions

### 1.1 Purpose

The Canadian Writing Centres Association / L'Association canadienne des centres de rédaction is an inclusive bilingual association whose members unite to share information, research, ideas, and best practices with members of all writing centres in colleges, universities, and institutes of learning of all sizes; our association represents writing centres—under any name—which embrace multiple structural models and functional philosophies.

### 1.2 Definitions

In this bylaw and all other bylaws of the Association, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Associations 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 of the Association;

"board" means the board of directors of the Association; all officers of the Association are members of the board: President, Vice President, Past President, Secretary, Treasurer, Communications Chair, Francophone Representative, IWCA Representative, Members-at-Large, and Conference Chair;

"bylaw" means this bylaw and any other bylaw of the Association as amended and which are, from time to time, in force and effect;

"executive" means the executive of the Board of Directors, which for our Association comprises the President, Vice President, Past President, Secretary and Treasurer;

"ex-officio" means those members of the Board who do not vote at Board meetings;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"officer" means a voting member of the Board (excluding ex-officio positions);

"ordinary resolution" means a resolution passed by a majority (for example more than 50%) of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Association 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; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## 2.0 Finances

### 2.1 Financial Year End

The financial year end of the Association shall be March 31st in each year.

### 2.2 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 board of directors may authorize by resolution. The banking business or any part of it shall be transacted by the Treasurer of the Association and/or any other persons as the board of directors may, by resolution, from time to time designate, direct or authorize.

### 2.3 Borrowing Powers

The directors of the Association may borrow money on the credit of the corporation only by a special resolution of the members at an Annual General Meeting.

### 2.4 Annual Financial Statements

The Association shall make annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act freely available to members. Copies of the financial statements will be distributed at the AGM each year, and an electronic version of this document will be posted to the Association website after the AGM.

### 2.5 Financial Review

Members must appoint a public accountant to review the Association's financial statements each fiscal year unless the members waive the necessity of this appointment by a unanimous resolution at the annual meeting.

### 2.6 Dissolution of the Association

Upon dissolution of the association, any residual funds shall be donated to one or more similar organizations who share similar goals and objectives. The decision regarding amounts and recipients shall be made by the Executive of the Board with consultation of the membership, where possible.

## **2.7 Statement on Financial Gain**

CWCA does not provide any financial gain for any of its members, save financial support from time-to-time to selected members to attend conferences or meetings. Any profits from or other accretions to the Association shall be used to promote its objectives.

# **3.0 Membership**

## **3.1 Membership Conditions**

Subject to the articles, there shall be one class of members in the Association. Membership is open to any person or group affiliated with Canadian writing centres or who performs writing centre work under any other structural model. All members are required to pay the fee determined by the Board of Directors. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

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 bylaws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **3.2 Membership Terms**

Annual membership in the Association begins on the date of any year's annual general meeting, and continues through until the day before the following year's annual general meeting.

## **3.3 Membership fees**

Annual membership fees will be set by the Board. Membership fees will not be pro-rated.

## **3.4 Membership Transferability**

A membership may only be transferred to the Association. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

## **3.5 Termination of Membership**

A membership in the Association may be terminated when:

1. the member resigns by written resignation to the President of the Board of the Association;
2. the member's term of membership expires;
3. the member acts in a way that is deemed by the membership to be harmful to the purpose of the Association, as determined by the Board of the Directors;
4. the Association is liquidated and dissolved under the Act.

## **3.6 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 Association, automatically cease to exist. Membership fees paid prior to the termination of membership will not be reimbursed.

## 4.0 Members' Meetings

### 4.1 Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by email via the CWCA listserve a minimum of 30 days before the day on which the meeting will be held. Information about these meetings will also be posted to the CWCA website at the same time.

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

### 4.2 Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on the written request of, at minimum, 5% of voting members. If the directors do not call a meeting within twenty-one (21) days of receiving such request, any of the members who sent the original request may call the meeting.

### 4.3 Absentee Voting at Members' Meetings

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Association has a system that:

1. enables the votes to be gathered in a manner that permits their subsequent verification, and
2. permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Association to change this method of voting by members not in attendance at a meeting of members.

### 4.4 Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

### 4.5 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined as appropriate by the board.

### 4.6 Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10% percent of the 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.

#### **4.7 Votes to Govern at Members' Meetings**

At any meeting of members, every question shall, unless otherwise provided by the articles or bylaws 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.

#### **4.8 Participation by Electronic Means at Members' Meetings**

If the Association chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.

#### **4.9 Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Association call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

#### **4.10 Reporting on Members' Meetings**

No more than 30 days following an annual general meeting, the Association will post to its website a record of the meeting. This record will include: the annual financial statement provided by the Treasurer, the President's Report, and minutes of the meeting provided by the Secretary.

## **5.0 Board of Directors**

### **5.1 Purpose of the Board of Directors**

The Board of Directors is responsible for performing the work of the Association, including determining the priorities for the Association in any given year, maintaining regular correspondence with members, organizing the annual meeting of members, organizing the annual conference, discharging all Industry Canada obligations to maintain the Association's status as a not-for-profit corporation, monitoring and maintaining the Association's finances and financial records, and revising and/or updating the bylaws and constitution as needed. The

Board may also perform any other work in service to the purpose of the Association, as determined by the membership or the Board.

## **5.2 Number of Directors**

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be composed of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board.

## **5.3 Proposals Nominating Directors at Annual Members' Meetings**

Nominations for Board positions will come from the floor of the Annual General Meeting (AGM) or be done in writing to the President of the Board of the Association in advance of the (AGM). A call for nominations will be sent out with the agenda package for the AGM a minimum of 30 days before the scheduled meeting.

## **5.4 Calling of Meetings of Board of Directors**

Meetings of the board may be called by the President of the board, the Vice President of the board or any two (2) directors at any time, but no less than 6 times per calendar year.

## **5.5 Notice of Meeting of Board of Directors**

Notice of the time and place for the holding of a meeting of the board shall be sent via email to every director of the Association not less than 3 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. Unless the bylaw otherwise provides, 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.

## **5.6 Regular Meetings of the Board of Directors**

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## **5.7 Votes to Govern at Meetings of the Board of Directors**

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

## **5.8 Committees of the Board of Directors**

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. The chair or any member of any committee formed by the Board may, at the discretion of the President, attend Board meetings to report on committee work.

## **5.9 Description of Offices**

The composition of the Board of Directors is determined by the membership at the annual general meeting each year.

Typically, one person will be elected to each of the following positions, except in the case of ex-officio positions. But in certain cases, and if approved by the membership at an annual general meeting, up to two people may share the responsibilities of a single position. In such cases, the titles of these positions would include the prefix Co- before the standard title (Co-Secretary, Co-Vice President).

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

### **1. President of the Board**

The President of the Board, shall, when present, preside at all meetings of the board of directors and of the members.

The President also represents the Association to external audiences, presides over general members' meetings, and maintains open and regular communication with the membership to ensure that all members are informed of changes, opportunities, and challenges to the Association. The President also delivers regular reports as required, and publishes the President's report from the annual general meeting to the Association's website. The President also supervises the work of conference organization for the Association's annual conference. The President shall have such other duties and powers as the board may specify.

The President is a two-year term, elected at a general meeting. After two years, the President moves into the Past President role. The Vice President typically succeeds the President after two years, or earlier as needed.

In a case where the Vice President is unable or unwilling to continue in the President role, any current member who has served on the board for a minimum of one year within the previous three years may be nominated to the President position.

In circumstances where no other current member of the Board is willing to serve as President, the current President's term can be extended for up to one year until a successor can be found.

2. Vice President of the Board:

If the President of the Board is absent or is unable or refuses to act, the Vice President shall, when present, preside at all meetings of the board of directors and of the members. The Vice President also supports and assists the President in all aspects of the Association's business. The Vice President shall have such other duties and powers as the Board may specify..

The Vice President is a two year term, elected at a general meeting. The Vice President succeeds the President after two years.

3. Secretary:

The Secretary will prepare minutes for all meetings of the membership and the Board, and distribute those minutes within 30 days of each meeting. The Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, and members of committees, and will be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The Secretary will also publish, within the 30 days, the minutes from the annual general meeting to the Association's website.

The Secretary is also responsible for outreach to members, recruitment, publicity, and routine communication. This position is a two-year term, elected at an annual general meeting.

4. Treasurer:

The Treasurer administers the finances, submits an annual financial report to the executive and the general membership at an annual general meeting, arranges audited finances (by a public accountant) as required by the executive, and prepares annual filings for Industry Canada in compliance with the Not-for-Profit Association's Act. The Treasurer shares signing authority on the Association's bank account(s) with the President.

This position is a three-year term, elected at an annual general meeting.

5. Past President:

The Past President provides support, feedback, and guidance to the President for a one-year term, and helps maintain continuity with the Association's history. The Past President is particularly responsible for ensuring that the requirements of the Not-for-Profit Association's Act are known and followed by all members of the Board.

The President automatically moves into the Past President role at the end of the President's two-year-term. If the President is unable or unwilling to move into the role of

Past President, this office will remain vacant until such time that any Past President is willing and able to move into the role.

#### 6. Communications Chair:

The Communications Chair is responsible for the content and maintenance of the association's online presence, including the website, social media channels, and any other form of digital presence. The Communications Chair will form a committee of members, in consultation with the Executive of the Board, whose specialized skills and experience will be of direct relevance to the support of the Association's online presence.

The Communications Chair will solicit members for the Communications Committee through a call for interest at the annual general meeting, through a subsequent call to the wider membership via the listserve or any other communications platform, and/or through targeted communications as needed.

The Communications Chair is a two-year term, elected at an annual general meeting.

#### 7. Francophone representative:

The Francophone representative(s) may come from any region of Canada. The Francophone representative is responsible for recruiting French members to the Association, providing outreach to the French Canadian community on behalf of the Association, and ensuring that the Association maintains its bilingual purpose.

The Francophone representative is a one year term, elected at an annual general meeting.

#### 8. Members-at-large:

Up to two members-at-large may be elected by the membership at any time that additional representation may be desired. Members-at-large may represent particular constituencies or regions, or they may have specialized skills or experience that are needed by the Board.

The primary responsibilities of the Members-at-large are to support the work of the Association through active participation in Board and Association initiatives, and to promote communication with the membership in their constituency or region.

The Members-at-large positions may be elected at an annual general meeting for a renewable one-year term.

From time to time, the Board may need to bring on a person into this position for a term to be specified by the Board.

#### 9. Conference Chair(s) (*ex-officio*)

The Conference Chair supports the planning and execution of the Association's annual conference. The Conference Chair may attend any Board meetings, as deemed necessary by the Board to facilitate conference planning and execution.

The Conference Chair will be primarily responsible for coordinating site logistics for the conference, and so will work closely with (or be) the local host. The Conference Chair will also coordinate the recruitment and training of site volunteers for the conference, as well as providing information on local transportation, accommodation, and amenities for the Association's conference website. As needed, the Conference Chair may convene and chair a conference organizing committee to assist with conference planning and execution.

The Conference Chair is an ex-officio position, and is appointed by the Board for a one-year term.

#### 10. IWCA Representative (ex-officio)

The Canadian representative for the International Writing Centre Association (IWCA) shall be an ex-officio member of the Board. This position will report on current programs, events, and initiatives being undertaken by the IWCA that will be of interest to CWCA members. This position will also be responsible for communicating information about CWCA, as a national affiliate, and its programs, events and initiatives back to IWCA.

The powers and duties of all other officers of the Association shall be such as the terms of their engagement call for or the board 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.

#### **5.10 Vacancy in Office**

In the absence of a written agreement to the contrary, the board may remove, for cause, any officer of the Association. Examples of cause may include: failure to attend Board meetings on an ongoing basis; failure to perform work as agreed; participating in any activities that are harmful to the Association or its reputation, etc. Unless so removed, an officer shall hold office until the earlier of:

1. the officer's successor being elected,
2. the officer's resignation,
3. the officer's death.

If the office of any officer of the Association shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy until the next scheduled annual meeting of members where a successor may be elected.

## 6.0 By-laws and Effective Date

The board of directors may not make, amend or repeal any bylaws that regulate the activities or affairs of the Association without having the bylaw, amendment or repeal confirmed by the

members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.