

# **BY-LAWS OF THE HUMBOLDT ASSOCIATION OF CANADA**

## **MEMBERSHIP**

1. Any former or current Alexander von Humboldt Foundation award holder residing in Canada may become a member simply by writing to the Secretary of the Humboldt Association of Canada and indicating their desire to become a member.
2. All members have the following rights: attendance at the Annual General meetings, at the General meetings, and at any Special General meetings that might be called (for meetings, see #53-67 below). They can vote at all these meetings; proxy votes are not allowed. They can make proposals for the agenda, make amendments to motions on the floor, and can nominate candidates for the Board. They have the right to submit proposals for papers at the General meetings; papers will, however, be vetted by members of the Executive. They may also propose general topics for the General Meetings.
3. All members have the following responsibilities: ethical behavior expected of an academic; payment of membership fees (if any, see below #4). Participation at the General Meetings is not mandatory, but is strongly encouraged.
4. Membership fees, if any, in the Association shall be determined, from time to time, by the members at the Annual General Meeting or at a General Meeting.
- 5 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its Secretary.
6. If any member is in arrears for fees for any year, such member shall be suspended at the expiration of six months after the end of such year and shall thereafter be entitled to no membership privileges or powers in the Association unless reinstated.
7. Any member, upon a majority vote among members of the Board, may be expelled from membership for any cause which the Board may deem reasonable.

## **BOARD OF DIRECTORS**

8. Board of Directors, or Board, shall mean the Board of Directors of the Association.
9. The Board shall consist of a President, Vice-President, Past-President, Secretary, Treasurer, Webmaster, and Members-at-large, as determined at a General Meeting of the Association.
10. Board membership, except for the Executive Officers, shall reflect the membership of the Association on a regional, proportional basis, as determined by the Association at a General meeting.
11. The Executive officers of the Board shall be elected by the general membership at a General Meeting, either by a show of hands, or, if requested by any member of the Association, by secret ballot.
10. Members-at-large of the Board shall be appointed by their constituencies, which are, unless otherwise determined by the General Meeting, members from 1) the Atlantic provinces, 2) Quebec, 3) Ontario, 4) Manitoba and Saskatchewan, and 5) Alberta and British Columbia.
11. The Board shall, subject to the by-laws or directions given to it by a majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

12. Meetings of the Board shall be held as often as may be required, but at least once every year, and shall be called by the President.
13. Meetings of the Board shall be held in person or via communication media such as telephone conferencing or video conferencing.
14. A special meeting of the Board may be called on the instructions of any four Board members provided they request the President in writing to call such meeting, and state the business to be brought before the meeting.
15. Meetings of the Board shall be called by 30 days notice in writing mailed to each member or by 15 days notice by fax, e-mail or telephone. Any six members shall constitute a quorum.
16. Any business transactions at a special meeting shall be ratified at the next regularly called meeting of the Board; otherwise they shall be null and void.
17. Any director or officer, upon a majority vote taken among all members in good standing, may be removed from office for any cause which the Association may deem reasonable.
18. Directors are not paid salaries or honoraria, but may, upon explicit instruction from the Association at the Annual General Meeting, be reimbursed for specified expenses related to the execution of their duties.

## **EXECUTIVE OFFICERS OF THE BOARD**

### **President**

19. The President shall be an ex-officio member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board.
20. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.
21. The term of office of the Presidency usually extends from one General Meeting to the next and can be renewed.

### **Vice-President**

22. The Vice-President shall undertake all duties of the President in the event that the President cannot perform the duties of office.
23. The Vice-President shall be the president-elect.
24. The term of office of the Vice-Presidency usually extends from one General Meeting to the next, and can be renewed.

### **Past-President**

25. The President becomes the Past-President upon completion of his/her term of office.
26. The term of office of the Past-President usually extends from one General Meeting to the next, and can be renewed.

### **Secretary**

27. It shall be the duty of the secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of such meetings and to preserve the Association's records.
28. The Secretary shall have charge of the Seal of the Association which, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of inability of either to act, by the Vice-President.
29. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board.

30. The Secretary shall have charge of all the correspondence of the Association and be under the direction of the President and the Board.

31. The Secretary shall also keep a record of all the members of the Association and their addresses (Register of Members), send all notices of the various meetings as required, and collect and receive any annual dues or assessments levied by the Association. Such monies shall be promptly turned over to the Treasurer for deposit in the Association's account.

32. The Secretary shall file the Annual Return as required under the Alberta Societies' Act.

33. The usual term of office of the Secretary shall be 4 years, and can be renewed.

### **Treasurer**

34. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of the same in the account of the Association.

35. The Treasurer shall properly account for the funds of the Association and keep such books as may be directed.

36. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall present to the Annual General Meeting a duly audited financial statement of the Association, and submit a copy of the same to the Secretary for the records of the Association.

37. The Office of the Secretary and Treasurer may be filled by one person if the Annual General Meeting shall so decide.

38. The usual term of office shall be 4 years, and can be renewed.

### **Webmaster**

39. The Webmaster shall maintain and periodically update the HAC website.

40. The Webmaster shall work with the Secretary and Treasurer to develop mechanisms (online, e-transfer) for collecting membership dues and fees (if any) for participation at the Kollegs.

41. The Webmaster shall maintain electronic portals to allow for online registration of alumni and members for the Kollegs.

42. The usual term of office shall be 4 years, and can be renewed.

## **ELECTION OF BOARD MEMBERS**

43. Nominations for election to the Board shall be invited by the President at the time of the announcement of the date of the General Meeting.

44. Nominations for election must be in writing, by e-mail or FAX, and signed by any two Association members in good standing.

45. The closing date for nominations shall be fourteen days prior to the General Meeting.

46. Election of Board members shall be at a General Meeting, either by a show of hands, or, if requested by any member of the Association, by secret ballot.

47. Members can vote only in person. Vote by proxy is not permitted.

## **AUDITING**

48. The books, accounts and records of the Secretary and Treasurer shall be audited at least once every year by a duly qualified accountant or by two members of the Association elected for that purpose at the Annual General Meeting.

49. A complete and proper statement regarding the financial status of the Association for the period since the previous audit shall be submitted by any such auditor to the Annual General Meeting of the Association.

50. The fiscal year of the Association shall be from 1 August to 31 July.

51. The books and records of the Association may be inspected by any member of the Association at the Annual General Meeting or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same.

52. Each member of the Board shall at all times have access to such books and records.

## **ANNUAL GENERAL MEETINGS**

53. The Annual General meeting will be held in Alberta with members of the Association not resident in Alberta being able to participate via teleconferencing.

54. The Annual General Meeting shall be called by the President at a time and place most appropriate for the membership.

55. Notice of the meeting shall be given to the members by mail, e-mail or fax, not less than forty days in advance of such meeting, and such notice shall include the proposals to be put to the meeting by the Board.

56. The purpose of the Annual General Meeting shall be to receive the reports of the Executive Officers.

57. Individual members may submit to the Annual General Meeting propositions for discussion and decision, but such propositions must be submitted to the Board not less than seven days in advance of the meeting. No proposal may be introduced at the meeting, unless the members present agree by a two-thirds majority that the issue is one of urgency.

58. The quorum for the Annual General Meeting shall be one tenth of the members in good standing. In the absence of a quorum, the members present may decide to proceed with business, but any decisions taken which affect the membership as a whole must be ratified by a ballot of all members conducted by mail, e-mail, or fax.

## **GENERAL MEETINGS**

59. General Meetings, at which the Humboldt Kollegs are held, take place at irregular intervals (usually two to four years) and in different locations; at these General Meetings members from across the country come together. It is at these General Meetings that the Board members are elected.

60. The General Meeting shall be called by the President at a time and place most appropriate for the membership.

61. Notice of the General Meeting shall be given to the members by mail, e-mail or fax, not less than forty days in advance of such meeting, and such notice shall include the proposals to be put to the meeting by the Board.

62. The purpose of the General Meeting shall be to receive the reports of the Executive Officers, to vote on issues affecting the membership in general, and to elect or to confirm the election of the Board.

63. Individual members may submit to the General Meeting propositions for discussion and decision, but such propositions must be submitted to the Board not less than seven days in advance of the meeting. No proposal may be introduced at the meeting, unless the members present agree by a two-thirds majority that the issue is one of urgency.

64. The quorum for the General Meeting shall be one tenth of the members in good standing. In the absence of a quorum, the members present may decide to proceed with business, but any decisions taken which affect the membership as a whole must be ratified by a ballot of all members conducted by mail, e-mail, or fax.

### **SPECIAL GENERAL MEETING**

65. Any ten members in good standing may request that the Board arrange a Special General Meeting at a given time and place for the purpose of discussion and decision on an issue of significance to the membership as a whole, such issue being of such urgency that it cannot be delayed until the Annual General Meeting.

66. The President shall notify members of any Special General Meeting via mail, e-mail or fax, not less than ten days in advance of such meeting, and such notice shall include the proposals to be put to the meeting by the members calling the meeting.

67. The quorum for the special General Meeting shall be one tenth of the members in good standing. In the absence of a quorum, the members present may decide to proceed with business, but any decisions taken which affect the membership as a whole must be ratified by a ballot of all members conducted by mail, e-mail, or fax.

### **OTHER MATTERS**

68. The Association shall not have borrowing powers.

69. The Seal of the Association shall be in the custody of the Secretary, for use by the President (or the Vice-president) and/or Secretary of the Association.

68. In the future, the by-laws can be changed only by a special resolution of the members, as defined in Section 1(d) of the Societies Act, at the Annual General Meeting or at the General Meeting.

70. In the event that the Association ceases to exist, any monies and documents in the possession of the Association shall be donated to the Alexander von Humboldt-Stiftung in Bonn-Bad Godesberg.