

CAA Constitution - By-Law No. 1 (Revised 2014)

A Bylaw relating generally to the conduct of the affairs of

CANADIAN ARCHAEOLOGICAL ASSOCIATION (ASSOCIATION CANADIENNE D'ARCHÉOLOGIE)

(the "Association")

BE IT ENACTED as a bylaw of the Association as follows:

1. GENERAL

1. Definitions

1. "**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;
2. "**Annual Conference**" shall have the meaning as set out in Section 4.1;
3. "**Annual General Meeting**" shall mean the annual general meeting of the Members;
4. "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
5. "**Association**" means the CANADIAN ARCHAEOLOGICAL ASSOCIATION (ASSOCIATION CANADIENNE D'ARCHÉOLOGIE);
6. "**Board**" means the board of directors of the Corporation and "director" means a member of the board;
7. "**Bylaw**" means this bylaw and any other bylaws of the Corporation as amended and which are, from time to time, in force and effect;
8. "**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;
9. "**Ordinary Resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
10. "**Principal Directors**" means directors elected pursuant to Section 5.4;
11. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time;
12. "**Special Meeting**" shall mean a special meeting of the Members called pursuant to Section 4.8; and
13. "**Supporting Directors**" means directors elected pursuant to Section 5.5.

2. Name

The name of the Association shall be the CANADIAN ARCHAEOLOGICAL ASSOCIATION (ASSOCIATION CANADIENNE D'ARCHÉOLOGIE).

3. Execution of Documents

Any and all deeds, documents, instruments in writing signed for, on behalf of, and in the name of, the Association by the President (other than routine expenditures within the guidelines of an approved budget) shall be approved through the Board and shall be binding upon the

Association. Any such authorization may be general or confined to specific instances. Save as aforesaid or as otherwise by these Bylaws provided, no officer, agent or employee shall have any power or authorization to bind the Association by any contract or engagement or to pledge its credit.

4. **Examination of Records**

At least once in every fiscal year the accounts of the Association shall be examined and the correctness of such amounts and the balance sheet shall be certified by the auditor or auditors appointed. Such auditor's accounts shall be presented at the next Annual General Meeting of the Association.

5. **Interpretation**

In these Bylaws and in all other bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and societies.

6. **Effective Date**

This Bylaw shall come into force on the date on which this Bylaw is enacted.

7. **Bylaws**

The Bylaws and business communications to the membership shall be made available in both English and French. Articles in the Association's publications shall appear in the language submitted (English or French) with appropriate abstracts in both English and French. Papers delivered at the Annual General Meeting may be given in either language.

2. **OBJECTIVES**

To promote and disseminate archaeological knowledge, with specific reference to Canada, adjacent regions, and other areas of the world where members of the association work;

To promote active discourse and cooperation among archaeological societies and agencies and encourage archaeological research and conservation efforts; and

To serve as the national association capable of promoting activities advantageous to archaeology and discouraging activities detrimental to archaeology.

3. **MEMBERSHIP**

1. **Membership Eligibility**

Any individual, including a corporation or other entity, who has an interest in furthering the objectives of the Association may apply for membership in the Association. Membership in the Association and in a particular Membership category shall be granted to eligible applicants upon the approval of the applicant's application by the Board in accordance with Board policy and the payment of the appropriate fee.

2. **Membership Classes**

The Association shall have one class of membership, voting Member, however, the Board may determine categories of membership at its discretion. Membership fees, dues and levies shall be determined by the Board, and may vary within categories of membership.

3. **Membership Dues**

Annual dues shall be established at each Annual General Meeting. Each member shall receive

all publications and be provided access to a current copy of the Bylaws of the Association. Copies of the audited financial statement, the proposed budget for the ensuing year, and the proposed agenda for the upcoming Annual General Meeting shall be made available to members at, or before, the Annual General Meeting.

4. **Voting Rights**

Each Member in good standing shall have one vote in the transaction of the Association's business and may, if absent from the Annual General Meeting, submit a vote by proxy. A proxy vote may be held by any other Member so designated in writing by the proxy member. All Members shall be notified of the right to use a proxy in the written notice of the Annual General Meeting.

5. **Removal of Members**

The Board of Directors shall have the power to censure or remove any member in the application of the Anti-Harassment Policy.

The Association shall have the power to censure or remove from the membership any Member who contravenes the goals of the Association or who breaks any government antiquities legislation, and may appoint expert witnesses in any legal action resulting from the above. Any Member who becomes the subject of a motion of censure or removal shall have the right to be heard by the membership, prior to such an action being taken.

6. **Hearing**

In the case of a motion from the membership to censure or remove any Member of the Association, the general membership shall be informed of the charges and conditions which have caused the action at least two weeks prior to the Annual General Meeting or Special Meeting and the person or persons concerned will also be informed of the action at least two weeks prior to the Annual General Meeting or Special Meeting. A vote shall be taken at the Annual General Meeting or Special Meeting to decide the issue. A two-thirds majority vote shall be necessary to censure or remove said Member(s).

7. **Withdrawal**

Members of the Association may withdraw their membership status upon request to the President, the Secretary, or the Treasurer. However, membership fees will not be refunded in such a case.

4. **MEETINGS OF MEMBERS**

1. **Annual Conference**

The Association shall hold an annual conference (the "Annual Conference") to foster the exchange of information and ideas amongst the Members at a place in Canada. The Annual Conference shall be held between April 1st and May 30th of each year.

2. **Annual General Meeting**

The Directors shall call the Annual General Meeting in conjunction with the Annual Conference. At every Annual General Meeting the following business shall be transacted:

1. Hearing and receiving the financial report and statements and the report of the auditors required by the Act to be read at and laid before the Association at an Annual General Meeting.

2. Election of directors pursuant to Article 5.
3. Appointment of the auditor and the fixing or authorizing the Board to fix the remuneration of the auditors.
4. Any other business for which proper notice has been given to be brought before the Annual General Meeting.

3. **Quorum**

Five (5) Members present in person at a meeting of the Members will constitute a quorum.

4. **Votes to Govern**

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 question. 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.

5. **Location of Meetings**

The Annual General Meeting of the Members of the Association shall be held in such place within Canada and at such time as is determined by those Members hosting the upcoming Annual Conference, or, by at such place and such time as determined by the directors.

6. **Notice**

Notice of a meeting of the Members shall occur in the manner prescribed by the Act and the Regulations.

7. **Programme of Annual Conference**

Not less than sixty (60) days prior to the next Annual Conference a programme of papers, symposia, and other activities must be circulated to the membership by the Programme Committee. The Programme Committee shall receive authorization from the Treasurer to expend necessary funds in preparation for the Annual Conference. Anticipated Annual Conference disbursements in excess of income must be approved in advance by the President, otherwise the Association will not be held responsible for cost over-runs. The President of the Association is an ex-officio member of the annual Programme Committee.

8. **Special Meeting**

A Special Meeting shall be called by the directors at any time upon receipt of a petition stating the nature of the business to be considered at the meeting signed by not less than five percent (5%) of the voting Members of the Association or upon resolution of the Board. Such meeting shall be held at such time and place as the directors may determine, no later than thirty (30) days after the receipt of the petition. Such notice shall contain the day, hour and place of such Meeting and the nature of the business to be transacted and contain sufficient information to enable a member to make a reasoned decision.

5. **BOARD OF DIRECTORS**

1. **Management of Affairs**

The affairs of the Association shall be managed by the Board. The Board shall be responsible to the Membership for the formulation of policy, subject to the requirements of the Act, the Bylaws and to such rules or directives as may be prescribed by the Association in Meetings.

2. **Size of Board**

The Board shall consist of at least four (4) directors.

3. **Current Executive**

The current Board shall remain directors and officers of the Association in their current positions until new directors are elected to replace them pursuant to Section 5.4.

4. **Election of Principal Directors**

Members shall elect five (5) directors for terms of four (4) years (the "Principal Directors") on the following terms:

1. One director shall be elected at the second Annual General Meeting following the approval of these Bylaws for a term of four (4) years and again every second Annual General Meeting thereafter. It is the intention of the membership that such individual be appointed by the Board to the position President-Elect in the first year of the term, President for the second and third years of the term and Past President for the final year of the term;
2. One director shall be elected at the third Annual General Meeting following the approval of these Bylaws and every four (4) years thereafter. It is the intention of the membership that such individual be appointed by the Board to the position of Vice-President; and
3. One director shall be elected at the first Annual General Meeting following the approval of these Bylaws and every four (4) years thereafter. It is the intention of the membership that such individual be appointed by the Board to the position of Treasurer.
4. One director shall be elected two years after the Treasurer is appointed and every four (4) years thereafter. It is the intention of the membership that such individual be appointed by the Board to the position of Secretary.

5. **Election of Supporting Directors**

Members shall elect any further directors to the Board at an Annual General Meeting for a term of two (2) years when determined by the Board (the "Supporting Directors").

6. **Nominating Committee**

The Board shall appoint a Nominating Committee of three (3) Members who will request nominations for the Board from the membership. Only Members of the Association in good standing may be nominated to hold the position of director of the Association.

The resulting candidate names and offices involved shall be delivered to all Members and this shall constitute a ballot. Ballots shall be cast by a date established by the Nominating Committee. Space for a write-in candidate shall be provided on the ballot. At least one (1) member of the Nominating Committee and two (2) other Members of the Association designated by the Nominating Committee will audit the vote.

Election of directors shall be decided by simple majority of returned ballots. Newly elected

directors shall assume their duties immediately. Any director and officer may stand for re-election to any directorship.

7. Quorum

A quorum of the Board shall consist of at least three (3) members of the Board, of which there are at least two (2) Principal Directors.

8. Meetings

Meetings of the Board shall be held in conjunction with the Annual General Meeting of the Association or at any other time as determined by the President or by the written request directed to the President of at least two (2) directors. In all cases, not less than fourteen (14) days' advance notice in writing must be given to the Board together with a statement of the purpose of the Meeting.

9. Voting

Each director shall have one (1) vote and at all meetings of the Board, every question shall be decided by a majority vote on a show of hands unless a poll on the question is required by the President or requested by any member of the Board.

10. Remuneration of Directors

Members of the Board, as such, shall not receive any stated remuneration for their services, but shall be reimbursed any out-of-pocket expenses that they may incur in carrying out their duties as a director. The Editor of the Canadian Journal of Archaeology is entitled to reimbursement for out-of-pocket expenses incurred to attend the Annual General Meeting.

11. Indemnity of Directors

Every director and officer of the Association, or any other person who has undertaken or is about to undertake any liability on behalf of the Board, or a person who acts or acted at the Association's request as a director or officer or another company of which the Association is or was a shareholder or creditor and their heirs, executors, and administrators, and estate and effects respectively shall from time to time and at all times be indemnified and save harmless out of the funds of the Association from and against:

1. All costs, charges, and expenses whatsoever that the director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever made, done or permitted in or about the execution of the duties of his or her office or in respect of any such liability; and
2. All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges, or expenses occasioned by his or her own wilful neglect or default.

12. Removal of Directors

A director may be removed by Ordinary Resolution of the Members at a Special Meeting called to remove the director.

13. Resignation of Director

Any director or officer who wishes to resign his or her position must present a written request to the President who may, or may not, accept such resignation.

14. **Staff**

The Board may from time to time appoint or hire staff to assist the Association in carrying out its business. Any such staff persons shall report to the Board of the Association through the position of the Treasurer.

6. **OFFICERS**

1. **Appointment of Officers**

The Board shall appoint officers in accordance with Sections 5.4 and 5.5. The Board may appoint any other officers as necessary to improve the functioning of the Board and the Association.

2. **Officer Positions**

The directors shall appoint the following officers:

1. President; and
2. President-Elect; and/or
3. Past President; and
4. Vice-President; and
5. Treasurer; and
6. Secretary.

3. **Officer Duties**

The duties of the officers shall be as follows:

1. **President**

The President shall be the Chairperson of the Board and shall chair all business meetings of the Association and shall have signing authority for the Association.

The President is empowered to appoint committees (and committee chairperson) that are deemed necessary in the attainment of the Association's objects. The President shall seek the advice of the Board where appropriate.

When so requested by the Membership, the President shall direct the attention of the Board, or an appointed committee, to specific topics of concern to the Association and shall ensure that a written report concerning the matter at hand is presented to the Association prior to or at the time of the Annual General Meeting. The President, or a representative, may initiate negotiations with other learned societies, funding organizations, academic institutions, museums and other bodies having an interest or bearing upon the objects of the Association.

2. **President-Elect**

The President-Elect shall succeed and assume the role of the President after the current President's two year term of office has been completed. The President-Elect shall act upon the request of the President in the formation of committees or other devices necessary for the effective functioning of the Association.

3. **Vice-President**

The Vice-President shall act upon the request of the President in the formation of

committees or other devices necessary for the effective functioning of the Association. The Vice-President shall assume the duties of the President in the event of the latter's absence and can, in lieu of the President, but with consent of the Board, sign all contracts and financial disbursements on behalf of the Association.

The Vice-President shall arrange for the preparation of plaques to be presented to recipients of the Association's various awards and, on behalf of the Association, write letters notifying recipients of awards.

In the event of the death or resignation of the President, the Vice-President shall assume all duties of the latter position until a new President can be elected.

4. **Past President**

The Past President shall assist the President in ensuring the effective functioning of the Association. The Past President shall act upon the request of the President to chair any committees that may be created, from time to time, to deal with specific topics of interest to the association. The Past President shall assume the duties of the Vice-President in the event of the latter's absence.

5. **Treasurer**

This position may be combined with the position of Secretary at the discretion of the Board of Directors.

The Treasurer, as chief accounting officer for the Association, shall be responsible for the recording and administration of all financial transactions of the Association and shall arrange for an annual public audit of the Association's financial records.

The Treasurer shall, along with the President, have signing authority for the Association. This authority may be assigned to another person by the Treasurer, upon the approval of the Board.

The Treasurer shall prepare the annual Financial Statements to be presented for review at the last Board meeting of the Association prior to the Annual General Meeting. The annual Financial Statements will then be presented to the general membership for review and approval at the Annual General Meeting. The Treasurer shall prepare the annual Budget for review at the fall Board meeting of the Association. The annual Budget will then be presented to the general membership for review and approval at the Annual General Meeting.

The Treasurer shall coordinate with the Secretary to ensure that a membership list of the Association is maintained.

6. **Secretary**

The position of Secretary may be combined with the position of Treasurer at the discretion of the Board of Directors.

The Secretary shall be in general charge of ensuring the Annual General Meeting and the meetings of the Board are effectively organised and record the minutes.

The Secretary shall record the minutes from the Annual General Meeting, as well as the Board of Director meetings, which occur at least twice a year. The Secretary shall post the Annual General Meeting minutes and agendas on the Association website in the "Secretary's Corner", within one (1) month of the Annual General Meeting. The Secretary shall provide the Board of Directors the minutes and agendas from all board meetings within two (2) months. The Secretary shall maintain and steward the Association's archives.

The Secretary shall provide copies of the minutes from the previous Annual General Meeting to the membership prior to the current meeting date.

4. **Resignation of Officer**

Any officer who wishes to resign his or her position must present a written request to the President who may, or may not, accept such resignation.

7. **EDITORS**

1. Editors shall be appointed by the Board and shall be in charge of publication of the Association including the Journal, the Newsletter, the World Wide Web Site, and any other publications that the Association may, from time to time, choose to publish. Assistant Editors and/or an editorial committee shall be appointed by the Board. Whenever necessary, an Assistant Editor who is fluent in the official language not spoken by the Editor shall be appointed by the Board. Editors shall operate within approved budgets or obtain approval from the President to expend additional funds. All invoices relating to publication shall be certified by the Editor and forwarded to the Treasurer for payment. Editors are to provide annual reports and budgets to the membership at, or prior to, the Annual General Meeting.

8. **CHANGES AND AMENDMENTS TO THE BYLAWS**

1. **Proposals**

Any member in good standing may submit to the Board a proposal for changes or amendments to the Bylaws of the Association. Such proposals shall be considered by a Bylaws Amendment Committee appointed by the Board and, if approved by the Board, shall be put to a vote at the next Annual General Meeting of the Association.

2. **Notice**

The Membership must be notified in writing of any proposed changes or amendments to the Bylaws, at least thirty (30) days in advance of the Annual General Meeting. Motions to change or amend the Bylaws of the Association must pass by a two-thirds majority of those present at the Annual General Meeting.

9. **FINANCES**

1. **Fiscal Year**

The fiscal year of the Association shall begin April 1 and end on March 31 of the following

year. Annual dues shall be payable on April 1. Funds from annual dues and other sources shall be available for operating, publication and other expenses consistent with the goals and approved budget of the Association. Changes in the fee structure may be approved by a simple majority of members present at the Annual General Meeting.

2. **Treasurer's Report**

The Treasurer shall prepare an annual written report, which shall include the audited financial statement and proposed budget for the current year. The Treasurer's report shall be approved by the Board and shall be submitted for approval by the membership at the Annual General Meeting.

3. **Discretionary Spending Power**

The Treasurer has discretionary spending power, up to a maximum of 10% in excess of the approved annual budget of the Association, in order to meet unforeseen expenses. Any expenditures that are in excess of this percentage, must be authorized by the President of the Association.

4. **Books and Records**

The Association shall keep proper books of account with respect to:

1. The receipt and expenditure of all sums of money received, granted or expended by the Association;
2. All sales and purchases by the Association;
3. The assets and liabilities of the Association; and
4. All other transactions affecting the financial position of the Association.

10. **BANKING ARRANGEMENTS**

1. **Deposits**

All funds of the Association shall be deposited from time to time to the credit of the Association with such bank or banks, trust companies or credit unions or with such bankers as the directors may approve.

2. **Cheques and Drafts**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued, accepted or endorsed in the name of the Association shall be signed by the Treasurer, the President or by any other director. The Treasurer, the President, or a staff member designated for the purpose, may arrange, balance and certify all books of accounts between the Association and the Association's bankers and may receive all paid cheques and vouchers and sign all bank forms as settlement of balance and release or verification slips.

3. **Trust Fund**

The Board may establish a trust fund (the "Fund") to be managed by three trustees appointed annually by the Board, to which shall be credited:

1. All monies so designated received by the Association by gift or bequest; and
2. All interest on the balance of the Fund calculated from time to time to the credit of the Association.

4. The Treasurer shall report on the Fund to the members at each Annual General Meeting of the Association.
5. All requests by the Treasurer to release monies from the Fund shall be subject to the approval of the members at the Annual General Meeting or at a Special Meeting properly called and conducted. The Treasurer shall release monies from the Fund in the amount and for the purpose(s) approved by the Members.
6. Subject to the limitations set out in these Bylaws of the Association, the directors may:
 1. Borrow money on the credit of the Association;
 2. Issue, sell or pledge securities of the Association;
 3. Charge, mortgage, hypothecate or pledge all or any other real or personal property of the Association, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or other debt, or any other obligation or liability of the Association;
 4. Provided that, except where the Association borrows on the security of its real or personal property, its borrowing powers shall be limited to borrowing money for current operations' expenses.

11. AUDITORS

1. **Appointment of Auditors**

The Members at each Annual General Meeting shall appoint one or more auditors to act on behalf of the Association until the close of the next Annual General Meeting and, if an appointment is not so made, the appointed auditor continues until his or her successor is appointed.

2. **Vacancy**

The Board may fill a casual vacancy in the office of the auditor but while the vacancy continues, the surviving or continuing auditor, if any, may act.

3. **Removal of Auditors**

Members, by resolution passed by at least two-thirds of the votes cast at an Annual General Meeting or Special Meeting called for such purpose of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of his or her term of office and shall, by a majority of the votes cast at the Meeting, appoint another auditor for the remainder of the term of office.

4. **Remuneration**

The remuneration of the auditor or auditors shall be fixed by the Board.