



BLACK LAW STUDENTS'  
ASSOCIATION OF CANADA  
L'ASSOCIATION DES ÉTUDIANTS  
NOIRS EN DROIT DU CANADA

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# CONSTITUTION

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## TABLE OF CONTENTS

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PREAMBLE	3
ARTICLE I—DEFINITIONS AND INTERPRETATION	3
ARTICLE II—OBJECTIVE AND PURPOSE	4
Section I: The Association	4
Section II: Purpose of BLSA Canada	4
ARTICLE III—MEMBERSHIP	5
Section I: Categories of Membership	5
Section II: Chapter Membership	5
Section III: Voting Membership	6
Section IV: Alumni Membership	6
Section V: Honorary Membership	7
ARTICLE IV—THE BOARD	7
Section I: The Structure	7
Section II: Elections of Directors	7
Section III: Appointments of Officers	8

Section IV: Non-Voting Delegates	8
Section V: Member(s)-At-Large	8
Section VI: Vacancies	9
Section VII: Terms of Office	9
Section VIII: Duties	10
Section IX: Mandatory Update of Corporate Handbook	10
Section X: Signing Officers	10
<b>ARTICLE V—MEETINGS</b>	<b>11</b>
Section I: Board Meetings	11
Section II: General Meetings	12
<b>ARTICLE VI—STAPLE PROJECTS</b>	<b>13</b>
Section I: Mandatory Projects	13
<b>ARTICLE VII—FINANCIAL AFFAIRS</b>	<b>13</b>
Section I: Financial Governance	13
Section II: Fiscal Year and Budgeting	14
Section III: No private benefit	15
<b>ARTICLE VIII—CONSTITUTION AND BYLAW AMENDMENTS</b>	<b>15</b>
<b>ARTICLE IX—SUPREMACY OF THE CONSTITUTION</b>	<b>16</b>
<b>ARTICLE X—RATIFICATION</b>	<b>16</b>

## PREAMBLE

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Committed to enhancing the experience and professional development of Black law students attending law schools, NCA candidates, and articling across the country, determined to provide a forum for unity, encouragement and collective action by students, and recognizing the benefits that a formal organization with an explicit Constitution provides, we hereby establish the following articles, which shall be binding on the Executive and members of the Black Law Students' Association of Canada.

## LAND ACKNOWLEDGEMENT

The BLSA Canada Executive Board recognizes that our work takes place across many Indigenous territories across the land now called Canada. There are 70 treaties signed between the Crown and Indigenous nations, as well as unceded territories in British Columbia, Ontario, Quebec, and Nova Scotia. We would also like to acknowledge that our office, located in Tkaronto (Toronto, Ontario), is home to many Indigenous nations, including the Anishinaabe, the Haudenosaunee, and the Mississaugas of the New Credit, and lies in the territory governed by The Dish with One Spoon treaty. Indigenous peoples continue to live on and commune with these lands, and we are mindful of the past and present impacts of settler colonialism. We make this acknowledgment as an act of reconciliation and gratitude to those in whose territory we reside.

## ARTICLE I—DEFINITIONS AND INTERPRETATION

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<b>"Annual Conference"</b>	means the annual, National Conference held by the Black Law Students' Association of Canada
<b>"Association"</b>	means the Black Law Students' Association of Canada
<b>"Black Articling Student"</b>	means an articling student in Canada who self-identifies as Black
<b>"Black Law Student"</b>	means a law student registered at a Canadian law school who self-identifies as Black
<b>"Black"</b>	means a person who has at least one parent whose ancestry originates in the Black racial groups of Africa, including Afro-Caribbean, who may also be referred to as African Canadian
<b>"Board Meeting"</b>	means a meeting of the Board of Directors. It is intended that Board Meetings occur at least ten times per year between April and January
<b>"Board" or "Board of Directors"</b>	means the National Executive

<b>"By-Law"</b>	means a motion approved by at least two-thirds of the Executive and designated as a By-Law
<b>"Chapter"</b>	means that group or club within a law school recognized by the Association as a Chapter.
<b>"Corporate Handbook"</b>	means the confidential, annually-updated transition manual provided to voting members of the Executive upon their election or appointment.
<b>"Designated Signing Officer"</b>	means that Executive member designated by the National President and the National Treasurer to be the third signing officer
<b>"Executive Meeting"</b>	means a meeting of a majority of the Executive
<b>"Executive"</b>	means those members elected at the General Meeting to hold office, appointed by National Elections and Governance Committee, or appointed by the Board of Directors to fill a vacancy
<b>"General Meeting"</b>	means the annual, full membership meeting usually held at the Annual Conference of the Association
<b>"In Camera Meetings"</b>	means a meeting of the Executive and any other persons the Executive deems necessary to conduct special business. Minutes of In Camera meetings shall be kept confidential to the Board of Directors
<b>"Member"</b>	means a member of the Association
<b>"Simple Majority"</b>	means a voting requirement of more than half (> 50%) of all ballots cast

## ARTICLE II—OBJECTIVE AND PURPOSE

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### Section I: The Association

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1. The Black Law Students' Association of Canada (hereinafter “BLSA Canada” or the “Association”) is a national student-run not-for-profit organization founded in 1991. BLSA Canada is committed to enhancing the academic experience, professional development, and community support of Black law students, NCA candidates and articling students across the country.

### Section II: Purpose of BLSA Canada

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2. The purpose of BLSA Canada is to:
  - a. promote the welfare and interests of the members of BLSA Canada and provide programming, activities, and publications which address Black students' needs and objectives;
  - b. articulate and promote the professional needs and goals of Black law students;
  - c. foster and encourage professional competence;
  - d. focus upon the relationship of the Black lawyer to the Canadian legal system;
  - e. instill in Black law students and Black lawyers a greater awareness and commitment to the needs of the Black community;
  - f. influence law schools, legal fraternities, and associations to utilize their expertise to initiate change within the legal system that will make it more responsive to the needs and concerns of the Black community;
  - g. enhance the political, cultural, legal, social, and economic consciousness of the members;
  - h. increase access, representation, and retention of Black law students in law schools;
  - i. work with other organizations with similar goals; and
  - j. do all things necessary and appropriate to accomplish these purposes.

### **Section III: Nondiscrimination Clause**

3. BLSA Canada will not discriminate against an individual or group on the basis of sex, race, religion, ethnic group, age, sexual orientation, gender identity, disability, national origin, or country of abode. This does not preclude any rule, program, or activity that has as its object the amelioration of conditions of disadvantaged individuals or groups, including those that are disadvantaged because of race, national or ethnic origin, colour, religion, sex, age, or mental or physical disability.

## **ARTICLE III—MEMBERSHIP**

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### **Section I: Categories of Membership**

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4. The Association shall have three categories of members:
  - a. Chapter: The collective membership of a law school BLSA chapter within BLSA Canada, as a voting unit of the Association.
  - b. Voting: The personal membership of an eligible person who is a current law student in Canada.
  - c. Non-voting: The personal membership of an eligible person who is an articling student or NCA candidate in Canada.

5. All members of the Association shall be entitled to:
  - a. attend the General Meeting of the Association; and
  - b. attend all regular and special meetings of the executive, except those designated by the executive as In Camera meetings, by making an email request to the National Chair no less than 24 hours before the meeting.

## Section II: Chapter Membership

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6. Chapter Membership within the Association shall be understood as a member chapter approved by the Association's Board of Directors and located at an accredited law school within Canada.
7. Chapter Membership shall be designated and maintained by the Association as "active," "dormant" and "inactive," which shall be defined as follows:
  - a. **Active Chapter:** Active membership in BLSA Canada consists of all member chapters that have submitted the necessary paperwork to determine the number of affiliated members in its chapter and currently meet policies and procedures set out by the Board.
  - b. **Dormant Chapter:** A "dormant" chapter consists of any chapter for which no membership information has been received for a period of two (2) BLSA Canada fiscal years. For such chapters, the Association shall devise and publish reactivation procedures.
  - c. **Inactive Chapter:** An inactive membership consists of any chapter that has not met the policies and procedures set out by the Board for a period of over two (2) BLSA Canada fiscal years.
8. Active BLSA Canada Chapters shall be afforded the following rights within the Association:
  - a. To vote in the annual general meeting of BLSA Canada, where chapter votes are required;
  - b. To apply for funding through the BLSA Canada Chapter Fund when eligible; and
  - c. All other rights, privileges, and opportunities as may be set forth by BLSA Canada policy.
9. Chapters are legally separate entities from BLSA Canada that do not have non-profit status.

## Section III: Voting Membership

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10. Any Black law student at a Canadian law school, who is interested in furthering the objectives of the Association may become a voting member by registering for a BLSA Canada Membership and completing all necessary membership requirements under BLSA Canada policies.
11. A person need not be a member of a Chapter in order to be a voting member of the Association.
12. Voting members of the Association shall be entitled to:
  - a. Vote at General Meetings, in elections, and on referenda and recall of the Association;
  - b. Propose or second amendments to this Constitution;
  - c. Participate in member-only programs, events, and scholarship offerings;

- d. Stand for election or hold office on the Executive; and
- e. Participate in all events or activities sponsored by the Association.
- f. A referendum may be initiated by a resolution of the BLSA Executive Board, or by a petition signed by at least ten percent (10%) of the members of BLSA Canada Membership.

## ARTICLE IV—THE BOARD

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### Section I: The Structure

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- 13. The Board of Directors of BLSA Canada is the governing body of the organization and is composed of the officers elected at the General Meeting and officers appointed by the National Elections and Governance Committee. The Board of Directors of BLSA Canada may include non-voting delegates.
- 14. All Board Members must be voting members of the Association. For greater clarity, non-voting delegates must be voting members of the association, unless appointed in accordance with Section IV.21 of the BLSA Canada Constitution.

### Section II: Elections of Directors

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- 15. The National Election at the General Meeting shall be coordinated by the National Elections and Governance Committee.
- 16. The Elected Executive shall be comprised of the following seven positions:
  - a. National President;
  - b. National Chair;
  - c. National Secretary;
  - d. National Treasurer;
  - e. National Director of Communications;
  - f. National Francophone Director; and
  - g. National Director of Mentorship.
- 17. The Elected Executive must be elected by a majority vote of the voting delegates at the Annual General Meeting or in a subsequent by-Election.
- 18. The elected National Executive Board shall strike a new National Elections and Governance Committee to appoint the Appointed Executive.

### Section III: Appointments of Officers

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19. The Appointed Executive shall be comprised of the following eight positions:

- a. National Conference Chair;
- b. National Moot Director;
- c. National Director of Advocacy;
- d. National Director of Professional Development;
- e. National Director of Sponsorship;
- f. National Director of Alumni Affairs;
- g. National Common Law Chapter Representative; and
- h. National Civil Law Chapter Representative.

#### Section IV: Non-Voting Delegates

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20. The following must be non-voting delegates on the Board of Directors:

- a. Member(s)-at-Large where the National Executive is not regionally-representative as per Article IV, Section V of the Constitution; and
- b. The immediate past National Board, who shall serve as non-voting, *ex-officio* transition advisors to the Board for a period of thirty (30) days after the conclusion of their term.

21. The following may be non-voting delegates of the Board of Directors if approved by a two-thirds (2/3) vote of the National Board:

- a. a Black law faculty member;
- b. the immediate past National President of the Association; and
- c. any other individual who is interested in furthering the objectives of the Association.

22. Non-voting delegates shall not count toward quorum, nor shall they be empowered to be assigned a proxy for any sitting Board member.

#### Section V: Member(s)-At-Large

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23. **Regional Representation:** For the purposes of determining whether a Board is regionally-representative, Canada will be considered as having four (4) regions:

- a. The Atlantic region, composed of the Atlantic provinces where a law school is established;
- b. The Ontario region;
- c. The Quebec region; and
- d. The Western region, composed of Alberta, British Columbia, Manitoba, and Saskatchewan.



24. Where the Board does not have a representative from one of the four regions, the Elections and Governance Committee must appoint one (1) Member-at-Large delegate from each region in which there is no representation.
25. A Board member will be considered to be “from” a region if they attend law school in said region.

## Section VI: Vacancies

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26. In the case of the resignation, removal, permanent incapacitation or any other vacancy in the office of National President, including the case of no National President being elected, the National Chair shall become an interim National President until a by-Election is completed. The Elections and Governance Committee shall conduct a by-election for the office of National President within thirty (30) days of the vacancy.
27. In the case of the resignation, removal, permanent incapacitation or any other vacancy in national, elected positions, the Elections and Governance Committee must conduct a by-Election for the unfilled roles within thirty (30) days of the vacancy.
28. The Board shall have discretion to fill vacant elected positions only after assessing the feasibility of conducting a by-Election for the unfilled positions, and making a strong effort to do so. The Board of Directors shall document its efforts to conduct a by-Election. If a by-Election is not feasible, the vacancy shall be filled by appointment on an interim basis by the Elections and Governance Committee within thirty (30) days of the resignation, removal, permanent incapacitation or vacancy. The Board of Directors shall ratify the appointment no later than forty-five (45) days after the resignation, removal, permanent incapacitation or vacancy.
29. In the case of resignation, removal, permanent incapacitation or any other vacancy in national, appointed positions, that vacancy shall be filled by appointment on an interim basis by the Elections and Governance Committee within thirty (30) days of the resignation, removal, permanent incapacitation or vacancy. The Board of Directors shall ratify the appointment no later than forty-five (45) days after the resignation, removal, permanent incapacitation or vacancy.

## Section VII: Terms of Office

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30. **Terms of Office for Elected Executive:** The terms of office for elected directors of the Association shall commence on March 1st of the year of their election, and shall conclude at 11:59 pm on the last day of February of the subsequent year, unless intervened upon by removal, resignation, ineligibility, or permanent incapacitation.
31. **Terms of Office for Appointed Executive:** The terms of office for appointed officers of the Association shall commence from their appointment up until the conclusion of the term, unless intervened upon by removal, resignation, ineligibility, permanent incapacitation, or other provision of policy, as passed at the annual General Meeting or contained within the governing documents of the organization
32. **Terms of Office for Non-Voting Delegates:** The terms of office for non-voting delegates of the Association shall commence from their appointment up until the conclusion of the term, unless intervened upon by removal, resignation, ineligibility, permanent incapacitation, or other

provision of policy, as passed at the annual General Meeting or contained within the governing documents of the organization

- 33. Resignation:** Resignation shall be effectuated by the submission of any necessary transition documentation required by BLSA Canada policy and the completion of a written letter of resignation transmitted to the National Chair or National Secretary. An oral resignation may also be accepted if communicated to the National Chair or President. A sufficiently completed resignation shall be effective upon receipt, unless otherwise specified by the letter or BLSA Canada policy, and shall be presented to the Board by the President at the next regularly constituted meeting of the board, whereupon the position shall be declared vacant.

### Section VIII: Duties

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34. The Board of Directors shall be the fiduciaries of the Association and shall at all times operate in the best interests of BLSA Canada and its members.
35. Voting members of the Board of Directors shall be the legislative body of the organization and:
- a. shall recommend general policy;
  - b. shall have general power to administer any and all programs, business projects, and matters pertaining to or concerning BLSA Canada;
  - c. have the power to create staff positions and committees as necessary to carry out the business of BLSA Canada;
  - d. make decisions at a duly called meeting at which there is quorum;
  - e. set the date, location, and agenda of the National Conference;
  - f. coordinate all nationally-mandated activities at all levels of BLSA Canada;
  - g. have the power to discipline any officer pursuant to the Constitution, Bylaws, and Codes of Conduct; and
  - h. shall act as the final directive body for the implementation of policies, this constitution and all By-Laws appended hereto.
36. All members of the Board and its agents will comply with all relevant university policies, as well as local, provincial, and federal laws, while acting in the furtherance of Association business.
37. The resignation of a member of the BLSA Canada Board does not release the member from the fiduciary duties or legal expectations of confidentiality incumbent upon such member.

### Section IX: Mandatory Update of Corporate Handbook

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38. Each voting Executive Member is required to update relevant portions of the Corporate Handbook to include any updated description of their executive office and the responsibilities they assumed during their term; comments or concerns respecting the administration or functioning of the Associations; and recommendations to the Association and to their successors.

## Section X: Signing Officers

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39. The official signatures of the Association for all financial transactions shall be any two of the three signing officers, namely the National President, the National Treasurer or the Designated Signing Officer.
40. In all cases the National Treasurer must be notified and give approval prior to any financial transactions not stipulated in the Budget being carried out.

## ARTICLE V—MEETINGS

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### Section I: Board Meetings

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#### *A. Meeting Chair*

41. All Board meetings will be presided over by the National Chair, or someone delegated by the National President or National Chair to chair the meeting.

#### *B. Quorum and Voting*

42. For all meetings of the Board, a simple majority vote of voting Board members shall be required to constitute a sufficient quorum for the transaction of business. Each voting member of the Board, or proxy holder thereof, shall receive one (1) vote on all matters.
43. As long as quorum requirements are met, a simple majority vote of those present at any meeting shall carry on all issues within the jurisdiction of that meeting.
44. All officers and executives of BLSA Canada shall be required to avoid explicit and implicit conflicts of interest when voting, where applicable, or acting in their official capacities. If such conflicts exist, members shall recuse themselves from action, as appropriate. The Board may, by two-thirds vote, direct a member of the Board to excuse themselves from a vote where an apparent and demonstrable pecuniary or substantive conflict of interest exist.

#### *C. Meetings of the Board*

45. There shall be at least four (4) Board Meetings per term on dates and at times to be agreed upon by the Executive.
46. The Board may use electronic means, including telephonic and video conference technologies, to conduct official meetings and votes of the Board. Such meetings and votes shall be recorded by the National Secretary.
47. Notice of a Board Meeting may be given in writing or by telecommunication to each Board Member. It is suggested that notice be given at least two weeks in advance.
48. The Executive has the authority to advance or delay a Board meeting.;
49. Officers are required to attend every Board meeting. Officers who do not attend must show good cause for their absence.

50. Minutes of the meetings of the Board must be made available, upon request, to any chapter member or voting member.

*D. National Committees*

51. The Board shall have standing committees and chaired by the following:

- a. National Advocacy Committee, chaired by the National Director of Advocacy
- b. National Mentorship Committee, chaired by the National Director of Mentorship
- c. National Communications Committee, chaired by the National Director of Communications
- d. National Conference Committee, chaired by the National Conference Chair
- e. National Elections and Governance Committee, chaired by the National Chair
- f. National Francophone Committee, chaired by the National Francophone Director
- g. National Moot Committee, chaired by the National Moot Director
- h. National Professional Development Committee, chaired by the National Director of Professional Development
- i. National Sponsorship Committee, chair by the National Director of Sponsorship

52. The committees shall be composed of members of the Board. The committees may include members of BLSA Canada at-large, and volunteers. The National President shall be empowered to assign the chair and members of committees, where not specified in the Bylaws.

53. The Board may establish certain ad-hoc committees for the resolution of specific issues or the execution of specific programming or initiatives. Ad-hoc committees shall immediately disband upon the conclusion of the task for which it was created or by order of the Board.

54. All committee members must sign the BLSA Canada Volunteers and Confidentiality Form.

## Section II: General Meetings

*A. Meeting Frequency, Meeting Chair, and Parliamentary Procedure*

55. There shall be a General Meeting of the full membership held at the annual conference of the Association.

56. General meetings will be presided over by the National Chair, or someone delegated by the National President or National Chair to chair the meeting.

57. General meetings shall be conducted in accordance with the rules and guidelines as prescribed in Roberts' Rules of Order.

*B. Quorum and Voting*

58. A simple majority vote of eligible, voting members shall constitute a sufficient quorum for the transaction of business.

59. Each eligible, voting member shall receive one (1) vote on all matters.

60. Except for votes on constitutional amendments, a simple majority vote of eligible, voting members present at a General Meeting shall carry on all issues within the jurisdiction of that meeting.

*C. Motions to amend the Constitution*

61. Any motion to amend the Constitution must be submitted to the Board of Directors sixty (60) days prior to the General Meeting. Proposed amendments must be submitted in written form to the National Chair and National Secretary who will then present the proposed amendments to the National Executive Board for review. The proposal must be clearly stated and justified. All constitutional amendments must be approved at the General Meeting with a two-thirds majority vote of the members present.

## **ARTICLE VI—STAPLE PROJECTS**

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### **Section I: Mandatory Projects**

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62. The following events must be executed by the National Board unless there are significant extenuating circumstances:

- a. The Annual Board Retreat
- b. The Annual National Isaac Moot Competition
- c. The Annual National Conference and Career Fair
- d. The Annual Pre-Law Expo
- e. The Annual Civil Law Symposium
- f. The Annual Civil Law Negotiation Competition
- g. The Annual Firm Hop

63. The Board may, by two-thirds (2/3) vote, waive specific programming in the case of demonstrable financial impossibility or another apparent emergency.

## **ARTICLE VII—FINANCIAL AFFAIRS**

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### **Section I: Financial Governance**

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64. The financial resources of the Association shall, at all times, belong to the Association and shall be allocated in accordance with the policies of BLSA Canada, the directives of the voting membership, and the acts of the Board.

65. The Board shall be responsible for setting forth the following:

- a. The fiscal, spending, and budgetary policies of the Association;
  - b. The Budget and fundraising targets of the Association;
  - c. The amount of any membership dues, if collected;
  - d. Admission fees incident to any National programs and the National Conference;
  - e. The corporate relations methodology and practices of the Association; and,
  - f. All other fiscal policies necessary and prudent to ensure a uniform financial governance structure.
66. The non-profit designation of BLSA Canada, under relevant federal and provincial laws, shall be maintained and protected by the Board. BLSA Canada shall maintain compliance with all necessary filings, registrations, and tax payments where necessary.
67. The misappropriation, misuse, embezzlement, unauthorized expenditure, or other improper handling of Association financial resources, assets, instrumentalities, contracts or other items is strictly prohibited.
68. BLSA Canada shall maintain Board of Directors and Errors and Omissions insurance that protects against claims from any third parties for acts or omissions directly related to the execution of their duties as board members unless the board member is found to have been negligent.

## Section II: Fiscal Year and Budgeting

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69. The fiscal year of the Association shall be from April 1 to March 31 in the subsequent year. The Board shall be required to reconcile the master and any subsidiary accounts of the Association within thirty (30) days of the close of the fiscal year.
70. The Budget of the Association shall be a required policy document, which shall establish the fiscal-year spending authority of the Board. The Budget shall be passed by each Board by May 31 of each calendar year. Prior to the passage of the Association budget, the Board must consider all proposed expenses exceeding \$1000.
71. The Board shall annually present a comprehensive financial report at the annual General Meeting.

## Section III: No private benefit

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72. At no time shall the Association's revenue or resources, emanating from any sources, inure or be caused to inure to the private benefit of any member of the Boards, any National Executive, any professional staff, or any other individual member or alumni of the organization.
73. At no time shall the funds, resources, assets, or items under the control of the Association be utilized to participate, directly or indirectly, in political campaigns for or against candidates for public office.

## **ARTICLE VIII—CONSTITUTION AND BYLAW AMENDMENTS**

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### *A. Constitutional Amendments*

74. A two-third (2/3) majority vote of eligible, voting members present at a General Meeting will be the deciding factor on motions to amend the Constitution.
75. The National Board has the authority to make grammatical, non-substantive changes to the BLSA Canada Constitution.

### *B. Bylaw Amendments*

76. A two-third (2/3) majority vote of the National Board or a simple majority vote of eligible, voting members present at a General Meeting will be the deciding factor on motions to amend the Bylaws.

## **ARTICLE IX—SUPREMACY OF THE CONSTITUTION**

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77. Any provision of the BLSA Canada Constitution and Bylaws, any action of the National Executive Board collectively or individually, and any measure rightly adopted by members present at a General Meeting will supersede any governing document, rule, policy, practice, or procedure passed by BLSA Canada and any local chapter of BLSA Canada.

## **ARTICLE X—RATIFICATION**

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78. Unless an alternative date is specified therein, the Constitution and Bylaws, and any passed amendments of BLSA Canada become effective immediately upon ratification.