

**The Constitution and Bylaws
Under the Societies Act of the Province of British Columbia**

**Canadian Teaching Chinese as a Second Language Association
(Canadian TCSL Association)**

加拿大中文教學學會

Society Act

Constitution

1. The name of the Association is

Canadian Teaching Chinese as a Second Language Association.
2. The objectives of the Association are:
 - (1) To promote and disseminate study and research in Chinese language pedagogy, Chinese linguistics, and Chinese literature and culture.
 - (2) To facilitate interaction and collaboration among academics teaching the Chinese language in educational institutions in Canada and abroad.
 - (3) To promote and facilitate communication and cooperation with respect to teaching, learning, and community service between the members of the Association and other related organizations in Canada and abroad.
3. The Association is a non-political, non-profit organization.
4. If on the winding up or dissolution of this Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among members of this Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of this Association, and which institution or institutions shall prohibit the distribution of its or their income or property amongst its or their members to an extent at least as great as is imposed on this Association, such institution or institutions to be determined by the members of this Association before the time of dissolution or in default thereof by such judge of the Supreme Court of Canada as may have or may acquire jurisdiction in the matter, and in so far as effect cannot be given to the aforesaid provisions then to

some charitable organization, provided however that such organization shall be a registered charity recognized by Canada Revenue Agency as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.

5. The objectives of the Association shall be carried out without purpose of gain for its members and any profits or other accretions to the Association shall be used for promoting its objectives.
6. Paragraphs 3 to 6 inclusive of the constitution are unalterable in accordance with the Society Act.

Bylaws

Part 1--The Membership

1. Membership in the Association is open to all persons, who are currently holding, or who have held, a teaching position in Chinese language 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. The membership of the Association consists of three divisions: the University Division, the College Division, and the Secondary School Division.
3. The University Division of the Association is composed of members who are currently holding, or who have held, a teaching position in Chinese language at a university in Canada or abroad.
4. The College Division of the Association is composed of members who are currently holding, or who have held, a teaching position in Chinese language at a college in Canada or abroad.
5. The Secondary School Division of the Association is composed of members who are currently holding, or who have held, a teaching position in Chinese language at a secondary school in Canada or abroad.
6. All memberships shall be granted by a favorable vote passed in a Board Meeting by a majority of the members of the Executive Board of the Association, and upon payment of the membership fee.

7. 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, to inspect the books and records of the Association, and to pay the membership fee. The membership fee shall be determined, and re-evaluated at intervals, by the members during the annual meeting.
8. 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

9. 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 (Treasurer), Vice-President (General Affairs), Vice-President (Public and External Affairs), and Chairs of various Committees.
10. 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.
11. A director so appointed shall hold office only until the conclusion of the next Special Annual Meeting.
12. The Executive Board shall include one Director from the University Division, one Director from the College Division, and one Director from the Secondary School Division of the Association. The Director from each Division shall be appointed by the Executive Board or elected by the members of that Division.
13. 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.
14. The term of duty on the Board shall be three years. The President shall only serve one term, but other members of the Board may serve any number of terms as long as they are re-elected at a special annual meeting.

15. 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 once every six months, and shall be called by the President with ten days' notice in writing, mailed to each member of the Board, or by three days' notice by fax, telephone, or e-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.
16. A person may be elected as a Director of the Board, if he/she was present at the meeting when the election took place and accepted the appointment. If they were not present at the meeting, they must either have consented in writing to act as a Director before the election, or must do so within ten days after the election. Upon a majority vote of all members in good standing, any member of the Board, elected from any Division of the Association, may be removed from office for any cause that the Executive Board may deem reasonable.

Part 3--The Committees

17. 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 University Committee, the College Committee, the Secondary School Committee, the Conference Committee, the Journal Committee, the Newsletter Committee, the Website Committee, the Nominating Committee, and the Awards Committee.
18. 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.
19. The members of a Committee shall not number less than five or more than nine. With the approval of the Board, the Committee Chair shall appoint members of the Association to his/her Committee.
20. 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).
21. The Committee Chair and members of the Committee so appointed shall usually hold office only until the conclusion of the next Special Annual 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

22. (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 (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.
23. (1) **The Vice-President (General Secretary)** shall attend all meetings of the Association and the Board, and keep accurate minutes of the same. He/she 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 such officer as may be appointed by the Board.
- (2) The Vice-President (General Secretary) shall keep a record of all association members and their addresses, and work together with the three Division Secretaries in sending out all notices of the various meetings as required, and collecting and receiving the annual dues and assessments levied by the Association. Such monies shall be promptly turned over to the Vice-President (Treasurer) for proper deposit.
24. (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.

25. (1) **The Vice-President (General Affairs)** shall manage general services pertaining to Association activities and act under the direction of the President and the Board.
26. (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.
27. (1) **The Chair of the University Committee** shall preside at all meetings of the University Division of the Association, manage the activities of same Division of the Association, and be responsible to the President and the Board. He/She shall keep and send copies of accurate records and minutes of Division activities to the Vice-President (General Secretary) for proper archiving. He/she shall work with the Vice-President (General Secretary) in sending out all notices of the various meetings as required, and collecting and receiving the annual dues and assessments levied by the Association. Such monies shall be promptly turned over to the Vice-President (General Secretary) who will then hand it over to the Vice-President (Treasurer) for proper deposit.
28. (1) **The Chair of the College Committee** shall preside at all meetings of the College Division of the Association, manage the activities of same Division, be responsible to the President and the Board. He/She shall send copies of accurate records and minutes of Division activities to the Vice-President (General Secretary) for proper archiving. He/she shall work with the Vice-President (General Secretary) in sending out all notices of the various meetings as required, and collecting and receiving the annual dues and assessments levied by the Association. Such monies shall be promptly turned over to the Vice-President (General Secretary) who will then hand it over to the Vice-President (Treasurer) for proper deposit.
29. (1) **The Chair of the Secondary School Committee** shall preside at all meetings of the Secondary School Division of the Association, manage the activities of same Division of the Association, and be responsible to the President and the Board. He/She shall keep and send copies of accurate records and minutes of Division activities to the Vice-President (General Secretary) for proper archiving. He/she shall work with the Vice-President (General Secretary) in sending out all notices of the various meetings as required, and collecting and receiving the annual dues and assessments levied by the Association. Such monies shall be promptly turned over to the Vice-President (General Secretary) who will then hand it over to the Vice-President (Treasurer) for proper deposit.

30. (1) **The Chair of the Conference Committee** shall manage the annual meeting or conference of the Association, have a charge of planning and organizing, and managing such meeting or conference, and be under the direction of the President and the Board.
31. (1) **The Chair of the Journal Committee** shall manage the Association's establishment of an online academic journal of the Association, have control over the editorship, management, production, and promotion of the journal, and act under the direction of the President and the Board.
- (2) The Chair of the Journal Committee shall take responsibility for the quality, appearance, and punctuality of the "Journal of Teaching Chinese As A Second Language" as an online scholarly journal, producing one to two issues per annual volume.
- (3) The Chair of the Journal Committee shall nominate for approval of the Executive Board the Editor of the "Journal of TCSL". He/She shall work with Editor to nominate for approval of the Executive Board the Associate Editors and Members of the Editorial Board.
32. (1) **The Chair of the Newsletter Committee** shall nominate the Editor of Canadian TCSL Association's Newsletter, subject to the approval of the Board. He/She shall work closely with the Board in the management, production, and promotion of the Newsletter. He/She shall work with the Editor to produce an informative and high-quality newsletter two to three times per year.
33. (1) **The Chair of the Website Committee** shall oversee the design and maintenance of Canadian TCSL Association's web-site, on-line Newsletter, and on-line Journal, coordinate server maintenance and upgrading with the host sever institution, and act under the direction of the President and the Board.
- (2) The Chair of the Website Committee shall work closely with the Chairs of the Newsletter Committee and the Journal Committee in providing technical support for developing the Newsletter and the Journal.
34. (1) **The Chair of the Nominating Committee** shall plan, manage and conduct all Association elections. For all elections, he/she shall accept he candidate nominations, conduct the election, and announce the results of the election, under the direction of the Executive Board.
35. (1) **The Chair of the Awards Committee** shall plan, manage, and conduct the granting of all Association awards. For all awards, he/she shall accept the award candidate nominations, conduct the process for

selecting award recipients, and announce the award winners, under the direction of the Executive Board.

36. (1) **The Chair of the Well-Being Committee** shall be responsible for the promotion of the well-being of the Association members. With the approval of the Executive Board, he/she shall plan, manage, and conduct any nature of program(s) for the benefit of the well-being of the Association members.

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

37. The Association shall hold a *General Annual 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 Meeting* shall be held once every three years to elect the members of the Executive Board, who shall serve until the next Special Annual Meeting. Any vacancy occurring between Special Annual Meetings shall be filled at a General Annual Meeting or a Special Meeting.
38. The Association shall hold General Annual 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.
39. General Annual Meetings , Special Annual 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.
40. Fifty-five percent 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

41. 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.
42. The Association's books and records may be inspected by any of its members at the annual meeting, or at any other time, upon giving reasonable notice and

arranging a satisfactory time to the officer taking charge of the same. Each member of the Board shall at all times have access to same books and records.

Part 7--Remuneration

43. Unless authorized at an annual 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

44. The Association funds shall come from membership fees and donations from its members, other individuals, or organizations. All donations are subject to approval by the Executive Board.
45. 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

46. These bylaws must not be altered or amended, except by special resolution.
47. These bylaws may be rescinded, altered or amended by a "Special Resolution" enacted upon achievement of a three-quarters vote among all Association members at an annual meeting.