

**By-Laws of
The Middle Atlantic and New England Council for Canadian Studies, Inc.
August 8, 2005; Amended January 17, 2009; Amended July 22, 2011**

ARTICLE I: NAME

The name of the corporation shall be The Middle Atlantic and New England Council for Canadian Studies, hereinafter referred to as "the Association."

ARTICLE II: PURPOSES AND RESTRICTIONS

2.01 PURPOSE.

(1) The purpose of the Association shall be to promote the study of Canada by facilitating regional and interdisciplinary exchanges in a collegial atmosphere among persons interested in various aspects of Canadian Studies. To this end it sponsors conferences, newsletters and other publications and activities.

(2) The Association shall have unlimited powers to engage into any lawful act concerning any and all lawful activity for which Non-Profit Corporations may be incorporated under the Act of 1988, P.L. 1444, Pennsylvania Consolidated Statutes Title 15 Corporations, as amended, under the provisions of which the Association is incorporated.

2.02 OFFICES.

(1) The principal office of the Association shall be located at 16 Pearl St., Wellsboro, Pennsylvania.

(2) The Association may also have offices at such other places as the Executive Board may from time to time appoint or the activities of the Association may require.

2.03 SEAL.

The Corporate Seal shall inscribe thereon the name of the Association, the year of its incorporation and the words "Corporate Seal, Pennsylvania."

2.04 RESTRICTIONS.

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

(1) Applicable federal, state, and local laws and legal requirements; and

(2) The Internal Revenue Code, as amended tax exemption requirements, including the requirements that the Association not be organized for profit and that no part of its net

earnings inure to the benefit of any private individual except that reasonable compensation may be paid for services rendered to and for the Association in connection with one or more of its purposes. The Association shall not conduct any activities not permitted to be conducted by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter be amended.

2.05 BOOKS AND RECORDS.

The Association shall keep an original or duplicate record of the proceedings of the Executive Board, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Association, and an original or duplicate Board Register, giving the names of the Officers, and showing their respective addresses. The Association shall also keep appropriate, complete and accurate Books or Records of account which shall be reviewed on an annual basis. The records provided for herein shall be kept either at the registered office of the Association in this Commonwealth, or at its principal place of business wherever situated.

ARTICLE III: MEMBERS

3.01 CLASSES OF MEMBERS.

The Association shall have at least five classes of membership:

(1) *Individual*. Any person may become an Individual Member of the Association by paying the annual dues designated for this category.

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

(3) *Contributing*. Any person may become a Contributing Member by paying the designated annual dues for an individual membership plus a designated supplement which will be recognized as a charitable contribution to the Association.

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

(5) and any additional class or classes which the Executive Board may deem appropriate.

3.02 BENEFITS AND PRIVILEGES.

Members shall enjoy the following benefits and privileges:

(1) All Individual, Student, Contributing, and Honorary Members in good standing shall receive the MANECCS NEWS & VIEWS and other publications designated by the Executive Board. They shall also be entitled to a discount on the purchase of other Association publications.

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

(3) Honorary Members are eligible to participate in biennial conference programs. Honorary members shall not be eligible to vote in business meetings, mail ballots, and referenda of the Association; nor shall they be eligible to hold elected or appointed positions.

3.03 TERMINATION OF MEMBERSHIP.

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

ARTICLE IV: EXECUTIVE BOARD

4.01 AUTHORITY OF THE EXECUTIVE BOARD.

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

4.02 LIMITED LIABILITY OF OFFICERS.

A member of the Executive Board shall not be personally liable for monetary damages such for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under the Directors' Liability Act (relating to standard of care and justifiable reliance); and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provision of this section shall not apply to the responsibility or liability of an Officer pursuant to any criminal statute; or the liability of an Officer for payment of taxes pursuant to local, state

or federal law.

4.03 COMPOSITION.

There shall be nine Members of the Board, consisting of a President, Executive Vice President, Vice President for Conference Programs, Vice President for Membership, Secretary, Treasurer, Immediate Past President, and two Councilors-At-Large.

4.04 INCREASE OR DECREASE IN NUMBER OF COUNCILORS-AT-LARGE.

The number of Councilors may be increased or decreased by vote of members of the Association of by a vote of the majority of all of the members of the Executive Board. No decrease in number of Councilors shall shorten the term of any incumbent Councilor.

ARTICLE V: ELECTIONS AND TERMS OF OFFICE

5.01 ELECTION AND TERMS OF OFFICE.

An elected Officer may run for reelection. The Treasurer and Vice President for Conference Programs may be reappointed. All officers shall be residents of the United States.or Canada

(1) *PRESIDENT*. The Executive Vice President shall automatically succeed to the office of President upon the completion of the President's term to provide a smooth transition and to assure knowledge of the affairs and the operation of the Association. The President's term of office may be extended for two years by a vote of the Membership.

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

(3) *SECRETARY*. The Secretary shall be elected biennially by a vote of the members for a two-year term.

(4) *TREASURER*. The Treasurer shall be appointed by the Executive Board for a four-year term.

(5) *COUNCILORS-AT-LARGE*. The two Councilors-at-Large shall be elected biennially by a vote of the Members.

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

(7) *VICE PRESIDENT FOR MEMBERSHIP*. The Vice president for Membership shall be elected biennially by a vote of the Members.

(8) *VICE PRESIDENT FOR CONFERENCE PROGRAMS*. The Vice President for Conference Programs shall be appointed by the Executive Board for a two-year term.

5.02 REMOVAL OF EXECUTIVE BOARD MEMBERS.

Any Officer appointed by the President or the Executive Board may be removed for good cause by a two-thirds vote of the Executive Board. Elected Officers of the Association may be proposed for removal for good cause by a two-thirds vote of the Executive Board and removed if approved by a two-thirds vote of the membership.

5.03 VACANCIES.

Any vacancy occurring in the office of President or Vice President shall be filled by the Executive Board with the appointee to serve out the unexpired term of the predecessor. The Vice President so succeeding shall at the completion of the unexpired term continue in the office of President for a full term as if she or he had not previously succeeded to the presidency. Any vacancy occurring in the office of Treasurer shall be filled by the President with the appointee to serve out the unexpired term of the predecessor. All other vacancies shall be filled by the Executive Board with the appointee to serve out the term of the predecessor.

5.04 DUTIES AND RESPONSIBILITIES.

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

(2) *EXECUTIVE VICE PRESIDENT*. In the event of the death, resignation, absence or disability of the President, the Vice President shall exercise the powers and perform the duties of the President.

(3) *SECRETARY*. The Secretary shall supervise the recording and publishing of the minutes of the meetings, shall approve and direct the dispatch of required and proper notices, and shall be the officer in charge of the Association's official files and records.

(4) *TREASURER*. The Treasurer shall also supervise the receipt, disbursement, and investment of all funds of the Association, in a manner approved by the Executive Board. The Treasurer shall perform other duties assigned by the Executive Board.

(5) *VICE PRESIDENT FOR MEMBERSHIP*. The Vice President for Membership shall advertise membership in the Association, keep a record of current members and their mailing addresses, collect dues from members, and transfer such dues to the Treasurer.

(6) *VICE PRESIDENT FOR CONFERENCE PROGRAMS*. The Vice President for

Conference programs shall prepare advertising for the biennial conference and place a request for proposals for presentations at the biennial conference at least one year in advance of the conference. Additionally, the Vice President for Conference Programs shall in conjunction with the Executive Vice President establish a schedule for the biennial conference and work as site coordinator during the conference.

(7) *COUNCILORS-AT-LARGE*. Councilors-at-Large shall represent the interests of the general membership at Executive Board meetings and perform other duties as assigned to them by the President or the Executive Board.

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

ARTICLE VI: NOMINATIONS AND ELECTIONS

6.01 COMMITTEE ON NOMINATIONS AND ELECTIONS.

The Immediate Past President shall normally chair the Committee on Nominations and Elections. The President shall in addition appoint at least two members of the Executive Board with due regard to gender distribution and the fields of professional interest. A slate of nominees shall be prepared according to the process set forth in Section 6.02 which may or may not include all nominations received.

6.02 NOMINATIONS.

Nominations for Executive Vice President, Councilors-At-Large, Secretary, and Vice president for membership, are to be submitted to the chair of the Committee on Nominations and Elections. Nominations may be made by any member in good standing and endorsed by one (1) additional member in good standing. The Committee on Nominations and Elections may solicit additional nominations to ensure that the slate reflects some breadth of disciplinary, geographical, and gender diversity. The nominee must consent to stand for office.

6.03 ELECTIONS.

The election for the positions of Executive Vice President, Vice President for Membership, Secretary, and Councilors-At-Large shall take place at the General Business Meeting of the Association in even numbered years. Election shall be by a plurality of votes cast for each office. The Committee on Nominations and Elections shall supervise the elections.

6.04 VOTING.

A member in good standing may have one vote in an election.

6.05 ASSUMPTION OF OFFICE.

Newly-elected and appointed members of the Executive Board shall take office on January 1 in the year immediately following their election or appointment.

ARTICLE VII: COMMITTEES

7.01 COMMITTEES OF THE EXECUTIVE BOARD.

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

ARTICLE VIII: MEETINGS OF MEMBERS

8.01 ANNUAL MEETING OF MEMBERS.

A meeting of the Association shall be held once every year. In even numbered years the meeting shall be held during the biennial conference of the Association. In odd numbered years the meeting shall be held during the biennial conference of the Association for Canadian Studies in the United States (ACSUS) or at another time and place as designated by the President with the approval of the Executive Board. Members of the Association in good standing shall receive notice as early as possible, but not less than sixty (60) days prior thereto. The mailing of the information to each Member at the address listed on the records of the Association shall constitute compliance with this section. The President and the Treasurer shall report during the meeting concerning matters of interest to the Association.

8.02 SPECIAL MEETINGS.

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

8.03 QUORUM.

One-fifth (1/5) of the Association membership shall constitute a quorum for the

transaction of business at a meeting of the Association; but if less than one-fifth (1/5) of the board members are present at the meeting; a majority of those present may adjourn the meeting without further notice.

ARTICLE IX: MEETINGS OF EXECUTIVE BOARD

9.01 MEETINGS OF THE EXECUTIVE BOARD.

A regular meeting of the Executive Board shall be held each year. These regular meetings shall be held as immediately preceding and at the same place selected for the annual meeting of the Association. All required notices shall be given at least sixty (60) days in advance of the meeting.

9.02 SPECIAL MEETINGS OF THE EXECUTIVE BOARD.

Special meetings of the Executive Council may be called by the Recording Secretary at the written request of the President and two (2) other members of the Executive Board. The Recording Secretary when required to call a special meeting of the Executive Board, may fix a place and time for the meeting in consultation with the President, giving all required notices at least thirty (30) days in advance of the meeting.

9.03 MAIL BALLOTING.

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

9.04 QUORUM.

Five (5) members of the Executive Board shall constitute a quorum for the transaction of business at a meeting of the board; but if fewer than five (5) of the board members are present at the meeting, a majority of those present may adjourn the meeting without further notice.

9.05 MANNER OF ACTING.

The act of a majority of the board members present at a meeting at which a quorum is present, or a majority of the full Board if a mail ballot question, shall be the act of the Executive Board, unless the act of a greater number is required by law or by these By-Laws.

9.06 PARLIAMENTARY AUTHORITY.

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

ARTICLE X: FINANCE

10.01 FISCAL YEAR.

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

10.02 ANNUAL REPORT.

The Executive Board shall cause a report of the activities of the Association to be prepared annually and sent to such persons as the Board shall determine.

10.03 DUES.

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

10.03 INCOME.

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

10.04 AUDIT.

The Executive Board shall make a biennial audit of Association financial records, in which task it shall employ a certified public accountant.

ARTICLE XI: EDITORS

11.01 APPOINTMENT.

(1) The Editor of the MANECCS NEWS & VIEWS shall be appointed by the Executive Board for a term of four (4) years.

(2) Editors of other publications, series, or special publications shall be appointed by the Executive Board for a period to be determined by the Executive Board at the time of appointment.

(3) The Editor of MANECCS NEWS & VIEWS shall be invited to attend the meetings of the Executive Board.

11.02 REPORTS.

The Editors of Association publications shall submit written biennial reports to the Executive Board, through the Secretary, in advance of the Executive Board meeting.

ARTICLE XII: BY-LAWS

12.01 The Executive Board shall adopt By-Laws for the conduct of the affairs of the Association not inconsistent with the Articles of Incorporation. The By-Laws may be adopted, repealed, or amended at any meeting of the Executive Board by the affirmative vote of eight (5) members of the Executive Board present at any meeting. The proposed amendment to the By-Laws shall have been filed in writing with the Secretary at least sixty (60) days prior to the meeting of the Executive Board and shall have been submitted by the Secretary promptly in writing to the Board.

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

ARTICLE XIII: AMENDMENTS TO ARTICLES OF INCORPORATION

13.01 The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Members of the Association provided that the proposed amendment shall have been filed in writing with the Secretary at least sixty (60) days prior to the annual meeting and shall have been submitted by the Secretary in writing promptly to the Executive Board, and the Executive Board shall have submitted the proposed amendment in writing to the membership together with its recommendation for approval or disapproval. The Executive Board of its own volition at any regular or special meeting may propose amendments for consideration by the membership.

ARTICLE XIV: DISSOLUTION

14.01 In the event of dissolution of the Association, the Executive Board shall dispose of all the Association's assets in such a way as to promote only such purposes as are exclusively educational, literary, or scientific within the meaning of Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter be amended.