

**CANADIAN ASSOCIATION OF LEARNED JOURNALS / L'ASSOCIATION
CANADIENNE DES REVUES SAVANTES
(ACRS / CALJ)**

BY-LAWS

ARTICLE I - Name and Office

1. The name of the organization shall be the Canadian Association of Learned Journals / L'Association canadienne des revues savantes, a not-for-profit, professional and scholarly association, which does not regulate the practice of its members.
2. The Head Office of the Association shall be located at the address of the Executive Director or of the President or at such other place as may be designated by the Board of Directors. The corporate seal will be retained at this location.

ARTICLE II - Purpose

1. To represent, develop and support the academic community of Canadian learned journals in disseminating original research and scholarly information, and to promote intellectual culture in Canada and internationally. To achieve this objective, the Association's activities shall include but not be limited to the following:
 - a) organize, on a regular basis, a forum in which issues concerning the editing and publication of learned journals may be addressed;
 - b) gather and circulate information on topics relating to the publication of learned journals (e.g. editorial procedures, production, distribution, funding);
 - c) convey the concerns of its members to the appropriate bodies (e.g. funding agencies, government departments, universities, associations) and take whatever other action the members deem appropriate with respect to these concerns; and
 - d) provide assistance and guidance to individuals or groups intending to found a new journal.

ARTICLE III - Membership

1. There shall be six classes of membership in the Association:
 - a) Canadian Journal Members. These shall be learned journals with their publisher, editor or managing editor affiliated with a university, scholarly society or other organization in Canada. Each journal is given the right to exercise one vote

b) Canadian Publishing and Education Organizations. These shall be organizations in Canada that have an interest in supporting the journal community and the objectives of the Association. In part this is intended to allow university presses and other organizations involved in publishing in Canada to join in addition to the journals that they publish or represent. Canadian Publishing and Education Organizations are given the right to exercise one collective vote on behalf of this category of membership.

c) Affiliate Member: Foreign Journals. These shall be journals that are not eligible to be Canadian Journal Members but that wish to join the CALJ community. This category of membership invites, in particular, journals from countries that do not have the support of national, scholarly publishing associations in their home country. Affiliate Member Foreign Journals are given the right to exercise one collective vote on behalf of this category of membership.

d) Affiliate Member: International Organizations. These shall be publishing industry organizations outside of Canada that have an interest in supporting journal publishing worldwide. Affiliate Member, International Organizations are given the right to exercise one collective vote on behalf of this category of membership.

e) Individual members: industry professionals. These shall be industry professionals in Canada, not affiliated with a journal, but providing professional publishing services (such as copy-editing, design, consulting, etcetera) to the learned journal community. Individual members are given the right to exercise one collective vote on behalf of this category of membership.

f) Individual members: students. These shall be students enrolled in an educational program in Canada, not affiliated with a learned journal, but having an interest in journal publishing. Student members are given the right to exercise one collective vote on behalf of this category of membership.

2. The criteria for the eligibility of all classes of membership shall be consistent with the objectives outlined in Article II. The Board of Directors is able to refuse membership to any individual or organization, if the Board deems that doing so is in the best interest of the Association.
3. Annual membership dues for each class will be reviewed from time to time by the General Assembly. Dues are payable at the beginning of each fiscal year (April 1). Notification of a change in membership fees must be sent to members by e-mail at least two months before the AGM. Changes must be approved by a majority vote at the AGM. Any member shall be required to resign on resolution passed by three-quarters of the votes cast at a General Assembly meeting.
4. The work of the Association shall be carried on without purpose of personal gain for its members, and any profit or other moneys accruing therefrom shall be used solely in promotion of the objective set out in Article II.

5. An unalterable provision of these by-laws is that members of the Association shall have no interest in the property and assets of the Association, and that, upon dissolution or winding up of the Association, any funds and assets of the Association remaining after satisfaction of its debts and liabilities shall be distributed to the recognized charitable organizations in a field of activity whose objectives most closely accord with those of the Association, as determined by its members at dissolution.

ARTICLE IV - Organization

The organizational structure of the Association shall consist of a General Assembly and a Board of Directors.

1. General Assembly

- a) The General Assembly shall meet at least once a year at its AGM, normally, at the time and place of the annual Congress of the Canadian Federation for the Humanities and Social Sciences.
- b) By resolution of the Board of Directors or following a request in writing from 10% of the voting members of the Association, the President shall call, for any purpose, special meetings of the General Assembly, in addition to the annual General Assembly meeting defined by this by-law. For all meetings, at least three weeks' notice, stating the business to be conducted, shall be given by the President in writing (including through an e-mail distribution list) to all members of the Association.
- c) The quorum at meetings of the General Assembly shall be 10 members of the Association in good standing. Routine business and special proposals shall be submitted to the General Assembly for approval by majority vote of those attending. When a quorum cannot be maintained, routine business may be carried out but special proposals must be submitted to the membership at large for approval by electronic ballot. The results of an electronic ballot shall be tabulated by counting all responses received within seven days following distribution of the ballot.
- d) Each voting member present at the General Assembly shall have one vote. A voting member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members. A majority of votes cast by the members present and carrying voting member rights, except where the vote or consent of a greater number of members is required by the Act or these by-laws.

2. Board of Directors

- a) The Board of Directors shall consist of: three table officers (President, Vice-President and Secretary-Treasurer); five elected Members-at-Large; and an Executive Director, who shall serve as a non-voting member. The Board of Directors will meet at least once a year, in person or through a teleconference. Preliminary discussions on agenda items should take

place by means of a Board of Directors e-mail distribution list. The quorum at meetings of the Board of Directors shall be four voting members.

b) The Board of Directors shall supervise the affairs of the Association, set the agenda of meetings of the General Assembly, and carry out the decisions of the General Assembly meetings. The Board of Directors shall have the power to decide on all matters of policy and practice concerned with the conduct of the affairs of the Association, except such matters as are specifically reserved for the General Assembly. The Board of Directors may appoint subcommittees consisting of Association members or other specialists to carry out its work within its mandate.

c) Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own neglect or default.

ARTICLE V - Officers

1. Nominations for a President-Elect and Secretary-Treasurer may be solicited by e-mail to registered members of the General Assembly two months before the AGM by the Executive Director on behalf of the Board of Directors, which will serve as a nominating committee. It will be the responsibility of this committee to ensure the linguistic, geographic, gender, and disciplinary balance of the slate of nominees to the Board of Directors.
2. The President shall be elected at the AGM for a non-renewable two-year term. In year one, the office of the Vice-President will be filled by the Immediate Past-President during the year following his or her presidency. In year two, the office of Vice-President will be filled by the President-Elect during the year preceding his or her presidency (total of four years of service). The Secretary-Treasurer shall be elected for a one-time renewable two-year consecutive term (total of four years of service), subject to the approval of the General Assembly at the AGM. Members-at-Large shall be elected for a once-renewable two-year consecutive term (total of four years of service). This system allows for overlapping of terms, and the individuals with the most seniority have less responsibility but ensure continuity.
3. The Executive Director will be appointed by the President, subject to the approval of the Board of Directors, for a period of one year in the first instance, and for such further periods of one year at a time that may be agreeable to all parties. The Executive Director will be compensated for services rendered by transfer according to terms approved by the Board of Directors.

4. The President and or Vice-President may withdraw from office by delivering a written resignation, due to illness or any other reason. The General Assembly may remove from office, for just cause, the President with a two-thirds mail-in ballot vote of registered members. The Board of Directors may remove other officers by a two-thirds vote of all voting members of the Board of Directors.
5. The office of a member of the Board of Directors shall be vacated
 - a) if a member of the Board of Directors resigns from the Council by delivering a written resignation;
 - b) if a member of the Board of Directors, through illness or other reasons, has failed to fulfill the functions of office for a period of six months; or
 - c) if, at a meeting of the General Assembly, a resolution is passed by two-thirds of the votes cast that a member of the Board of Directors be removed from office.
6. Vacancies on the Board of Directors occurring between AGMs of the General Assembly may be filled for the period remaining until the next AGM by the Board of Directors with an eligible member of the General Assembly.

ARTICLE VI - Members' Duties

1. The powers and duties of the General Assembly shall be as follows:
 - Receive the annual reports from the officers of the Association,
 - Decide on any matter referred to it for decision by the Board of Directors,
 - Discuss any matter that may be brought before it by any member,
 - Set up such standing and ad hoc committees of the Association as it sees fit, and
 - Decide on changes in the by-laws of the Association.
2. The powers and duties of the President shall be as follows:
 - Oversee the general management and supervision of the Association's activities according to the stated objectives of the Association and its by-laws;
 - Maintain communication with the Canadian Federation for the Humanities and Social Sciences and act as the Association's representative to its annual meeting held in Ottawa (unless someone else is designated by the Board of Directors to do so);
 - Maintain liaison with other learned associations and university administrations, as appropriate;
 - Supervise the work of the Executive Director, review the way the Association's files are organized and stored, review the quality of final print or electronic documents of the Association;
 - Promote the aims of the Association, which may include duties such as writing letters of support for developing programs and seeking funding;

- Maintain liaison with the Board of Directors to discuss the current and future orientation of the Association;
- Preside at meetings of the General Assembly and the Board of Directors.
- Supervise the development of the agenda for the Association's program at the annual Congress of the Canadian Federation for the Humanities and Social Sciences (one or two program days);
- Prepare an annual report for presentation at the AGM;
- Work with other members of the Board of Directors to promote the aims of the Association to represent, develop and support the academic community of Canadian learned journals in disseminating original research and scholarly information, and to promote intellectual culture in Canada and internationally; and
- Perform other related duties incidental to the work described herein.

3. The powers and duties of the Secretary-Treasurer shall be as follows:

- Oversee the work of the Executive Director in financial matters of the Association, including keeping the accounts, conducting membership recruitment and renewal campaigns, and preparing the annual financial report to be presented at the AGM;
- Supervise the keeping of the archives and the minute book by the Executive Director;
- After consultation with the President, prepare a yearly budget for the Association to be administered by the Executive Director, including a 5% threshold for additional spending as required; and
- Work with the President and the other members of the Board of Directors to promote the aims of the Association to represent, develop and support the academic community of Canadian learned journals in disseminating original research and scholarly information, and to promote intellectual culture in Canada and internationally.

4. The powers and duties of the Executive Director shall be as follows:

- Facilitate the work of the Board of Directors and assist it in monitoring that Association's activities are in accord with the stated objectives of the Association and its by-laws;
- Facilitate the work of the Board of Directors in preparing the program for the annual meetings at the Congress of the Canadian Federation for the Humanities and Social Sciences (one or two program days);
- Report to the President and be responsible for implementing standards in conformity with the Association's quality criteria;
- Collect the membership dues and perform regular bookkeeping duties under the supervision of the Secretary-Treasurer;
- Administer any additional sources of funds;
- Keep an up-to-date membership list, to be updated on the Association website as new members join the Association;
- Ensure that the Association's e-mail distribution list is maintained;
- Keep the minutes of meetings of the General Assembly and the Board of Directors;
- Act as archivist for information on the Association and member journals across the country and handle routine requests for information;

- Ensure the maintenance and functioning of the Association's Web site and make sure that it contains up-to-date information; and
 - Under the direction of the Secretary-Treasurer, administer the yearly budget for the Association and prepare annual cash flow and balance sheet reports for approval by the Secretary-Treasurer and presentation in the form of an annual financial report at the AGM.
5. The powers and duties of the Members-at-Large shall be as follows:
- Work with the President and the other members of the Board of Directors to promote the aims of the Association to represent, develop and support the academic community of Canadian learned journals in disseminating original research and scholarly information, and to promote intellectual culture in Canada and internationally;
 - Attend regular and special meetings of the Board of Directors, including those held electronically;
 - Monitor topics of interest to members of the Association and assist in the development of the program for the annual meetings at the Congress of the Canadian Federation for the Humanities and Social Sciences (one or two days); and
 - Provide consultation to Table Officers, the Executive Director, other Members-at-Large and other Association members, as requested.

ARTICLE VII - Fiscal Matters

1. The fiscal year of the Association shall commence on April 1 and terminate on March 31 of the following year.
2. The General Assembly shall, at each AGM, appoint an auditor to audit the accounts of the Association for the next AGM. The remuneration of the auditor shall be fixed by the Board of Directors.
3. Contracts, documents, applications or other instruments in writing requiring the signature of the Association shall be signed by the Executive Director and one Table Officer or other signing authority as appointed by the Board of Directors. Cheques shall be signed by the Executive Director and one member of the Board of Directors. The Board of Directors shall have power by resolution to appoint others to sign instruments in writing on behalf of the Association.

ARTICLE VIII - Rules and Regulations

1. The General Assembly and Board of Directors may establish such rules, regulations, procedures and amendments thereto, not inconsistent with the by-laws, relating to the management and operation of the Association as they deem expedient, but these shall have force and effect only until the next meeting of the General Assembly, when they shall be confirmed or, lacking confirmation, be discontinued.

ARTICLE IX - Amendments

1. Amendments to the by-laws may be initiated by the Board of Directors, which must notify members in writing at least two months before the AGM, which will be the time when by-law amendments may be considered. In order to be adopted, an amendment to the by-laws shall require the approval of at least 60% of those attending the AGM, and subsequent ratification through an e-mail ballot, again by a majority of at least 60% of those voting. Subject to the *Canada Corporations Act*, the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
2. Registered members may initiate by-law changes if 5% of the membership submits a written petition to the Board of Directors at least three months before the AGM.

ARTICLE X - Language

1. The official languages of the Association shall be English and French. Members of the Association may use English or French, and all official documents shall be in English and French. In all working instruments, English and French shall have equal status. When required, contracted translation services shall be included in the yearly budget.

June 2, 2003

Amended June 1, 2010