

THE BYLAWS OF THE CANADIAN PHILOSOPHICAL ASSOCIATION

CHAPTER 1 – GENERAL

Article 1.01 – NAME

The name of this organization shall be *The Canadian Philosophical Association* or *L'Association canadienne de philosophie*.

Article 1.02 – OBJECTIVES

- a) To promote philosophical scholarship and education in Canada by discussion, research and the dissemination of information.
- b) To issue such publications as shall from time to time be considered desirable.
- c) To represent the interests of Canadian philosophers and the profession at large before governmental and other organizations.
- d) To administer and use for the purposes set forth in this article all monies received or acquired by the Association.

Article 1.03 – OFFICIAL LANGUAGES

The official languages of the Association shall be English and French.

Article 1.04 – HEADQUARTERS

The headquarters of the Association shall be situated in such a city and at such an address as shall be determined from time to time by the Board of Directors.

CHAPTER 2 – MEMBERSHIP

Article 2.01 – MEMBERSHIP CATEGORIES

There shall be six categories of membership:

- a) Ordinary Membership
- b) Student Membership
- c) Institutional Membership
- d) Life Membership
- e) Honorary Life Membership
- f) International Membership

Article 2.02 – APPLICATION FOR MEMBERSHIP

Application for membership may be made to the Secretary at any time of the year, as follows:

- a) Application for Ordinary Membership, including Life Membership, is to be made to the Secretary of the Association, in writing. Any person holding a Master's degree in Philosophy (or an equivalent degree), or who is or has been a teacher of philosophy at an institute of higher learning or high school, is eligible for ordinary membership, upon application.

Persons not meeting these requirements but nonetheless interested in the objectives of the Association may be accepted as members at the discretion of the Vice-President.

- b) Application for Student Membership may be made by any student enrolled in a programme in philosophy at an institution of higher learning. Such application shall be made, in writing, to the Secretary of the Association.
- c) Application for Institutional Membership may be made by any institution of higher learning, or department thereof, or society or organization which has “Philosophy” in its designation and is interested in the objectives of the Association. Such applications shall be made, in writing, to the Secretary of the Association.

Article 2.03

Admission to membership in the above categories is at the discretion of the Vice-President, and in any case contingent upon payment of fees.

Article 2.04 – HONORARY LIFE MEMBERSHIP

Honorary Life Membership may be conferred by a unanimous vote of the Board of Directors. Honorary members shall not pay dues.

Article 2.05 – WITHDRAWAL FROM THE ASSOCIATION

Any member who wishes to withdraw from the Association, without waiting for lapse of membership in accordance with article 4.03, may do so by delivering or causing to be delivered to the secretary written notice of intention to withdraw from the Association. Membership fees are not refundable.

CHAPTER 3 – THE CANADIAN PHILOSOPHICAL REVIEW

Article 3.01

The Association shall publish a bilingual philosophical journal, called *Dialogue: Canadian Philosophical Review / Revue canadienne de philosophie*.

Article 3.02

Dialogue shall be edited by two editors appointed by the Board. The editors shall be one Anglophone and one Francophone.

Article 3.03

This journal shall be sent to all members of the Association in good standing.

CHAPTER 4 – MEMBERSHIP DUES

Article 4.01

Membership fees shall fall due on the first day of January each year.

Article 4.02 – MEMBERSHIP IN GOOD STANDING

Membership in good standing is contingent upon payment of current fees. A member who is not in good standing shall not enjoy any of the rights of membership in the Association. The term “member” means “member in good standing” unless the context dictates otherwise.

Article 4.03

Failure to pay fees by the 31st day of December of the year for which dues are payable will result in a lapse of membership.

Members whose fees are in arrears will be sent a reminder before the end of the year for which dues are payable.

Article 4.04

Any person whose membership is not in good standing, or whose membership has lapsed, may gain reinstatement as a member in good standing, at any time, upon payment of fees for the year in which the reinstatement is to be effected.

Article 4.05

At the General Meeting, the membership fees for all categories shall be set for the following year; the Board shall submit recommendations regarding dues to the General Meeting.

CHAPTER 5 – MEETINGS OF THE ASSOCIATION

Article 5.01 – ANNUAL CONGRESS

- a) The Association shall hold an annual congress, preferably concurrent with the Congress of the Canadian Federation for the Humanities and Social Sciences.
- b) There shall be a Programme Committee for the annual congress with composition as follows:

Composition:

- i) a Chair or co-chairs appointed by the President for a two-year term;
- ii) at least four other members appointed by the Chair or co-chairs, covering different areas of the discipline. The term of committee members is two years, staggered.

Terms of reference:

- i) this committee shall establish the programme of the congress.
 - ii) the committee shall report to the Board.
- c) Only those proposals for individual papers, symposia and roundtables made by members in good standing will be considered by the programme committee.
 - d) Notice of the annual congress and of the Annual General Meeting shall be sent to all members at least two months prior to the Annual General Meeting and the start of the Congress, by the Secretary of the Association.

Article 5.02 – GENERAL MEETING

- a) Members of all categories may participate in the Annual General Meeting.
- b) An Annual General Meeting of the members of the Association shall be held once a year, usually during the course of the Annual Congress.
- c) The General Meetings shall be convened by the President.

- d) The Annual General Meeting shall normally be presided over by the President of the Association. The president may vote only in the event of a tied vote or when one vote would make a two-thirds majority. In any such case, the President shall have only one vote.
- e) Twenty members in good standing shall constitute a quorum.
- f) Voting shall be open to all members, except institutional members.
- g) Voting shall be by a show of hands unless the Meeting decides otherwise. But a vote shall be by ballot if two voting members so request.
- h) The Annual General Meeting shall be conducted in accordance with the provisions contained in Morin's *Procédure des assemblées délibérantes* (Beauchemin, 1991) translated as *Chairman's and Debater's Guide in Deliberative Assemblies* (Engl. ed., Toronto, Carswell, 1947), with the exception of those which may conflict with rules specially established by these Bylaws.
- i) A majority of the votes cast shall carry a motion, except as provided by the provisions identified in article 5.02 h) and for motions for changes to the Bylaws.
- j) At the General Meeting, the election of the Officers and the members of the Board shall be conducted in accordance with procedures specified under articles 7.02 and 7.07a) of these Bylaws.

Article 5.03 – EXTRAORDINARY MEETINGS

An extraordinary General Meeting of the Association is called:

- a) by decision of the Board,
- b) by decision of the Annual General Meeting or
- c) by the President, on receipt of a written request signed by fifty voting members. Such extraordinary meetings are governed by the procedural rules in article 5.02.

Article 5.04 – ELECTRONIC VOTES OF THE GENERAL MEMBERSHIP

- a) When an issue requiring a vote by the general membership arises, the Executive Committee may present a notice of motion to the membership by email.
- b) Information on the motion shall be posted by the CPA webmaster in the members' section of the ACP / CPA website. The webmaster shall also establish a discussion thread on the motion in the members' section of the website.
- c) After a period of not less than 10 working days from the date of the notice of motion, a secure electronic ballot shall begin. All members shall be sent an email notifying them that the ballot is open and providing a link to the sign-in page for the vote.
- d) The ballot shall remain open for at least 5 working days. At least 2 working days before the ballot closes, members shall be sent a follow-up email informing them of when the ballot will close.
- e) At least 30 votes must be received for the motion to pass.
- f) A majority of the votes cast shall carry the motion, except as provided by the provisions identified in article 5.02 h) and for amendments to the bylaws.

CHAPTER 6 – EXECUTIVE COMMITTEE

Article 6.01 – COMPOSITION

The Executive Committee shall be composed of the OFFICERS of the Association:

- a) the President
- b) the Vice-President, who is the President Elect for the current year and thus normally President for the succeeding year
- c) the Secretary
- d) the Associate Secretary; see article 6.04
- e) the Treasurer
- f) the Immediate Past President
- g) the Executive Director, appointed by the Executive Committee, is an *ex officio* member, without a vote.

Article 6.02

The Secretary and the Associate Secretary should between them represent both official languages of the Association.

Article 6.03

The Officers of the Association, except the Executive Director, shall be elected at a General Meeting of the Association.

Article 6.04

The President, the Vice-President and the Immediate Past President are elected for a one-year term; they may not be elected to those positions for consecutive terms.

The Treasurer shall usually be elected for a one-year term and is eligible for consecutive re-election.

The Secretary and Associate Secretary are elected for a one-year term and are eligible for consecutive re-election.

Article 6.05

The Executive Committee shall meet as often as is required to fulfil the functions and duties delegated to it by the Board.

Article 6.06

A majority of the active members of the Executive shall constitute a quorum.

Article 6.07 – DUTIES OF THE PRESIDENT

The President:

- a) Shall usually be the Chairperson of the Board of Directors and of the Executive Committee.
- b) Shall be responsible for convening all meetings of the Association, and of its Board and Executive Committee.
- c) Shall act on the instructions of a General Meeting and of the Board and Executive Committee.
- d) Shall sign, jointly with the Treasurer, all contracts and agreements authorized by the Board.

- e) Shall have custody of the corporate seal, and convey it to his or her successor.
- f) Shall have general responsibility for ensuring that the business of the Association is duly conducted.
- g) Shall report annually to a General Meeting.

Article 6.08 – DUTIES OF THE VICE-PRESIDENT

The Vice-President shall undertake such duties as may be assigned by the Executive Committee.

In addition, the Vice-President shall assume all of the duties and responsibilities of the President in the event that the President resigns, is absent or becomes unable to discharge his or her duties and responsibilities.

Article 6.09 – DUTIES OF THE SECRETARY

The Secretary:

- a) Shall be responsible for preparing the agendas and for writing the official Minutes of all meetings of the Association and of its Board and Executive Committee, and make copies of these available for circulation.
- b) Shall be responsible for receiving applications for membership as specified in Article 2.02.
- c) Shall be responsible for keeping up to date the list of members of the Association, and for sending to the members' annual notice of fees.
- d) Shall be responsible for circulating to members as appropriate, notice of the annual congress and of General Meetings of the Association, and of the meetings the Board and of the Executive Committee.
- e) Shall report to the Annual General Meeting.

Article 6.10 – DUTIES OF THE ASSOCIATE SECRETARY

The Associate Secretary shall be responsible for the rendering of announcements, Minutes and any other documents as instructed by the General Meeting or the Board into the other official language of the Association than that in which they were originally written. He or she shall work in cooperation with the Secretary.

In the absence of the Secretary, the Associate Secretary shall be responsible for taking and preparing the official Minutes of meetings of the Association and of its Board and Executive Committees, as required.

The Associate Secretary shall assume all of the duties and responsibilities of the Secretary in the event that the Secretary resigns, is absent or becomes unable to discharge the relevant duties and responsibilities.

Article 6.11 – DUTIES OF THE TREASURER

The Treasurer:

- a) Shall have the care and custody and banking responsibility of all funds and securities of the Association, in accordance with the directions of the Board of Directors.

- b) Shall be responsible for the signing of all drafts and orders for the payment of money, under the direction of the Board, except as provided under article 6.12.
- c) Shall sign, jointly with the President, all contracts and agreements authorized by the Board.
- d) Shall report to the members of the Association the financial state of the Association, and submit to the Annual General Meeting a budget for the succeeding year.

Article 6.12 – AUTHENTICATION OF DOCUMENTS ISSUED BY THE ASSOCIATION

The President, the Treasurer and another person appointed by the Board of Directors are authorized to sign cheques. Each cheque shall be signed by two of the authorized persons. All contracts and agreements authorized by the Board require, in addition to the corporate seal, the signature of the President and the Treasurer.

Article 6.13

In the event that an office in the Executive falls vacant between General Meetings, the remaining members of the Executive are empowered to appoint a person to fulfil the term until the next General Meeting. Members so appointed shall be eligible for election as officers at the expiry of the term.

Article 6.14 – REMOVAL OF OFFICERS

The removal from office of any member of the Executive Committee may be effected by a General Meeting of the members of the Association or by the Board of Directors. A motion to remove a member of the Executive may be entertained only on condition that notice of the motion shall have been submitted in writing to the Secretary at least eight weeks prior to the date of the meeting at which it is to be moved. Such a motion may be proposed only by a member of the Association and must be seconded prior to submission by ten other members, all of whom must be members for more than a year. The Secretary shall circulate such notices to all voting members of the Association at least six weeks prior to that meeting. When a motion to remove an officer is directed against the Secretary, another member will circulate the notice of motion. In order to be adopted, a motion to remove an officer of the Association requires at least a two-thirds majority of the votes cast.

Article 6.15 – ELECTRONIC VOTES OF THE EXECUTIVE COMMITTEE

- a) When an issue requiring a decision by the Executive Committee arises, a member of the executive may present a notice of motion to the Executive Committee by email.
- b) Information on the motion shall be posted by the CPA webmaster on a secure page of the ACP / CPA website to which members of the Executive Committee shall have access. The webmaster shall also establish a discussion thread on the motion on the website, to which members of the Executive Committee shall have access.
- c) After a period of not less than 5 working days from the date of the notice of motion, a secure electronic ballot shall begin.
- d) The ballot shall remain open for 5 working days.
- e) Votes must be received from at least half the members of the Executive Committee for the motion to pass.
- f) A majority of the votes cast shall carry the motion, except as provided by the provisions identified in article 5.02 h).

CHAPTER 7 – BOARD OF DIRECTORS

Article 7.01 – COMPOSITION

The composition of the Board shall be:

- a) The Officers of the Association.
- b) Between 10 and 90 other members. Each institutional member may appoint one member to the Board, provided that this person is a member in good standing of the Association. At least five Board members must be elected to the Board by the Annual General Meeting.

Article 7.02

At least five members of the Board shall be elected by the Annual General Meeting.

The elected members of the Board who are not officers shall be elected for a period of two years and are not eligible for immediate re-election except as Officers.

Article 7.03 Abrogated

Article 7.04

In the event that an office falls vacant between Annual General Meetings, the Board is empowered to appoint members to fill the vacancies until the next Annual General Meeting. No more than a third of the Board can thus be replaced. Members so appointed shall be eligible for election at the expiry of the term.

Article 7.05 – MEETINGS

- a) The Board shall meet as frequently as is required to fulfil the functions and duties delegated to it by the Association. It shall meet at least twice each year.
- b) Notice of all meetings of the Board shall be circulated together with any accompanying documentation, by the Secretary, to all members of the Board, at least one month prior to such meetings, except for the meeting of the Board immediately following the Annual General Meeting.
- c) The Board shall normally be chaired by the President who may vote only in the event of a tied vote, in which case he or she shall have one vote.
- d) Meetings of the Board shall be convened by the President, either by his or her decision, or in the event that he or she receives a request for a meeting from a majority of the members of the Board.

Article 7.06

Half the active members shall constitute a quorum.

Article 7.07 – DUTIES OF THE BOARD

The Board shall exercise all such powers of the Association as are specified by the Companies Act and by these Bylaws.

The Board shall:

- a) Appoint a nominating committee to prepare a list of nominees for the positions of Officers and members of the Board, to be presented at the General Meeting.

- b) Make recommendations to the General Meeting regarding membership fees of the Association.
- c) Enter into contracts and agreements on behalf of the Association, as instructed by the General Meeting.
- d) Pay all expenses of the Association.
- e) Appoint the editors of *Dialogue*.
- f) Receive and approve the budget of *Dialogue*.

Article 7.08

No officer or director shall receive any remuneration for any service he or she may perform for the Association.

Article 7.09

Only members in good standing are eligible to become members of the Board of Directors.

Article 7.10 – REMOVAL OF DIRECTORS

The removal of any member of the Board from his or her position on the Board may be effected at a General Meeting of the members of the Association. A motion to remove a member of the Board may be entertained only on condition that notice of motion shall have been submitted, in writing by a member, seconded by ten other members, all of whom must be members for more than a year to the Secretary at least eight weeks prior to the date of a General Meeting at which it is to be moved. The Secretary shall circulate such notices to all voting members of the Association at least six weeks prior to that meeting. In order to be adopted, a motion to remove a director requires at least a two-thirds majority of the votes cast.

Article 7.11 – ELECTRONIC VOTES OF THE BOARD OF DIRECTORS

- a) When an issue requiring a decision by the Board of Directors arises, the Executive Committee may present a notice of motion to the Board of Directors by email.
- b) Information on the motion shall be posted by the CPA webmaster on a secure page of the ACP / CPA website to which members of the Board of Directors shall have access. The webmaster shall also establish a discussion thread on the motion on the website, to which members of the Board of Directors shall have access.
- c) After a period of not less than 5 working days from the date of the notice of motion, a secure electronic ballot shall begin.
- d) The ballot shall remain open for 5 working days.
- e) Votes must be received from at least half the membership of the Board of Directors for the motion to pass.
- f) A majority of the votes cast shall carry the motion, except as provided by the provisions identified in article 5.02 h).

CHAPTER 8 – EDITORS OF DIALOGUE

Article 8.01

The Editors of *Dialogue* shall be appointed by the Board of Directors.

Article 8.02

The Editors of *Dialogue* will not be members of the Board.

Article 8.03

The Editors of *Dialogue* shall report annually to the Annual General Meeting.

CHAPTER 9 – FINANCES

Article 9.01 – FINANCIAL YEAR

The financial year of the Association shall be from the first day of January to the 31st day of December.

All references to 'year' in articles pertaining to financial matters in these Bylaws should be interpreted to refer to the financial year of the Association.

Article 9.02

The financial records of the Association shall be reviewed at the end of each financial year by a firm of chartered accountants, to be appointed by the General Meeting. The General Meeting may delegate this appointment to the Board or Executive Committee.

CHAPTER 10 – AMENDMENTS TO THE BYLAWS

Article 10.01

The General Meeting alone may amend the present Bylaws.

Article 10.02

Any voting member of the Association may propose amendments to these Bylaws.

Article 10.03

Notice of motion of proposed amendments must be submitted to the Secretary at least ten weeks prior to a General Meeting at which they are going to be moved. The Secretary shall circulate such notices of motion to all members of the Association at least six weeks prior to that meeting.

Article 10.04

A motion to amend the Bylaws requires at least a two-thirds majority of the votes cast, in order to be adopted.

Article 10.05

All bylaw amendments come into effect upon approval by Corporations Canada.

CHAPTER 11 - DISSOLUTION OF THE ASSOCIATION

Article 11.01

If, by a vote of a two-thirds majority at the AGM, the decision is taken to dissolve the Association, the remaining funds of the Association shall be distributed in the following manner:

- a) A severance package for the Executive Director in the maximum amount of one month's pay at the best pay rate for each year of service.
- b) Any monies remaining after the obligations specified in (1) are met will be distributed to philosophical organizations in Canada, by a formula to be determined by a committee formed of all available former presidents of the Association.

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