

The Association for Canadian Studies
in the United States
Updated: April 15, 2025

ARTICLE I: NAME

The name of the corporation shall be The Association for Canadian Studies in the United States, hereafter referred to as "Association."

ARTICLE II: PURPOSE, RESTRICTIONS, DEFINITIONS

2.01 PURPOSE. The purposes of the Association shall be to promote, advance, and encourage interest in and research, writing, teaching and other scholarly activities on Canada and the Canada-United States relationship in the United States; to provide an outlet for that scholarship in the form of publications and conferences; and to provide additional support services for teaching and networking in the field of Canadian studies.

2.02 RESTRICTIONS. All policies and activities of the Association shall be consistent with:

- (1) applicable federal, state, and local laws and legal requirements; and
- (2) the Internal Revenue Code of 1986, as amended tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

2.03 DEFINITION. The terms "Councillor" and "Executive Council" as used in these by-laws shall be construed as synonymous with the terms "Director" and "Board of Directors," respectively, as used in the District of Columbia Nonprofit Corporation Act and, as applicable, Title 29 of the District of Columbia Code (1981 Edition).

ARTICLE III: MEMBERS

3.01 CLASSES OF MEMBERS. The Association shall have at least seven classes of membership:

- (1) Individual. Any person may become an Individual Member of the Association by paying the annual dues designated for this category.
- (2) Institutional. Any institution, such as a library, may become an Institutional Member by paying the annual dues designated for this category.

(3) Student. Any graduate or undergraduate student actively pursuing a degree may become a Student Member, for a maximum of seven years, by paying the annual dues designated for this category.

(4) Retired. Any person having reached the age of 65 and no longer actively employed may become a Retired Member by paying the annual dues designated for this category.

(5) Honorary. The Executive Council shall have the power to designate as Honorary Members individuals who have in any way advanced the Association's aims. Honorary Members shall have no financial obligation to the Association.

(6) Life. Any person may become a Life Member exempt from the payment of Annual dues by paying the designated life membership dues.

(7) and any additional class or classes which the Executive Council may deem appropriate.

3.02 BENEFITS AND PRIVILEGES. Members shall enjoy the following benefits and privileges:

(1) All Individual, Institutional, Student, Retired, Contributing, Honorary, and Life Members in good standing shall receive the AMERICAN REVIEW OF CANADIAN STUDIES, the newsletter CANADIAN STUDIES UPDATE, and other publications designated by the Executive Council. They shall also be entitled to a discount on the purchase of other Association publications and on conference registration fees.

(2) Individual, Student, Retired, Honorary, and Life Members in good standing shall be eligible to vote in business meetings, mail ballots, and referenda of the Association; to hold elected or appointed positions; and to participate in biennial conference programs.

(3) Institutional Members shall receive the AMERICAN REVIEW OF CANADIAN STUDIES, have access to the portions of the ACSUS website reserved for members, and other publications designated by the Executive Council. Institutional members shall not be eligible to vote in business meetings, mail ballots, and referenda of the Association; nor shall they be eligible to hold elected or appointed positions.

3.03 TERMINATION OF MEMBERSHIP. A member in good standing may withdraw from membership by written notice. A member who is six months in arrears on financial commitments to the Association will be dropped from membership.

ARTICLE IV: EXECUTIVE COUNCIL

4.01 AUTHORITY OF THE EXECUTIVE COUNCIL. The responsibility for the general conduct of the affairs of the Association shall be vested in a board, known as the Executive Council, which shall have the full power and authority to do all acts and perform all functions which the Association might do or perform, including setting dues, approving budgets, allocating funds, determining formation and location of the secretariat, appointing the executive director, determining the nature of the biennial conference, and appointing the editors of the journal, except it shall not have the power to modify the substance of official action taken by the membership or to amend the Articles of Incorporation. Members of the Executive Council must be members in good standing of the Association.

4.02 COMPOSITION. The Executive Council shall consist of a President, Vice President, Secretary, Treasurer, Chief Information Officer, Immediate Past President, and eight Councillors.

4.03 ELECTION AND TERMS OF OFFICE. Four of the eight Councillors shall be elected biennially by vote of the Members. A Councillor shall hold office for a term of four years. No one shall serve more than two consecutive terms as Councillor.

4.04 COMPENSATION. Councillors do not receive compensation for their services.

4.05 REMOVAL OF COUNCILLORS. Councillors may be removed from office for cause by a two-thirds (2/3) vote of all members.

4.06 VACANCIES. Any vacancy occurring in the position of Councillor shall be filled by the Executive Council with the appointee to serve out the term of the predecessor.

ARTICLE V: OFFICERS

5.01 COMPOSITION. The officers of the Association shall be the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President.

5.02 ELECTION AND TERMS OF OFFICE. An elected Officer or Councillor may not run for re-election. The Secretary, the Treasurer, and the Chief Information Officer may be reappointed. All officers shall be residents of the United States.

(1) PRESIDENT. The Vice President shall automatically succeed to the office of President upon the completion of the President's term to provide a smooth transition and to assure knowledge of the affairs and the operation of the Association.

(2) VICE PRESIDENT. The Vice President shall be elected biennially by a vote of the members for a two-year term and shall have served on the Executive Council.

(3) SECRETARY, TREASURER, AND CHIEF INFORMATION OFFICER. On the nomination of the incoming President, these officers shall be appointed by the Executive Council for a two-year term.

(4) IMMEDIATE PAST PRESIDENT. The Immediate Past President shall hold the position for a two-year term.

5.03 DUTIES AND RESPONSIBILITIES.

(1) PRESIDENT. The President shall preside at all meetings of the Association and of the Executive Council and shall perform all duties ordinarily incident to the office. The President shall recommend actions to the Association and to the Executive Council as he or she deems proper.

(2) VICE PRESIDENT. The Vice President shall act as President in the absence of the President. Normally the Vice President will be program chair of the next biennial conference at which he or she will assume the office of President.

(3a) SECRETARY. The Secretary shall supervise the recording and publishing of the minutes of the meetings, shall approve and direct the dispatch of required and proper notices, and shall be the officer in charge of the Association's official files and records. The Secretary shall perform other duties assigned by the Executive Council.

(3b) TREASURER. The Treasurer shall supervise the receipt, disbursement, and investment of all funds of the Association, in a manner approved by the Executive Council.

(4) IMMEDIATE PAST PRESIDENT. The Immediate Past President shall serve as special counselor to the officers and to the Executive Council (whose meetings he or she shall attend) and shall perform duties as assigned by the Executive Council and the President.

(5) CHIEF INFORMATION OFFICER. The Chief Information Officer shall optimize the digital presence of the Association.

5.04 COMPENSATION. Officers do not receive compensation for their services.

5.05 REMOVAL FROM OFFICE. Any officer appointed by the President or the Executive Council may be removed for good cause by a two-thirds vote of the Executive Council. Elected officers of the Association may be proposed for removal for good cause by a two-thirds vote of the Executive Council and removed if approved by a two-thirds vote of the membership.

5.06 VACANCIES. Any vacancy occurring in the office of President or Vice President shall be filled by the Executive Council with the appointee to serve out the unexpired term of the predecessor. The Vice President shall succeed at the completion of the unexpired term continue

in the office of President for a full term as if she or he had not previously succeeded to the presidency. Any vacancy occurring in the offices of Secretary/Treasurer/Chief Information Officer shall be filled by the President with the appointee to serve out the unexpired term of the predecessor.

ARTICLE VI: INDEMNIFICATION AND CONFLICT OF INTEREST

6.01 INDEMNIFICATION. The Association shall indemnify any officer or member of the Executive Council, whether or not then in office (and his executor, administrator and heirs), to the fullest extent to which nonprofit corporations are empowered to indemnify such persons under the District of Columbia Non-Profit Corporation Act as it may, from time to time, be amended. Indemnification shall include all expenses actually and necessarily incurred by the person in connection with the defense of any litigation in which the person may have been made a party by reason of being or having been an officer or member of the Executive Council. There shall be no right to reimbursement, however, in relation to matters as to which the person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The right to indemnity for expenses shall also apply to the expenses of suits which are compromised or settled if the court having jurisdiction of the matter shall approve such settlement.

6.02 PURCHASE OF INDEMNIFICATION POLICY. The Executive Council may, at its discretion, authorize the purchase of a policy to indemnify any person pursuant to this by-law, containing such terms and conditions as the Council may deem appropriate. Such policy or policies may include provisions for the direct indemnification of directors (Councillors), officers, or other persons, for expenses of a kind not subject to the indemnification hereunder, provided the premiums on such a combined policy are in the judgment of the Council fairly allocated between the Association and the insured person.

6.03 IMPLEMENTATION. The Executive Council shall have the authority to implement the provisions of this Article and impose reasonable conditions upon the right to such indemnification.

6.04 LIMITATIONS. This Article shall not be deemed to limit any power of the Association or the Executive Council to provide any additional or other indemnity to any other person.

6.05 CONFLICT OF INTEREST. Members of the Executive Council are expected to avoid conflicts between their personal interests and the interests of the Association, to disclose any personal interest that may conflict with the interests of the Association, and to refrain from voting or otherwise influencing a decision of the Association on any matter in which such a conflict exists. To that end, the Executive Council shall establish and adhere to a policy on conflicts of interest.

ARTICLE VII : NOMINATIONS AND ELECTIONS

7.01 COMMITTEE ON NOMINATIONS AND ELECTIONS. The Immediate Past President shall normally chair the Committee on Nominations and Elections. The President shall in addition appoint at least two members of the Executive Council with due regard to gender distribution and the fields of professional interest. A slate of nominees shall be prepared according to the process set forth in Section 7.02 which may or may not include all nominations received.

7.02 NOMINATIONS. Nominations for Councillor and Vice President are to be submitted to the chair of the Committee on Nominations and Elections. Nominations may be made by any member in good standing and endorsed by three (3) additional members in good standing. The Committee on Nominations and Elections may solicit additional nominations to ensure that the slate reflects some breadth of disciplinary, geographical, and gender diversity, as well as competition. The nominee must consent in writing to stand for office and provide a brief statement of qualifications and background. Nominees appearing on the final slate will be given an opportunity to review the accuracy of the biographical profile statement before its placement on the election ballot. The Call for Nominations shall be circulated electronically to all members of ACSUS by *April 1* of the year in which the biennial meeting of the Association will occur. Nominations must be received *sixty (60)* days prior to the date on which electronic voting closes.

7.03 ELECTIONS. The election for the positions of Vice President, and Councillor shall take place by electronic ballot no later than *June 1st* of the year in which the biennial meeting of the Association will occur. Election shall be by a plurality of votes cast for each office. The Committee on Nominations and Elections shall supervise the elections.

7.04 VOTING. A member in good standing may have one vote in an election held electronically or in person at the biennial or special meeting.

7.05 ASSUMPTION OF OFFICE. Newly-elected and appointed officers and councillors shall take office at the conclusion of the biennial business meeting.

ARTICLE VIII: COMMITTEES

8.01 COMMITTEES OF THE EXECUTIVE COUNCIL. The President, with the approval of the Executive Council, shall from time to time appoint Standing and Special Committees as shall be deemed necessary to carry on the activities of the Association and to further its objectives. No Committee shall have the full authority of the Executive Council.

ARTICLE IX : MEETINGS OF MEMBERS

9.01 BIENNIAL MEETING OF MEMBERS. A meeting of the Association shall be held once every two years. The time and place of the meeting, normally during the biennial conference, shall be designated by the President with the approval of the Executive Council as early as

possible, but not less than sixty (60) days prior thereto. The mailing of the information to each Member at the address listed on the records of the Association shall constitute compliance with this section. The President, the Secretary, Treasurer, and the Executive Director shall report during the meeting concerning matters of interest to the Association, and the newly-elected officers and members of the Executive Council shall be installed.

9.02 SPECIAL MEETINGS. Special meetings of the Association may be called by the President, the Executive Council, or not less than one-fifth (1/5) of the Members. Requests for special meetings shall be made in writing to the Secretary stating the object of the meeting. Members shall have thirty (30) days advance notice of the time, place, and object of the meeting. The mailing of the information to each Member to the address listed on the records of the Association shall constitute compliance with this section.

ARTICLE X: MEETINGS OF EXECUTIVE COUNCIL

10.01 MEETINGS OF THE EXECUTIVE COUNCIL. A regular meeting of the Executive Council shall be held each year. These regular meetings shall be held as follows: (1) immediately preceding and at the same place selected for the biennial meeting of the Association; and (2) in the non-meeting year, at the call of the President at a time and place he or she shall select, giving all required notices at least sixty (60) days in advance of the meeting.

10.02 SPECIAL MEETINGS OF THE EXECUTIVE COUNCIL. Special meetings of the Executive Council may be called by the Secretary at the written request of the President or five (5) Councillors. The Secretary, when required to call a special meeting of the Executive Council, may fix a place and time for the meeting in consultation with the President, giving all required notices at least thirty (30) days in advance of the meeting.

10.03 EMAIL BALLOTING. Whenever, between meetings of the Executive Council, the President shall deem it necessary for the determination of any question, he or she may cause a vote of the Council to be taken by email and such a vote shall have the same effect as a vote of the Council in session. Promptly after completion of an email vote, the Secretary shall certify the result and shall provide notice thereof to the members of the Executive Council. The action taken by the vote shall be ratified at the next meeting of the Executive Council and reflected in the minutes of that meeting.

10.04 QUORUM. Seven (7) members of the Executive Council shall constitute a quorum for the transaction of business at a meeting of the council; but if fewer than seven (7) of the Councillors are present at the meeting, a majority of those present may adjourn the meeting without further notice. Eight (8) members of the Executive Council shall constitute a quorum for the adoption, repeal, or amendment of these By-Laws.

10.05 MANNER OF ACTING. The act of a majority of the councillors present at a meeting at which a quorum is present, or a majority of the full Council if an email ballot question, shall be

the act of the Executive Council, unless the act of a greater number is required by law or by these By-Laws.

10.06 PARLIAMENTARY AUTHORITY. The rules contained in Roberts Rules of Order (in whatever is its most current and recently revised version relating to relevant association activity) shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation or the By-Laws.

ARTICLE XI: FINANCE

11.01 FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

11.02 DUES. Dues for membership shall be established by the Executive Council and assessed annually for each Member. The amount of dues determined by the Executive Council may be prorated, increased, decreased or otherwise modified by the Council to fit the needs of the Association, as it deems appropriate and necessary. Members six months delinquent in payment of dues may, at the discretion of the Executive Council, be dropped from Membership. The payment of dues shall constitute membership in good standing in the Association.

11.03 INCOME. Income shall be derived from membership dues and from other sources as the Executive Council may approve.

11.04 AUDIT. The Executive Council shall make an audit of Association financial records every 6 years, in which task it shall employ a certified public accountant.

ARTICLE XII: EXECUTIVE DIRECTOR

12.01 APPOINTMENT OF EXECUTIVE DIRECTOR. The Executive Council may appoint an Executive Director. The terms of appointment, including salary and other benefits of the Executive Director, shall be as determined by the Executive Council.

12.02 DUTIES OF EXECUTIVE DIRECTOR. Under the direction of the Executive Council and the President, the Executive Director shall be responsible for:

(1) The collection, review, collation, and dissemination to members of the Association, of information relating to Canadian studies in the United States.

(2) Liaison with federal agencies, national associations in the higher education field, business involved in Canada-U.S. trade, in order to keep the membership of the Association informed about significant developments and proposed developments in the field of Canadian studies.

- (3) The management of the national office of the Association.
- (4) Other assignments as may be made by the Executive Council or the President.
- (5) The submission of a written annual report to the Executive Council and a biennial report to members to be presented at the general meeting.
- (6) The submission, with the Treasurer, of quarterly financial reports to the Executive Council.

12.03 GENERAL POWERS. In carrying out these assigned duties, the Executive Director may be authorized to establish bank accounts under the direction of the Treasurer, and to make other contractual commitments appropriate to the maintenance and operation of a national office for the Association, all under the terms and conditions as the Executive Council may provide, and to otherwise perform any and all actions that, in the discretion of the Executive Director, are deemed necessary to carry out his or her duties.

ARTICLE XIII: EDITORS

13.01 APPOINTMENT.

- (1) The Editors of the AMERICAN REVIEW OF CANADIAN STUDIES shall be appointed by the Executive Council for a term of four (4) years.
- (2) Editors of other publications, series, or special publications shall be appointed by the Executive Council for a period to be determined by the Executive Council at the time of appointment.
- (3) The Editor of the AMERICAN REVIEW OF CANADIAN STUDIES shall be invited to attend the meetings of the Executive Council.

13.02 REPORTS. The Editors of Association publications shall submit written annual reports to the Executive Council, through the Secretary, in advance of the annual Executive Council meeting.

ARTICLE XIV : REGIONAL CANADIAN STUDIES ORGANIZATIONS

14.01 REGIONAL ASSOCIATIONS. The Association recognizes regional Canadian studies organizations in the United States:

14.02 AMERICAN COUNCIL FOR QUEBEC STUDIES. The Association recognizes the American Council for Québec Studies (ACQS).

14.03 AGREEMENTS WITH REGIONAL ASSOCIATIONS. The Association may enter into agreements with any or all of the regional associations, consortia, or networks, as appropriate.

ARTICLE XV : BY-LAWS

15.01 The Executive Council shall adopt By-Laws for the conduct of the affairs of the Association not inconsistent with the Articles of Incorporation. The By-Laws may be adopted, repealed, or amended at any meeting of the Executive Council by the affirmative vote of eight (8) members of the Executive Council present at any meeting. The proposed amendment to the By-Laws shall have been filed in writing with the Secretary at least forty-five (45) days prior to the meeting of the Executive Council and shall have been submitted by the Secretary promptly in writing to the Council.

15.02 The amendments and provisions of these By-Laws shall be effective immediately upon adoption and shall supersede and nullify all previous amendments and provisions.

ARTICLE XVI: AMENDMENTS TO ARTICLES OF INCORPORATION

16.01 The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Members of the Association provided that the proposed amendment shall have been filed in writing with the Secretary at least forty-five (45) days prior to the biennial meeting and shall have been submitted by the Secretary in writing promptly to the Executive Council, and the Executive Council shall have submitted the proposed amendment in writing to the membership together with its recommendation for approval or disapproval. The Executive Council of its own volition at any regular or special meeting may propose amendments for consideration by the membership.