

Amendment 4:

**The Bylaws of Canadian Teaching Chinese As A Second Language Association,
Incorporated on January 24, 2005,
File Number: S-48602**

**This amendment is adopted
By
The 2018 Annual General Meeting
On April 28, 2018**

**Canadian Teaching Chinese as a Second Language Association
(Canadian TCSL Association)
加拿大中文教學學會**

Bylaws

Part 1-- Membership

1. Membership in the Association is open to all persons, who are currently holding, or who have held, a position in teaching the Chinese Language, Chinese Linguistics, Chinese Literature and Culture at a Canadian university, college, secondary school, or any other equivalent educational institute. Membership in the Association is also open to academics abroad in the same field, but their applications are subject to the approval of the Executive Board.
2. Every member has the right under the By-Laws to participate in activities organized by the Association, to elect and be elected to the Executive Board, and the obligation to pay the membership fee. The membership fee shall be determined, and re-evaluated at intervals, by the Executive Board.
3. Any member wishing to withdraw from membership may do so by giving notice in writing to the Board. Any member who is in arrears for fees or assessments for any year shall automatically be suspended at the expiration of six months from the end of such year, and shall thereafter not be entitled to any membership privileges or powers in the Association until reinstated. Upon a majority vote of all members in the Association, any member may be expelled from the membership for any cause that the Executive Board may deem reasonable.

Part 2--The Executive Board

4. The Association shall be governed by the Executive Board. The Executive Board shall consist of no less than five and no more than fifteen Directors, including the President, Vice-President (General Secretary), Vice-President (General Affairs), Vice-President (Conference), Vice-President (Public and External Affairs), Vice-President (Treasurer), and Chairs of various Committees.
5. The Executive Board shall at its discretion appoint a member as a director to fill a vacancy in the Executive Board, and/or to chair a committee, under the direction of the Board.
6. A director so appointed shall hold office only until the conclusion of the next Special Annual Meeting.
7. The President shall be elected from and by the Directors of the Executive Board at its first meeting following the Special Annual Meeting at which the Directors of the Board were elected. The Vice-Presidents and Chairs of various Committees shall be appointed among the remaining Directors of the Board by the President at the same meeting.
8. The term of duty on the Board shall be four years.
9. The President and members of the Executive Board may serve any number of terms as long as they are re-elected at a Special Annual General Meeting.
10. To ensure continuity and a smooth transition of the governance of the Association, at least half of the current Executive Board directors shall sit on the next Executive Board.
11. The Executive Board shall, subject to the By-Laws or direction given by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association. Meetings of the Board shall be held as often as may be required, but at least twice a year, and shall be called by the President with ten days' notice in writing, to each member of the Board by mail. A special board meeting may be called at the instruction of one half of the members of the Board, provided that they make a written request to the President to call such meeting, and state the business to be brought before the meeting.
12. A person to be elected as a director of the Board must be present at the meeting when the election takes place and accepts the appointment. If the person is not present at the meeting, he/she must consent in writing to be elected as a director before the election.
13. Upon a majority vote of all members in good standing*, any member of the Board elected may be removed from office for any cause that the Executive Board may deem reasonable.

Part 3--The Committees

14. The Executive Board may delegate any, but not all, of its powers to Committees to fulfill responsibilities deemed necessary. The committees so created may include the Conference Committee, the Journal Committee, the Newsletter Committee, the Website Committee, the Nominating Committee, Student Program Committee, Membership Committee and the Awards Committee.
15. The Committees so created by the Executive Board to fulfill the responsibilities deemed necessary shall be chaired by the Director or Directors appointed by the Board and shall be responsible to the Board.
16. The Committee Chair shall appoint members of the Association to his/her Committee with the approval of the Board,
17. A Committee so formed must conform to any rule imposed on it by the Board, and must report every act done in exercising the Board's powers, including copies of the records and minutes of the committee to the Vice-President (General Secretary).
18. The Committee Chair and members of the Committee so appointed shall usually hold office only until the conclusion of the next Special Annual General Meeting, but may be closed down by the Board at any time for any cause that the Board may deem necessary.

Part 4-- Duties of Officers

19. (1) **The President** shall be *ex-officio* a member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board. In his/her absence, Vice-President (General Secretary), Vice- President (Treasurer), Vice-President (General Affairs), or Vice- President (Conference), Vice-President (Public and External Affairs) respectively shall preside at any such meetings.

(2) In the absence of the President and all the Vice-Presidents, a Director of Executive Board may be elected as the chairperson to preside the meeting.
20. (1) **The Vice-President (General Secretary)** shall attend all meetings of the Association and the Board, and keep accurate minutes of the same.
21. (1) **The Vice-President (Treasurer)** shall receive all monies paid or donated to the Association and be responsible for the deposit of the same in whatever bank, Trust Company, Credit Union, or Treasury Branch the Board may order.

- (2) The Vice-President (Treasurer) shall properly account for the funds of the Association and keep such books as may be directed. He/she shall present a full, detailed account of receipts and disbursements to the Board whenever requested, and shall prepare for submission to the annual meeting a statement duly audited of the financial position of the Association, and submit a copy of the same to the Vice-President (General Secretary) for the Association records.
- (3) **The Vice-President (General Affairs)** shall manage general services pertaining to Association activities and act under the direction of the President and the Board.

VP General Affairs shall have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the Vice-President (General Secretary) and the President; or in the absence of the President, by one of the other Vice-Presidents. In the case of the absence of the Vice-President (General Secretary), his/her duties shall be discharged by officer appointed by the Board.

22. (1) **The Vice-President (Public and External Affairs)** shall manage public/media relations and external affairs for the Association, take charge of press or media conferences and news releases for Association activities, handle correspondence between the Association and other related organizations in Canada and abroad, and act under the direction of the President and the Board.
23. (1) **The Vice-President (Conference)** shall plan, organize and manage the conference or symposium of the Association, under the direction of the President and the Board.

Part 5-- Annual General Meeting, Special Annual General Meeting, and Special Meeting

24. The Association shall hold an *Annual General Meeting* once a year to approve the President's Annual Report and the Vice-President (Treasurer)'s Annual Financial Report. In addition, a *Special Annual General Meeting* shall be held once every four years to elect the directors of the Executive Board, who shall serve until the next Special Annual Meeting. Any vacancy occurring between Special Annual General Meetings shall be filled at an Annual General Meeting or a Special Meeting.
25. The Association shall hold Annual General Meetings on a regular yearly basis. Under special circumstances, a *Special Meeting* may be held upon the proposal of at least twenty percent of the members of the Association or the Board.

26. Annual General Meetings, Special Annual General Meetings, and Special Meetings of the Association shall be called by the Vice-President (General Secretary) under the instruction of the President or the Board, upon giving one month's notice by mail to the last known address of each member, or fifteen days' notice by fax, telephone, or e-mail.
27. 51% of members in good standing* shall constitute a quorum at any meeting. All meetings shall adopt a voting system. A member in good standing* at a meeting is entitled to cast one vote. Voting by proxy is not permitted.

Part 6--Auditing

28. The books, accounts, and records of the Vice-President (General Secretary) and Vice-President (Treasurer) shall be audited at least once each year by two members of the Association elected for that purpose at an annual meeting. A complete and accurate statement of the standing of the books for the previous year shall be submitted by same auditors at the Association's annual meeting. The fiscal year of the Association starts/ends each year on March 31.

Part 7--Remuneration

29. Unless authorized at an Annual General Meeting of the Association, and after notice for the same shall have been given, no officer or member of the Association shall receive any remuneration for his/her services. However, an officer or member shall be reimbursed for the expenses necessarily incurred by him/her while engaged in the affairs of the Association.

Part 8--Funds

30. The Association funds shall come from membership fees, programs and donations from its members, other individuals, or organizations. All donations are subject to approval by the Executive Board.
31. The Association should not borrow money unless a motion is passed by a majority vote of the Association members. The distribution of such funds should be authenticated by a majority vote at a Board meeting. All the financial documents should be signed by the Vice-President (Treasurer) and the President; or in the absence of the President, by one of the Vice-Presidents.

Part 9--Bylaws and Special Resolution

These bylaws may be rescinded, altered or amended by a “Special Resolution” enacted upon achievement of a three-quarters vote among Board members.

*A member in good standing is defined as a paid-up contributing member for the 2 years prior to the Special Annual General Meeting.