



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

BYLAWS

Approved by the 2023-2024 Board

February 2024

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1 **INTERPRETATION**

1.01 **Meaning of Words**

In this By-Law and all other By-Laws, resolutions and Board Regulations of the Black Law Students' Association of Canada (hereinafter referred to as the "Corporation"), unless otherwise defined, these words mean the following:

- (a) "Act" means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23, including the Government Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) "Annual Business" shall include: consideration of the financial statements; consideration of the audit engagement or review engagement report, if any; election of Directors; reappointment of the incumbent Public Accountant and fixing or authorizing the Board to fix their remuneration;
- (c) "Annual Meeting" means an annual meeting of Members, as provided in section 6.01;
- (d) "Articles" means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act;
- (e) "Board" means the Directors of the Corporation from time to time;
- (f) "Board Regulation" means a regulation passed by the Board in accordance with Article 7;
- (g) "By-Laws" means this by-law and any other by-laws of the Corporation that may be in force;
- (h) "Canadian Law Student" means an individual who is either:
 - (i) a student in Good Standing, enrolled in an accredited Canadian law school; or
 - (ii) A Student-at-Law in a Canadian provincial or territorial jurisdiction that has graduated from an accredited Canadian law school, and, while enrolled at an accredited Canadian law school, was both a Member of the Corporation, and a student in Good Standing at their respective faculty of law.
- (i) "Director" means a member of the Board;
- (j) "Good Standing" means at the time of consideration, that a student is not subject to academic or disciplinary sanction as a result of any academic or non-academic misconduct;
- (k) "Government Regulations" means the regulations made under the Act as amended, restated or in effect from time to time;

- (l) "Member" means a person who has become a Member in accordance with section 2.01;
- (m) "Officer" means an officer appointed pursuant to Article 8 or by Board Regulation;
- (n) "Ordinary Resolution" means a resolution passed by Written Resolution or by a majority of the votes cast on that resolution;
- (o) "Public Accountant" means the public accountant of the Corporation appointed pursuant to Article 14;
- (p) "Special Business" includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (q) "Special Meeting" includes any meeting of Members that is not an Annual Meeting;
- (r) "Special Resolution" means a resolution passed by Written Resolution or by a majority of not less than two-thirds (2/3rds) of the votes cast on the resolution;
- (s) "Student-at-Law" means an individual who is in the process of completing their articling term in a Canadian provincial or territorial jurisdiction; and
- (t) "Written Resolution" means a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board and which is valid as if it had been passed at a meeting of the Board.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, the Association shall have three categories of members:

Chapter: The collective membership of a law school BLSA chapter within BLSA Canada, as a voting unit of the Association.

Voting: The personal membership of an eligible person who is a current law student in Canada.

Non-voting: The personal membership of an eligible individual who is an articling student or NCA candidate in Canada.

Term of Membership

The term of voting membership of a Member shall be one (1) year, to be renewed each year by completing the membership registration form.

2.02 Members' Rights

Each voting Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Corporation.

2.03 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the death of a Member;
- (b) the expiration of a Member's term of membership;
- (c) the expulsion of a Member from the Corporation in accordance with section 2.04; or
- (d) the liquidation or dissolution of the Corporation under the Act.

2.04 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Corporation for any one (1) or more of the following grounds:
 - (i) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
 - (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
 - (iii) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.
- (b) In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other Officer as may be designated by the Board before the end of the twenty (20) day period.
- (c) In the event that no written submissions are received, the President, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section 2.06, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.05 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

3 BOARD OF DIRECTORS

3.01 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at fifteen (15) Directors. The Members thereafter delegate to the Board the right to fix the number of Directors from time to time.¹

3.02 Qualifications

Each Director shall:

- (a) be a voting Member of the Corporation who is a student in Good Standing, enrolled in an accredited Canadian law school, unless appointed as a non-voting delegate ;
- (b) be an individual who is at least eighteen (18) years of age;
- (c) not have the status of a bankrupt; and
- (d) not be a person who has been declared incapable by a court in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04.

3.03 Removal of Directors

- (a) The Members may, with due cause, by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 3.04.
- (c) The Board may, with due cause, by Ordinary Resolution, remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term. The vacancy shall be filled in accordance with Section VI of the BLSA Canada constitution.
- (d) Due cause shall be for:
 - (i) dereliction of duty;
 - (ii) actions contrary to the interests or objects of the Corporation;
 - (iii) conduct unbecoming a member of the Corporation;

¹ The Act provides that a soliciting corporation must have a minimum of three (3) Directors, two (2) of whom cannot be Officers or employees of the Corporation.

- (iv) failure to attend three (3) consecutive meetings of the Board without reasonable notice; and/or
- (v) violation of the Constitution, By-laws or code of conduct.
- (e) The Board member in question shall not be eligible to vote on the matter of their own removal.
- (f) Any motion or resolution of the Board calling for removal shall be given one (1) week's notice of motion, which shall clearly state the cause for removal.
- (g) Any person removed from the Board shall not be eligible for election or appointment to any Board position in the year(s) following their removal.
- (h) The decision related to the removal of a Board member is final.

3.04 Vacancies

Except as provided in the Act, vacancies shall be filled in accordance with Section VI of the Constitution.

3.05 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act and Articles, Directors shall be elected by the Members.

4.02 Term of Office

The term of office of a Director shall be one (1) year, to expire at the next Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.03 Re-Election

Subject to section 3.02, a Director shall be eligible to serve for an unlimited number of consecutive terms.

4.04 Nominations

Candidates for the office of Director shall comprise:

- (a) the slate of candidates for office proposed by the Elections Committee, or if there is no Elections Committee, by the Board;

- (b) the persons whose names are put in nomination by written notice delivered to the Secretary by any Member entitled to vote at any time before nominations are closed at the meeting of Members at which the election of Directors is held;
- (c) the persons nominated from the floor at the General Meeting. Nominations from the floor are subject to the following rules:
 - (i) any Member entitled to vote or proxy with the proper authority may nominate an active member;
 - (ii) a candidate nominated from the floor must orally accept the nomination and give a speech as to why they will be suitable for the office; and
 - (iii) candidates nominated from the floor and elected must submit all pre-certification documents to the National Chair no later than seven (7) days following their election.

4.05 Forms

The Board may prescribe the form of nomination and the form of a ballot.

4.06 Election Procedures

Members seeking election to National Offices, before being officially recognized as a candidate, must sign a statement. That statement includes; 1) the fiduciary duty of Board Members of the Association; 2) a description of the duties of the particular office; and 3) a pledge to fulfill the purpose of BLSA Canada pursuant to Article II of the Constitution.

4.07 Duties and Qualifications of Elected Executives

National President

The National President shall:

- a. act as Chief Executive Officer of the Association, and be charged with the final responsibility for carrying out the legislation, policies, Constitution and By-Laws of the Association;
- b. exercise general authority over the business and activities of BLSA Canada;
- c. coordinate the activities of the National Executive Board to ensure implementation of all internal and external tasks;
- d. present ideas and propose directions for the organization;
- e. develop and finalize the National Executive Board meeting agendas;
- f. evaluate National projects, programs, and initiatives proposed by National Executive Board;

- g. may select an Internal and/or External Chief of Staff, who will perform duties as assigned by the National President and be a non-voting member of the National Executive Board;
- h. act as the representative of the Association at all official functions as required and designate an appropriate representative of the Association when more than one representative is required for such functions and occasions;
- i. maintain contact with the Executive of the various Chapters;
- j. in conjunction with the Past President, prepare a Conference Report outlining the events of the preceding General Meeting;
- k. be one of the two signing officers for the endorsement of all cheques and other financial instruments;
- l. prepare a written report at the end of his or her term and submit the report to the Secretary;
- m. produce an official transition report at the close of the term of office; and
- n. discharge any additional duties as set out in the By-Laws.

National Chair

The National Chair shall:

- a. supervise and control the operations of the Corporation if there is no President in office;
- b. chair all National Executive Board meetings and other functions;
- c. preside over all Association meetings or delegate another person to chair meetings in his or her absence with the approval of the President;
- d. serve as an internal manager to the National Executive Board and oversee all intra-board relations;
- e. serve as chair of the Election Committee;
- f. prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
- g. perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign;
- h. discharge any additional duties as set out in the By-Laws.

National Secretary

The National Secretary shall:

- a. maintain a current, authoritative copy of the Constitution and By-Laws of the Association and any amendments thereto;
- b. maintain and distribute the minutes and agenda for all meetings of the National Executive Board and the General Assembly;
- c. mail copies of minutes of the meetings of the Association, except In Camera meetings, to appropriate persons;
- d. develop an operational calendar of National events;
- e. disseminate a copy of the National calendar to the Regional Presidents and the Chapter Presidents;
- f. collect and maintain the officers' reports for the National Executive Board meetings;
- g. utilize audio and/or video technology to record Plenary sessions at the National Conference;
- h. perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.
- i. produce an official transition report at the close of the term of office;
- j. discharge any additional duties as set out in the By-Laws.

National Treasurer

The National Treasurer shall:

- a. ensure the keeping of a permanent and accurate records of all financial transactions of the Association;
- b. be responsible for payment of outstanding bills of the Association, direct collection for receipts, and the administration of the funds of the Association;
- c. advise the Executive on financial matters;
- d. serve as co-Chair of the Sponsorship Committee alongside the National Director of Sponsorship;
- e. develop an annual National Budget and submit it to the National Executive Board for approval at the first regularly scheduled meeting of the fully-constituted board;
 - i. This National Budget must include at least six separate budgets:
 1. a BLSA Canada Budget;

2. a National Conference Budget;
 3. a Julius Alexander Isaac Moot Budget;
 4. a Francophone Budget;
 5. a BLSA Cares Budget; and
 6. an Admin Budget.
- f. be prepared to produce, at any given time:
- ii. a statement of accounts;
 - iii. a statement of income;
 - iv. a detailed account of how all funds were used;
 - v. a detailed account of all anticipated expenses based on future program needs, history; and
 - vi. all other items the National President or National Chair deems necessary;
- g. make applications for funding to the Law Foundation of Ontario (LFO);
- h. present a written report on the financial status of the Association to the Board at least once per semester;
- i. be one of the two signing officers for the endorsement of all cheques and other financial instruments;
- j. be a member of any commission or committee involved in the financial affairs of the Association, including, but not limited to, any Fundraising Committee;
- k. prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
- l. present an annual report at the Annual General Meeting;
- m. maintain frequent communication with local Treasurers;
- n. produce an official transition report at the close of the term of office; and
- o. discharge any additional duties as set out in the By-Laws.

National Director of Communications

The National Director of Communications shall:

1. be responsible for keeping the Association active in the online community;

2. manage social networks and online forums such as Facebook, Twitter, LinkedIn, etc.;
3. serve as chair of the Communications Committee;
4. liaise with web designer and ensure website is well-maintained and updated;
5. coordinate internal and external communication of information;
6. create and maintain the BLSA Canada listserv and disseminate;
7. publish and circulate a national newsletter entitled, *The BLSA News*, once a month during the term of office;
8. prepare and review material for the official BLSA Canada website as needed;
9. develop communication policies and procedures;
10. manage publicity for the conference;
 - a. create and disseminate posters through social media
 - b. manage sponsors add in the Magazine
11. coordinate the annual conference Magazine;
 - a. send a call out for submissions during the first week of September
 - b. send a call out for and organize the high school essay contest the first week of October
12. prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
13. discharge any additional duties as set out in the By-Laws.
14. produce an official transition report at the close of the term of office;
15. Perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.

National Francophone Director

The National Francophone Director shall:

1. be responsible for membership outreach and development in Universities with legal programs in the French language;

2. coordinate all French language services and programs offered by the Association;
3. prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
4. serve as chair of the translation committee;
5. produce an official transition report at the close of the term of office;
6. discharge any additional duties as set out in the By-Laws;
7. perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.

National Director of Mentorship

The National Director of Mentorship shall:

1. Be responsible for membership outreach and development of programs with relation to undergraduate and high school students;
2. Facilitate the entry of pre-law students into Canadian law schools and follow up on their progress;
3. Serve as chair of the BLSA Cares Committee;
4. Coordinate and execute all BLSA Cares affairs project undertaken on a National or multi-Regional level;
5. Maintain frequent communication with Regional Officers of BLSA Cares;
6. Organize the BLSA Cares panels and to be conducted during the National Conference;
7. Suggest, create, and implement programs, projects, and activities for the development and benefits of Pre-Law students;
8. Prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
9. Produce an official transition report at the close of the term of office;
10. Discharge any additional duties as set out in the By-Laws;
11. Perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.

4.08 National Appointment Procedures

The Chairperson will appoint new National Executive Board members to vacant National Executive Board positions with the consent of the remaining National Executive Board members; after such members are given the opportunity to review the resumes of all other applicants; upon notice to the membership in the “Call for Appointed Officers” which has been disseminated to the membership via email and posted on the BLSA Canada website no longer than 7 weeks after the conclusion of the National Conference. The “Call for Appointed Officers” shall include a list of the positions available including:

- a) A list of the positions available;
- b) Job description for each available position; and
- c) A description of the appointment process.

The Chairperson shall conduct the appointment process in the following manner.

- 1) No later than 10 business days after receiving the applications for appointed officers, provide copies of the resumes and letters of intent from all prospective appointees to the incoming National Executive Board.
- 2) The Chairperson shall provide a disclosure statement to the incoming National Executive Board, providing full explanation of any past relationships with the prospective appointees.
- 3) The Chairperson shall make recommendations to the voting members of the National Executive Board. Appointment shall be conditioned upon simple majority vote of voting, elected members of the National Executive Board. In the event of a tie, the Chairperson shall cast the tie-breaking vote.

4.09 Duties and Qualifications of Appointed Executives

National Director of the Julius Alexander Isaac Moot

The National Director of the Julius Alexander Isaac Moot (“Isaac Moot”) shall:

1. Be appointed by the Elections Committee;
2. Serve as chair of the Isaac Moot Committee;
3. Coordinate the annual Isaac Moot Competition according to the Julius Alexander Isaac Moot Rules;
4. Be charged with the preparation, dissemination, and operation of the Isaac Moot. The Director has the authority to solicit or purchase the problem and official rules, subject to ultimate approval by the National Executive Board;

- a. A preliminary, substantial draft of the Isaac Moot problem must be completed by July 25th of each year;
 - b. A final draft of the Isaac Moot problem must be completed by the end of the third week of August of each year; and
 - c. The Isaac Moot problem must be distributed to all schools via the BLSA Canada website and/or a widely acceptable computerized legal research database (e.g. Westlaw or Lexis-Nexis) by September 15th of each year.
2. Actively seek accreditation and recognition for the Isaac Moot amongst the various Chapters' law schools, the legal institutions, organizations, and the legal community;
 3. Determine by July 31st, the initial registration fee for the Isaac Moot and present it to the National Executive Board for approval. The Director should factor in the amount of the National Conference and any other fiscal matter bearing on the cost of participating in the Diversity Moot;
 4. Compile a brief synopsis of his/her yearly activities for the BLSA Canada National Annual Report;
 5. Prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
 6. Produce an official transition report at the close of the term of office and;
 7. Perform such other functions and exercise such further duties as the President, the National Executive Board, or the General Assembly may assign.

National Conference Chair

The National Conference Chair shall:

1. Be appointed by the Elections Committee;
2. Confirm a region and city for the National Conference, subject to the approval of the National Executive Board;
3. Be responsible for all facets of the National Conference, subject to the approval of the National Executive Board, including, but not limited to:
 - a. Conference Site Selection
 - b. Conference Theme
 - c. Develop a Conference agenda
 - d. Event Scheduling

- e. Marketing
 - f. Registration Activities
 - g. All other duties necessary to execute the National Conference
4. Serve as Chair of the National Conference Committee;
 5. Prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
 6. Discharge any additional duties as set out in the By-Laws;
 7. Produce an official transition report at the close of the term of office;
 8. Perform such other functions and exercise such further duties as the President, the National Executive Board, or the General Assembly may assign.

Common Law and Civil Law Chapter Representatives

The Common Law and Civil Law Chapter Representatives shall:

1. Be appointed by the Elections Committee;
2. Facilitate communication between the Board and all chapters;
3. Exercise general executive authority over the business and activities of chapters with the appropriate deference to the National Executive Board and the President;
4. Disseminate national information to all chapters;
5. Ensure the implementation of nationally mandated projects, in accordance with Article XII of the Constitution, on a Regional level;
6. Ensure the receipt of funds from the National Executive Board and/or other sources in order to finance Regional programs and operations;
7. Perform such other functions and exercise such further duties as the National President the National Executive Board, or the General Assembly may assign;
8. Prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
9. Discharge any additional duties as set out in the By-Laws.
10. Produce an official transition report at the close of the term of office.

National Director of Sponsorship

The National Director of Sponsorship shall:

1. Be appointed by the Elections Committee;
2. Establish, and serve as co-Chair of, the Sponsorship Committee alongside the National Treasurer;
3. Solicit funding from corporate and secondary sources in the form of sponsorships and tax deductible gifts to BLSA Canada;
4. Prepare and finalize the solicitation packets that will be distributed to potential sponsors;
5. Prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
6. Produce an official transition report at the close of the term of office;
7. Discharge any additional duties as set out in the By-Laws; and
8. Perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign;

National Director of Alumni Relations

The National Director of Alumni Relations shall:

1. Be appointed by the Elections Committee;
2. Implement programs to foster relationships between BLSA Canada alumni and current BLSA Canada members;
3. Coordinate alumni receptions for local chapters and the National Conference;
4. Develop and maintain a national alumni database;
5. Produce an official transition report at the close of the term of office; and
6. Perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.

National Director of Professional Development

The National Director of Professional Development shall:

1. Be appointed by the Elections Committee;
2. Serve as chair of the Professional Development Committee;
3. Implement programs for the year in substantive law and other legal and law-related issues unique to Black law students;
4. Coordinate and lead the development of the year's programming, including leading communications and planning with BLSA Canada's Partners to ensure contractual commitments are met, such as organizing an annual workshop or panel with each Partner;
5. Build new relationships with law firms, organizations, clinics, and others to expand BLSA Canada's Professional Development offerings;
6. Coordinate and plan the career fair at the annual Conference;
7. Produce an official transition report at the close of the term of office; and
8. Perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.

National Director of Advocacy

The National Director of Advocacy shall:

1. Be appointed by the Elections Committee;
2. Serve as chair of the Advocacy Committee;
3. Be empowered to lead initiatives to address racism, prejudice, and bias experienced by Black law students by their peers and institutions intended to educate them;
4. Communicate effectively with appropriate stakeholders and external parties;
5. Pay particular attention to advocacy and community-building;
6. Stay up to date on and bring awareness to current events that affect the Black law student experience in a timely manner through various mediums such as, but not limited to, blog posts, articles, and statements of solidarity;
7. Produce an official transition report at the close of the term of office; and
8. Perform such other functions and exercise such further duties as the National President, the National Executive Board, or the General Assembly may assign.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the Chair of the Board, the Secretary, or any two (2) Directors and shall be held at the place specified in the notice, provided that for the first organization meeting following revival of the Corporation, such meeting may be called by any Director or incorporator.

- a) The Board may pass motions to move in-camera by majority vote, where only members of the Board may remain.
- b) In-camera meetings shall be confidential, and the minutes shall be kept confidential and have limited distribution to those persons who attended the in-camera meeting. No motions may be passed during an in-camera meeting.
- c) The Chair may permit, in the absence of an objection from any member of the Board, a non-Board member to join or remain at an in-camera meeting.

5.02 Meeting Following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint ten (10) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02 and 5.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic method at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Meetings by Electronic Conference

- (a) A Director may participate in a meeting of the Board by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security,

confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

- (b) The Chair of the Board or the Secretary may call a meeting of the Board and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors.

5.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

5.08 *Simple Majority Vote*

For the purpose of this document, a simple majority vote will be defined as at least one more than half of the votes cast by persons eligible to vote, excluding blanks and abstentions, at a regular or properly called meeting at which a quorum is present.

5.09 *Two-Thirds Vote*

For the purpose of this document, a two-thirds vote will be defined as: at least two-thirds of the votes cast by persons eligible to vote, excluding blanks and abstentions, at a regular or properly called meeting at which a quorum is present.

5.10 *Three-Fourths Vote*

For the purpose of this document, a three-fourths vote will be defined as: at least three-fourths of the votes cast by persons eligible to vote, excluding blanks and abstentions, at a regular or properly called meeting at which a quorum is present.

5.11 *Discipline*

If grounds for disciplinary action exist, censure or impeachment of the Officer in question is appropriate.

5.12 *Censure*

Censure is proper upon two-thirds vote of the National Executive Board.

5.13 *Impeachment*

Impeachment is proper upon a two-thirds vote of the National Executive Board or a two-thirds

vote of the General Assembly.

5.14 Disciplinary Proceedings

Failure to perform the duties of the office as prescribed in the Constitution and Bylaws, or conduct detrimental to the well-being of BLSA Canada will constitute grounds for disciplinary action.

5.15 Recommendation

A National Executive Board member or any member of BLSA Canada may submit to the National Executive Board a written recommendation that an officer be disciplined for conduct described in Section 1 of this Article and Article XII of the Constitution.

5.16 Hearing

The National Executive Board, acting on such recommendation, voting by a simple majority may call a hearing on the merits of the recommendation at the next regularly scheduled National Executive Board meeting or at a special meeting to determine whether there are grounds for disciplinary action against the officer in question. Such officer will be given reasonable and written notice of the hearing and an opportunity to provide an explanation or evidence concerning the disciplinary action.

5.17 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.18 Adjournments

Any meeting of Directors may be adjourned at any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual Meeting

- (a) An Annual Meeting shall be held within Canada, unless a place outside Canada is specified in the Articles or if all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Canada, at a place and date and time determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be not later than twelve (12) months following the last Annual Meeting provided that any Annual Meeting shall be held within six (6) months of the financial year end of the Corporation.

6.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.04 Notice of Meetings

Notice of the time, place and date of an Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on the business to be considered, including the information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Public Accountant of the Corporation by:

- (a) mail, courier or personal delivery, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held;
- (b) telephone, or other electronic means, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held. If a Member requests that notice of a meeting be given by non-electronic means, the notice will be sent by mail, courier or personal delivery as provided in section (a);²
- (c) posting the notice on a notice board including the Corporation's website where such information is regularly posted and that is located in a place frequented by the Members, at least thirty (30) days before the day on which the meeting is to be held;

Whenever the number of Members exceeds two hundred and fifty (250), by publication:

- (d) in a publication of the Corporation sent to all Members at least once during a period of twenty-one (21) days to sixty (60) days before the day on which the meeting is to be held.

² Note that if a Member requests that notice of a meeting be given by non-electronic means, the notice must be sent to that Member by non-electronic means.

6.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Public Accountant of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

6.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least twenty-five (25) of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (b) Provided however that where:
 - (i) less than a quorum, but two (2) or more persons are present in person one-half hour after the commencement time specified in the notice calling the meeting of Members; and
 - (ii) the business transacted is limited to the selection of a chair and a secretary for the meeting, the recording of the names of those present, and the passing of a motion to adjourn the meeting with or without specifying a date, time and place for the resumption of the meeting, then two (2) persons present in person constitute a quorum.
- (c) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement of such meeting.
- (d) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

6.07 Chair

In the absence of the Chair of the Board and the President, the Members present and entitled to vote at any meeting of Members shall choose another Director as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to be chair.

6.08 Voting by Members

- (a) The method of voting at any meeting of the Members shall be determined by the chair of the meeting prior to any vote being taken. Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise

specified. In the case of an equality of votes, the vote shall be deemed to have been lost.³

- (b) At all meetings of Members, every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.09 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.10 Proxies

- (a) Unless the Directors allow for electronic voting in accordance with section 6.10, every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner, to the extent and with the power conferred by the proxy and the Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by the Member entitled to vote.
 - (i) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (ii) if the Member is a body corporate, under its corporate seal, if any, or by an Officer or attorney duly authorized by the body corporate.
- (c) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient. However, where the proxy has been created by a person other than the Member executing the proxy, the proxy shall contain the information set out in Appendix A to this By-Law.

³ We recommend against a casting vote in case of an equality of votes, but it is possible to provide for this.

- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, which shall not exceed forty-eight (48) hours prior to the meeting excluding Saturdays and holidays.

6.11 Ballot

A Member can demand a ballot during the meeting either before or after any vote by show of hands. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.12 Adjournments

Any meeting of Members may be adjourned at any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.13 Elections

General elections are those in which all delegates of BLSA Canada are eligible to cast the vote allotted to them based on their membership.

6.14 Election Rules

- 1) A member of BLSA Canada will seek election to a national position by filing a declaration of intent by the date specified by the National Elections Committee.
- 2) The National Elections Committee may approve a declaration of intent upon verification that all requirements for placement on the ballot have been met. These requirements include, but are not limited to, all requirements specified in the National Constitution and Bylaws.
- 3) No candidate may hold more than one position on the National Executive Board in a given election.
- 4) No candidate can exceed the set monetary limit, excluding travel expenses, established by the Elections and Governance Committee.
- 5) Current National Executive Board members may not:
 - a) campaign on behalf of other National Executive Board members running for office while serving in their official capacity, and

- b) If running for office, preside or serve as Chair in any meeting or on any committee concerning elections, election procedures or campaign activities.
- 6) Voting for candidates will not be held until the final official day of the General Assembly meeting.

6.15 Election Voting

- 1) Only registered delegates may cast votes.
- 2) A list of all delegates qualified to vote will be maintained at the polls.
- 3) Absentee voting is not allowed.
- 4) Proxy voting is allowed, pursuant to the National Constitution.
- 5) If more than one candidate runs for an elected office, the winner will be the candidate that receives the plurality of the votes cast.
- 6) If a candidate is unopposed, the candidate must have received a majority of the votes cast.
- 7) If a tie, a run-off election shall be held.
- 8) If a position is not filled at the National Conference, the newly elected National President will appoint someone to fill the position. This appointment will be confirmed by the newly-elected National Executive Board.

7 BOARD REGULATIONS & OFFICERS

7.01 Board Regulations

The Board may make Board Regulations with regard to any matter not inconsistent with the Act and the By-Laws.

7.02 Officers

There may be such Officers as may be appointed by Board Regulation from time to time. Subject to the Act, the Articles and the By-Laws, the terms and duties of such Officers shall be defined in the Board Regulations passed by the Board from time to time.

7.03 President May Attend All Meetings

The President shall have the right to receive notice of, to attend and to speak at all meetings of the Board, any committee of the Board, including the Executive Committee, and any meeting of the Members, except those meetings where the conduct of the President is being discussed.

7.04 Remuneration of Other Officers or Employees

The Board shall fix the remuneration of any employees upon a simple majority vote. The Board shall fix the remuneration of any other Officers upon a simple majority vote at a meeting of Members.

8 COMMITTEES

8.01 Committees

Subject to the Act and the By-Laws, the Board may by Board Regulation establish such committees as it deems appropriate from time to time and set the rules governing such committees.

8.02 Executive Committee

The Board may appoint from among the Directors of the Corporation an Executive Committee and delegate to the Executive Committee any of the powers of the Directors except those powers listed in section 8.05.

8.03 Limits on Authority of Committees

No committee, including the Executive Committee, has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Board;
- (d) approve any financial statements;
- (e) adopt, amend or repeal any By-Law; or
- (f) establish contributions to be made, or dues to be paid, by Members.

8.04 National Constitution and Bylaw Committee

The National Constitution and Bylaws Committee will:

- 1) Consist of: The National President, the Chairperson and an additional member of the National Executive Board recommended by the Chairperson and approved by the National Executive Board and shall be appointed at the first regular Board meeting.
- 2) Have the following responsibilities:
 - a) formulate and distribute guidelines and procedures governing the manner in which proposed constitutional and bylaw amendments are to be (a) structured or written, (b) submitted, and (c) distributed;
 - b) put proposed constitutional and bylaw amendments in proper form, eliminating duplication where similar amendments are offered in logical sequence;

- c) review all proposals to amend the National Constitution and Bylaws to determine the effect proposals will have on the BLSA Canada governing documents;
 - d) review all proposals to amend Regional Bylaws to ensure that the proposed changes do not conflict with the National Constitution and Bylaws;
 - e) recommend changes to the National Constitution and Bylaws based on changes of the BLSA Canada operating procedures;
 - f) Coordinate and supervise the constitutional and bylaw amendment session; and
 - g) Perform other tasks as assigned by the National Executive Board.
- 3) Make recommendations to the National Executive Board or to BLSA Canada as appropriate. Recommendations may include, but are not limited to, any conflicts that the amendments may cause within BLSA Canada's governing documents, the appropriateness for inclusion of the proposed amendment to the particular governing document, and any violations of the Constitution caused by proposed amendments to the Bylaws.

8.05 National Conference Committee

The National Conference Committee will:

1. Consist of no less than six (6) members: The National Conference Chair and any other person recommended by the National President and approved by the National Executive Board.
2. Have the following responsibilities:
 - a. Plan and submit the proposed schedule of meetings, procedures, and special events of the conference, ensuring that all interests of BLSA Canada are balanced as they pertain to the conference;
 - b. Make recommendations to the National Executive Board concerning Conference registration fees. These fees must be approved at the National Executive Board meeting after the National Budget has been approved;
 - c. Review proposals of potential venues to host the Conference;
 - d. Review the Conference plans frequently to ensure that adequate progress is made;
 - e. Oversee the entire Conference planning process and recommend changes as deemed necessary;

- f. Submit a Conference Report to the National Executive Board for its approval at each National Executive Board meeting; and
 - g. Perform other tasks assigned by the National President and the National Executive Board.
3. The National President, the Chairperson, and the National Director of Communications will be ex- officio members of the Conference Committee.

8.06 National Elections Committee

The National Elections Committee will:

- 1) Consist of no less than six (6) members: The Chairperson and other members to be appointed at the first regular National Executive Board meeting, subject to the approval of the National Executive Board;
- 2) Have the following responsibilities:
 - a) formulate and distribute qualifications, guidelines, and procedures governing; (a) candidate eligibility and (b) campaign activities;
 - b) determine the eligibility of each candidate;
 - c) determine if any candidate has violated any election rule(s);
 - d) determine the appropriate penalties for candidates who have performed acts, which are grounds for disqualification subject to the review of the National Executive Board;
 - e) determine the voting result structure that will be used in elections, subject to the approval of the National Executive Board;
 - f) determine an election timeline specifying completion dates for all aspects of the election process and present it to the National Executive Board no later than the last National Executive Board meeting prior to the Annual Conference;
 - g) coordinate and supervise the registration procedure at the National Conference;
 - h) determine the membership classification of each chapter upon registration;
 - i) formulate and distribute information as to the authorized number of votes per chapter;
 - j) authorize voting delegates and alternate delegates;
 - k) approve all proxy certifications; and

- l) recommend changes as needed to improve the election process; and
 - m) perform other tasks assigned by the National President and the National Executive Board.
- 3) Candidates currently seeking election to a National Office of BLSA Canada are barred from membership on the Elections Committee.

8.07 Conduct Committee

Violations of BLSA Canada's Code of Conduct Policy shall be reported to the Conduct Committee.

1. This committee will:
 - a) Consist of the National President and National Chair;
 - b) If a complaint includes the National President and National Chair, the Conduct Committee will then consist of the National President, National Chair and National Secretary;
 - c) If a complaint is against all BLSA Canada executive members, the Board shall be the final arbiter of the applicability and enforcement of the Code of Conduct Policy.
2. Article VIII, section III of the Code of Conduct policy enumerates the administration of the Code and responsibilities of the committee.

8.08 National Finance Committee

The National Finance Committee will:

1. Consist of no less than six (6) members: The National Treasurer, National Secretary, Sponsorship Director and any other members subject to the approval of the National Executive Board;
2. Have the following responsibilities:
 - a. Formulate and distribute guidelines and procedures governing the manner in which finances are to be: (a) structured, (b) submitted, and (c) received; and coordinate and supervise the finance resolution process;
 - b. Formulate and distribute guidelines and procedures governing the manner in which financial resolutions, reimbursements and procurements are to be a) structured or written, b) submitted, and c) distributed;
 - c. Collaborate and create a national finance report that will be presented at the final meeting of the General Assembly at the National Conference by the National Treasurer

- d. Put financial resolutions in proper form, eliminating duplications where similar financial resolutions are offered and ensuring that all resolutions relating to a specific concern will be offered in a logical sequence; and
- e. Perform other tasks assigned by the National President and the National Executive Board.

8.09 National Magazine Committee

The National Magazine Committee will:

1. Consist of no less than three (3) members of BLSACanada: The National Director of Communications will serve as Chair and the other members will be appointed at the first regular National Executive Board meeting, subject to the approval of the National Executive Board.
 - a. The National Magazine Committee may consist of General members of BLSA Canada.
2. Have the following responsibilities:
 - a. Create and publish the BLSA Canada Newsletter
 - b. Create marketing strategies to increase subscription for the magazine.

8.10 National Mentorship Committee

The National BLSACares Committee will:

1. Consist of the National Director of Mentorship and three other BLSA Canada members appointed by the National Mentorship Representative.
2. Have the following responsibilities:
 - a. Keep pre-law student and law student members, as well as the National Executive Board, informed of the status of BLSACares activities
 - b. Suggest, create, and implement programs, benefits, projects, and activities for the developments and benefit of the BLSACares Division;
 - c. Disseminate BLSA Canada information to Pre-Law members;
 - d. Exercise general executive authority over the business and function of the Pre-Law Division; and
 - e. Formulate the rubric and distribute the guidelines and procedures for the National and Regional "Chapter of the Year" competitions;
 - f. Perform other tasks assigned by the National President and the National Executive Board.

8.11 Faculty Advisory Committee

The Faculty Advisory Committee (FAC) is a tight network composed of Black law professors who remain informed of and engaged with the association, to ensure its longevity and vitality, including during periods of transition. The FAC will foster the continuation of institutional memory within faculties of law across Canada, while facilitating exchange between Black faculty members. Finally, as its name implies, members of the FAC would serve in a purely advisory capacity, with formal decision making responsibilities remaining with the BLSACanada executive.

Composition

BLSA Canada may be advised by a faculty advisory committee composed of Black law professors nationwide. The National Faculty Advisor will be the law professor who is in the same city as the current President and will Chair this committee.

Meetings

The Faculty Advisory board may meet once a year, in person, at the BLSA Canada Annual Conference. The Committee may also be convened by teleconference or videoconference, on an ad hoc basis, at the initiative of the National Faculty Advisor.

Qualifications

All members of the advisory committee must be graduates of a Canadian Bar approved law school and must teach at a Canadian Law Faculty.

Liabilities

The Faculty Advisory Committee is in no way liable for the actions of BLSA Canada and/or its members.

8.12 Advisory Board

The purpose of the BLSA Canada Advisory Board is to advise BLSA Canada on the implications of decisions made by the organization. The advisory board has the power to make recommendations to the National Executive Board and has a duty to keep them fully informed on the consequences of actions made by the organization and its members.

Meetings

The Advisory Board shall meet in person once a year at the BLSA Canada National Conference. At least one member from each area of expertise must participate in a teleconference held quarterly.

The Advisory Board may request a report no less than two weeks prior to the National

Conference. This may include, but is not limited to, all Officer Reports of every National and Regional Officer, all Minutes from all National and Regional Executive Board meetings and conference calls, financial reports and records of the National Executive Board and all Regions, copies of all signed contracts, press releases and position statements, and any other documents the Advisory Board may request.

Composition

The Advisory Board shall comprise no more than 10 members. Advisory Board members are nominated by the National President, the Chairperson and BLSACanada's membership-at-large, recommended for appointment by the Chairperson, and confirmed by a simple majority of the National Executive Board.

- a. The Advisory Board annual term will begin on June 1st and conclude on May 31st.
- b. At the beginning of each term, the outgoing National President may begin an automatic two-year appointment to the Advisory Board. The National President reserves the right to decline automatic appointment to the Advisory Board and/or decline the length of his/her appointment.

Chair of the Advisory Board

The Advisory Board shall elect from among themselves a Chair to preside over and set the agenda of Advisory Board meetings and a Secretary to ensure information from the meetings is passed on to BLSACanada and its members.

Vacancies

If an Advisory Board member is unable to conclude the duration of their term, the remaining Advisory Board members and/or the National President and/or Chairperson shall nominate and recommend a qualified individual who will serve a supplemental term to fill the vacant position. Supplemental terms will become effective immediately upon confirmation by a simple majority of the National Executive Board and conclude on the final business day in December of that same year.

Qualifications

All members of the advisory committee must be graduates of a Canadian approved law school or admitted to practice within at least one of the Canadian provinces or territories.

Liabilities

The BLSA Canada Advisory Board is in no way liable for the actions of BLSA Canada and/or its members.

9 CONFLICT OF INTEREST

9.01 Conflict of Interest

In accordance with the Act and any Board Regulations, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and comply with all other requirements in the Act in respect of such conflict of interest.

10 EXECUTION OF DOCUMENTS

10.01 Execution of Documents

The Board may by Board Regulation prescribe the person(s) authorized to execute classes of documents on behalf of the Corporation. All documents executed in accordance with the Board Regulations are binding on the Corporation without further action or formality. However, the President and Treasurer have automatic signing authority to execute documents and bind the Corporation, unless otherwise prescribed by the Board.

11 BORROWING BY THE CORPORATION

11.01 General Borrowing Authority

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

12 FINANCIAL AFFAIRS

12.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of May in each year or on such other date as the Board may determine.

12.02 Financing

BLSA Canada will be financed primarily by fund-raising activities, donations, and grants. No funds may be expended or otherwise disbursed by BLSA Canada other than in accordance with the procedure for the authorization of expenditures in these Bylaws.

12.03 Financial Activities

All National financial activities will be for the benefit of all members and chapters in accordance with rules promulgated by the National Executive Board.

12.04 Budgetary Process and Authority

Upon receipt of two-thirds vote from the National Executive Board, the National Budget will be approved. The National Treasurer shall then be authorized to approve specific expenditures of funds in accordance with and subject to the provisions of the National Constitution and these Bylaws.

- a) The National Treasurer must report to the National Executive Board on actual expenditures from each National Budget line-item whenever the actual expenditures for a given line-item have exceeded the budgeted amount, or appears to likely exceed the budgeted amount before the next regularly scheduled report.
- b) The National Treasurer must report to the National Executive Board on any changes in circumstances, which could cause total income to be less than budgeted, as soon as such changes come to his or her attention.
- c) The National Executive Board may modify the Operating Budget by a two-thirds vote.
- d) If a situation arises in which funds must be expended to maintain the financial stability and/or integrity of BLSA Canada, and it is not feasible to conduct a meeting of the National Executive Board, the National President with the concurrence of the National Treasurer may make the decision to incur such expenses as warranted.

13 PUBLIC ACCOUNTANT

13.01 Board May Make Initial Appointment

The Board may, following incorporation, appoint a Public Accountant to hold office until the first Annual Meeting. The Public Accountant must meet the requirements in the Act.⁴

⁴ Section 180(1) provides that a Public Accountant must:

- (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;
- (b) meet any qualification under an enactment of a province for performing any duty a person is required to perform under sections 188 to 191 of the Act (review engagement, audit engagement, report on financial statements); and
- (c) unless the Public Accountant is the subject of a relieving order under subsection 180(6), be independent of the Corporation, its affiliates, or the Directors or officers of the Corporation or its affiliates.

13.02 Annual Appointment

Subject to the Act and its Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint one (1) or more Public Accountants. The Public Accountant shall hold office until the close of the next Annual Meeting and if an appointment is not made, the incumbent Public Accountant continues in office until a successor is appointed.

13.03 Removal of Public Accountant

The Members may, by Ordinary Resolution passed at a Special Meeting, remove any Public Accountant before the expiration of the term of office in accordance with the Act.

13.04 Vacancy in the Office of Public Accountant

The Board shall fill any vacancy in the office of Public Accountant but, while the vacancy continues, any remaining Public Accountant may act.

13.05 Remuneration of Public Accountant

The remuneration of a Public Accountant appointed by the Members may be fixed by the Members by Ordinary Resolution, or shall be fixed by the Board if the Members do not do so.

14 NOTICE

14.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given by mail to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent;
- (e) if posted on a notice board pursuant to section 6.05(c), notice is deemed given on the date of posting;
- (f) if published pursuant to sections 6.05(d) or 6.05(e), notice is deemed given on the date of publication; and
- (g) if provided by other electronic means, notice is deemed given when transmitted.

14.02 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if

those absent have signified their consent to the meeting being held without notice and in their absence.

14.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

14.04 Omissions and Errors

Any resolution passed or proceeding taken at a meeting of the Board, committee of the Board, or of the Members shall not be invalidated by:

- (a) an error in notice that does not affect its substance;
- (b) the accidental omission to give notice; or
- (c) the accidental non-receipt of notice by any Director, Member or Public Accountant.

Any Director, Member or Public Accountant may at any time waive notice of, and ratify and approve, any proceeding taken at any meeting.

14.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

15 BY-LAWS AND EFFECTIVE DATE

15.01 Effective Date of this By-Law

This By-Law shall only be effective once approved by Ordinary Resolution of the Board, provided that the By-Law is then confirmed, with or without variation, by Special Resolution of the Members passed at a meeting called for that purpose.

15.02 Amendments requiring Special Resolution

Amendments to the following sections of this By-Law shall only be effective upon approval of the Members by Special Resolution:

- (a) Member Composition, section 2.01;
- (b) Members' Rights, section 2.02;
- (c) Number of Directors, section 3.01;
- (d) Notice of Meetings, section 6.05;

- (e) Proxies, section 6.11; and
- (f) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

15.03 By-Laws and Effective Date

- (a) Subject to the Articles and section 15.02, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 15.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

15.04 Parliamentary Authority - Robert's Rules of Order

The rules contained in the current edition of Robert Rules of Order Newly Revised will govern BLSA Canada in all cases to which they are applicable and in which they are not inconsistent with the Constitution and By-Laws and any special rules of order the Association may adopt.

16 REPEAL OF PRIOR BY-LAWS

16.01 Repeal

Subject to the provisions of section 16.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

16.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of **Black Law Students' Association of Canada ("BLSA Canada")** this _____ day of _____, 20__.

President

Secretary

CONFIRMED by the Members in accordance with the *Canada Not-for-profit Corporations Act* on the _____ day of _____, 20__.

President

Secretary

Copy of the signed and fully approved By-Laws provided to Industry Canada on the _____ day of _____, 20__. (required to be deposited within one year of approval).

APPENDIX A
FORM OF PROXY⁵

Where a proxy has been created by a person other than the Member executing the proxy, the form of proxy must meet the following requirements:

- (a) it must indicate, in bold-face type:
 - (i) the meeting at which it is to be used;
 - (ii) that the Member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on the Member's behalf at the meeting; and
 - (iii) instructions on the manner in which the Member may appoint the proxy holder;
- (b) contain a designated blank space for the date of the signature;
- (c) provide a means for the Member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder;
- (d) provide a means for the Member to specify that the membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a Public Accountant and the election of Directors;
- (e) provide a means for the Member to specify that the membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a Public Accountant or the election of Directors; and
- (f) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly.

⁵ These requirements are set out in section 74 of the Regulations to the Act and cannot be changed.