

**BLACK LAW STUDENTS' ASSOCIATION OF CANADA  
CONSTITUTION  
(as amended February 2001)**

Mindful of the presence of Black Law Students attending law schools and articling across the country, and determined to provide a forum for unity, encouragement and collective action by these students, and recognizing the benefits which a formal organization with an explicit constitution provides, we hereby establish the following Articles which shall be binding on the executive and members of the Black Law Students' Association of Canada.

**ARTICLE I**

**DEFINITIONS / INTERPRETATION**

"Annual Conference"	means the annual conference held by the Black Law Students' Association. It is intended that the Annual Conference be held during Black History Month (February);
"Association"	means the Black Law Students' Association of Canada;
"Board" or "Board of Directors"	means that committee comprised of the Executive, the Chairperson and Past President and the Chapter Representatives;
"Black Law Student"	means a law student registered at a Canadian law school, or articling in Canada, who self-identifies as black;
"By-Law"	means a motion approved by two thirds of the Executive and designated as a By-Law,
"Chapter"	means that group or club within a law school recognized by the Association as a Chapter. It is intended that each Canadian law school shall have one Chapter;
"Designated Signing Officer"	means that Executive member designated by the President and the Treasurer to be the third signing officer,
"Executive"	means those eleven members elected at the General Meeting to hold office, or appointed by the Board of Directors to fill a vacancy, and the Chairperson;
"Member"	Means a member of the Association;

## **MEETINGS**

- "Executive Meeting": means a meeting of a majority of the Executive;
- "Board Meeting": means a meeting of the Board of Directors. It is intended that Board Meetings occur at least four times per year. Suggested dates for Board Meetings are: May, July, September and November;
- "General Meeting": means the full membership meeting held at the annual conference of the Association;
- "In Camera Meetings": means a meeting of the Executive, and any other persons the Executive deems necessary, to conduct special business. Minutes of In Camera meetings shall be kept confidential to the Board of Directors;

## **ARTICLE II**

### **OBJECTIVES AND PURPOSE**

1. The Black Law Students' Association of Canada (hereinafter referred to as BLSAC -pronounced bol'sak) is a national organization created:
  - (a) to promote the welfare and interests of the members of BLSAC and to provide services, activities, publications and facilities which address black students' needs and objectives;
  - (b) to articulate and promote the professional needs and goals of black law students;
  - (c) to foster and encourage professional competence;
  - (d) to focus upon the relationship of the black lawyer to the Canadian legal system;
  - (e) to instill in the black law student and black lawyer a greater awareness and commitment to the needs of the black community;
  - (f) to influence law schools, legal fraternities and associations to utilize their expertise to initiate a change within the legal system that will make it more responsive to the needs and concerns of the black community;
  - (g) to enhance the political, cultural, legal, social and economic consciousness of the members;

- (h) to procure increased access for black students in legal education;
- (i) to work with other organizations with similar goals;

### **ARTICLE III**

#### **MEMBERSHIP**

1. The Association shall have four categories of members: voting, associate, alumni and honorary.
2. All members of the Association shall be entitled to:
  - (a) participate in the General Meeting of the Association; and
  - (b) attend all regular and special meetings of the executive, except those designated by the executive as In Camera meetings;
3. Any Canadian black law student or articling student who is interested in furthering the objectives of the Association may become a **voting** member by sending an application to the Association with the relevant fees, provided that his or her request for membership is accepted by the Board of Directors. A person need not be a member of a Chapter in order to be a **voting** member of the Association.
4. Voting members of the Association shall be entitled to:
  - (a) vote at General Meetings, in elections and on referenda and recall of the Association;
  - (b) propose or second amendments to this constitution;
  - (c) stand for election as a Chapter Representative for their law school;
  - (d) stand for election or hold office on the Executive; and
  - (e) participate in all events or activities sponsored by the Association.
5. Any judge, lawyer, professor, practicing or teaching in Canada, or other person who is approved by the Board of Directors may be appointed an **ASSOCIATE MEMBER** of the Association. Any such appointment by the Board must be subject to acceptance by that person. Associate members shall not vote.
6. Any person, regardless of whether or not they are involved in the legal profession, may be appointed an **HONOURARY MEMBER** by the Board of

Directors. Any such appointment by the Board must be subject to the acceptance by that person. Honourary members shall not vote.

7. Any person who has graduated from a Canadian law school and who was formerly a voting member of BLSAC may become an **ALUMNI** by sending an application to the Association, provided that his or her request for membership is accepted by the Board of Directors. Alumni members shall not vote.

#### **ARTICLE IV**

##### **THE STRUCTURE**

1. The Board of Directors of BLSAC is the governing body of the organization and is comprised of the eleven officers elected at the General meeting, the Chairperson and one representative from each Canadian Law School (Chapter Representative).
2. The Board of Directors of BLSAC shall be the legislative body of the organization and:
  - (a) shall recommend general policy;
  - (b) may propose and enact legislation; and
  - (c) shall act as the final directive body for the implementation of executive legislation and policies, this constitution and all By-Laws appended hereto.
3. The following shall be non-voting delegates of the Board of Directors:
  - (a) a black law faculty member,
  - (b) a representative from any provincial Black Lawyers' organization in Canada;
  - (c) the past president of the Association;

#### **ARTICLE V**

##### **VOTING**

1. Voting at the General Meeting shall be done by a show of hands. There shall be one vote per person. The Executive and Chapter Representatives shall have one vote per person.
2. Voting at Board Meetings shall be done by a show of hands. The Executive and Chapter Representatives shall have one vote per person.

3. Voting at In Camera Meetings shall be done by a show of hands or by secret ballot as the Executive may elect. Executive Members shall have one vote. No one else may vote at an In Camera Meeting.
4. Proxy:
5. Substitutions:

## **ARTICLE VI**

### **MINUTES**

1. Minutes of the General Meeting, Board Meetings and all other meetings, except In Camera meetings, shall be made available to any **Voting** Members of the Association.
2. Minutes of In Camera meetings shall be kept confidential and are to be for the reference of the **Board of Directors** alone.

## **ARTICLE VII**

### **THE EXECUTIVE**

1. The Executive shall be the executive body of the Association and:
  - (a) shall implement general policy;
  - (b) may propose and enact legislation;
  - (c) is charged with the day-to-day functioning of the Association;
2. The Executive shall be comprised of the following positions:

President  
Vice President Western Region  
Vice President Central Region  
Vice President Quebec  
Vice President Atlantic  
Francophone Representative  
Secretary  
Treasurer  
External Affairs Officer  
National Articling Representative  
National Mentorship Representative  
Chairperson

3. The Executive positions, with the exception of the Chairperson, shall be filled by election at the General Meeting.
4. In the event that a vacancy becomes available on the Executive that, vacancy will be filled by appointment, at a Board Meeting, by the Board of Directors.
5. All Executive Officers must be Voting Members of the Association.

## **ARTICLE VIII**

### **POWERS OF THE EXECUTIVE**

1. The Executive shall be empowered to enforce the Articles of this Constitution.
2. The Executive shall be further empowered:
  - (a) to enact, amend, repeal and enforce By-Laws within the provisions and spirit of this Constitution;
  - (b) to raise funds for the proper functioning of the Association;
  - (c) to administer all funds accruing to the organization and to engage in any legal or commercial undertaking necessary to achieve the objectives or purpose of the Association;
  - (d) to create boards, commissions, committees, etc., of the Association, to delegate representatives to serve on other bodies and to provide for the appointment of the members of these boards, commissions and committees and to delegate subordinate powers to any such body, and representative while retaining the right of ultimate control;
  - (e) to call meetings of the Association;
  - (f) to employ personnel, provide for their remuneration and define their responsibilities;
  - (g) to provide for the maintenance of Association property and facilities required for the furtherance of the objectives and purposes of the Association;
  - (h) to represent, or make statements on behalf of, the Association at official functions and on public occasions, upon approval of the president or the Board;

## **ARTICLE IX**

### **DUTIES AND QUALIFICATIONS OF THE EXECUTIVE AND CHAPTER REPRESENTATIVES**

1. The 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) call and preside over meetings;
  - (c) 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;
  - (d) maintain contact with the Executive of the various Chapters;
  - (e) submit a written report outlining the events of his or her year's tenure and recommendations for consideration by the succeeding Executive;
  - (f) in conjunction with the Past President, prepare a Conference Report outlining the events of the preceding General Meeting;
  - (g) keep files of all minutes of Meetings, including In Camera Meetings, and such other matters or records as may be of permanent value to the Association;
  - (h) be one of the three signing officers, two of whom are required for the endorsement of all cheques and other financial instruments;
  - (i) prepare a written report at the end of his or her term and submit the report to the Secretary;
  - (j) discharge any additional duties as set out in the By-Laws.
  
2. The Vice Presidents shall:
  - (a) exercise the powers of and be charged with the duties of the President in the absence of the President;
  - (b) in cooperation with the President, be responsible for activities of boards, commissions and committees established by the Executive;

- (c) in the absence of the President exercise all the powers of the President Pro tempore;
  - (d) sit as a member of the Canadian Bar Association - Law Student Division Board of Government,
  - (e) prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
  - (f) discharge any additional duties as set out in the By-Laws;
3. The Francophone Representative shall:
- (a) be responsible for membership outreach and development in Universities with legal programs in the French language,
  - (b) coordinate all French language services and programs offered by the Association;
  - (c) prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
  - (d) have the full powers of a regional vice president;
  - (e) discharge any additional duties as set out in the By-Laws;
4. The Secretary shall:
- (a) maintain a current, authoritative copy of the Constitution and By-Laws of the Association and any amendments thereto;
  - (b) be responsible for matters concerning the Association excepting those matters specifically made the responsibility of another member of the Executive;
  - (c) keep minutes of meetings of the Association in a form approved by the Executive;
  - (d) mail copies of minutes of the meetings of the Association, except In Camera meetings, to appropriate persons;
  - (e) prepare a written report at the end of his or her term and submit the report to the Board of Directors;
  - (f) discharge any additional duties as set out in the By-Laws.

5. The 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) present a written report on the financial status of the Association to the Board at least once each semester;
- (d) be one of the three signing officers, two of whom are required for the endorsement of all cheques and other financial instruments;
- (e) advise the Executive on financial matters;
- (f) be a member of any commission or committee involved in the financial affairs of the Association, including, but not limited to, any Fundraising Committee;
- (g) shall hold office from the first day of June until the last day of May during the year of their office. It is intended that the books be transferred to the incoming Treasurer at the end of May in order to facilitate the completion of the General Meeting bookkeeping and provide adequate time for a professional audit to be completed before the carriage of the books is transferred. It is further intended that from the date of the election at the General Meeting (February) until the date of transfer of the books (June 1st) that the Treasurer and the incoming Treasurer will communicate and work together in order to ensure a smooth transition of the Associations financial affairs;
- (h) prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
- (i) discharge any additional duties as set out in the By-Laws.

6. The External Affairs Officer shall:

- (a) be responsible for keeping the Association active in the community and act as a liaison between the Association and the Community;
- (b) assist in the implementation of community programs and monitor already existing programs in order to facilitate the problem solving aspects of the Association;

- (c) be responsible for headlining lobbies by the Association;
- (d) be responsible for all media communications; and
- (e) prepare a written report at the end of his or her term and submit the report to the President and the Secretary,
- (f) discharge any additional duties as set out in the By-Laws.

7. The Chairperson shall:

- (a) be recommended by the President, and approved by the Board of Directors;
- (b) preside over all Association meetings or delegate another person to chair meetings in his or her absence with the approval of the President;
- (c) only have a vote at Executive or Board Meetings in the event of a tie;
- (d) discharge any additional duties as set out in the By-Laws;

The Chairperson shall not have a vote at Board Meetings except as provided for in subparagraph 7(c) above.

8. The National Articling Student Representative shall:

- (a) be responsible for membership outreach and development of all articling students;
- (b) facilitate the entry of black Law Students into the legal profession by acting as a liaison with Law Societies, Governments, Law Schools, community groups, and others;
- (c) prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
- (d) discharge any additional duties as set out in the By-Laws.

9. The National Mentorship Representative shall:

- (a) be responsible for membership outreach and development of programs with relation to undergraduate and high school students;
- (b) facilitate the entry of pre-law students into Canadian law schools and follow up on their progress;

- (c) prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
  - (d) discharge any additional duties as set out in the By-Laws.
10. Chapter Representatives shall:
- (a) be elected during the month of February or March. Chapter elections may take place at a regular meeting of the Chapter or at the General Meeting.
  - (b) facilitate communication between the Board and members of the Chapter he or she represents;
  - (c) prepare a written report at the end of his or her term and submit the report to the President and the Secretary;
  - (d) discharge any additional duties as set out in the By-Laws.

## **ARTICLE X**

### **MEETINGS**

1. All meetings of the Association shall be conducted in accordance with the rules and guidelines as prescribed in Roberts' Rules of Order. In addition, it is intended that:
- (a) all Association meetings be presided over by the Chairperson, or someone delegated to chair that meeting;
  - (b) as long as quorum requirements are met, a majority vote of those present at any meeting shall carry on all issues within the jurisdiction of that meeting;
2. BOARD MEETINGS
- (a) there shall be at least one Board Meeting per semester,
  - (b) notice of a Board Meeting may be given in writing or by telecommunication to each Board Member. It is suggested that notice be given at least two weeks in advance;
  - (c) the Executive has the authority to advance or delay a Board meeting, where it deems necessary;

3. EXECUTIVE MEETINGS:

- (a) the Executive will hold regular and frequent (at least once per month) teleconference meetings on dates and at times to be agreed upon by the Executive. These teleconference meetings are to be subject to the approval of the Treasurer, such approval only to be withheld for financial reasons;

4. GENERAL MEETING:

- (a) there shall be a General Meeting of the full membership held at the annual conference of the Association.
- (b) the General Meeting should take place during the month of February, Black History Month;

**ARTICLE XI**

**COMMITTEES**

1. Standing Committees:

- (a) Standing Committees are permanent committees of the Association, the coordinator(s) of which are appointed by the Executive;

2. Ad-Hoc Committees:

- (a) Ad-Hoc Committees are "once only" committees created to complete a special task, and shall dissolve once that task has been completed;
- (b) may be appointed from time to time by the Executive to deal with specific issues;
- (c) shall be subject to clearly defined terms of reference and tenure;

**ARTICLE XII**

**ELECTIONS**

- 1. The eleven executive positions shall be elected by the **voting** membership through democratic vote at the annual General Meeting.
- 2. Voting for the Executive elections shall be by secret ballot.
- 3. The newly elected Executive will take office after being sworn in at the Joint Executive Meeting to be held at the end of the General Meeting.

4. VACANCIES

- (a) notice of any vacancies on the Executive shall be communicated to all **voting** members through the Chapter Representatives;
- (b) those **voting** members interested in being considered as candidates to fill a vacancy on the Executive shall communicate their interest to the President or the Secretary in writing. Such communication to be in the form from time to time directed by the Board of Directors;
- (c) any vacancies that occur on the Executive shall be filled by appointment by the Board of Directors.

5. Resignations by any Board Member shall be communicated in writing to the Board of Directors.

6. DISMISSALS

**ARTICLE XIII**

**FINANCE**

The financial affairs of the Association shall be conducted in accordance with the following:

- 1. Sources of funding for the Association will include Association events, Chapter levies and other contributions.
- 2. The Association is to carry on its operations without financial gain to its members and any profits or other accretations to the Association are to be used in promoting its objectives.
- 3. The official signatures of the Association for all financial transactions shall be any two of the three signing officers, namely the President, the Treasurer or the Designated Signing Officer.
- 4. In all cases the Treasurer must be notified and give approval prior to any financial transactions being carried out.
- 5. The books of the Association shall be audited during the month of May each year. Following such audit the books will be transferred from the Past Treasurer to the Treasurer elected at the prior General Meeting.

## **ARTICLE XIV**

### **GENERAL GUIDELINES**

1. The Constitution shall be updated and reviewed when necessary.
2. Each Executive Officer is required to provide the Association with a written report containing, but not limited to, the following:
  - (a) a detailed description of their executive office and the responsibilities they assumed during their term;
  - (b) their comments or concerns respecting the administration or functioning of the Association;
  - (c) recommendations to the Association and to the person newly elected to hold that office.
3. All members of the Association are requested and encouraged to guard against the misuse of the Association's name and or its programs.
4. No correspondence shall be sent out in the name of the Association without the knowledge and consent of the Executive.

## **ARTICLE XV**

### **EXECUTIVE ACCOUNTABILITY GUIDELINES**

1. All members of the Executive are responsible to the voting members of the Association for all actions relating to their role as elected Executive Officers. At no time should major commitments be made or programs initiated without the knowledge and consent of the voting members.
2. Removal/Replacement
  - (a) There are three grounds on which BLSAC Executive Members may be removed from office and replaced. Those grounds are as follows:
    1. lack of attendance at meetings of the executive;
    2. failure to complete assigned tasks within a reasonable time;
    3. acting in a manner contrary to the mandate, purpose, objects or best interests of the organization.

- (b) Whenever removal is contemplated, written notice will be sent to that member by the President, and they will be given an opportunity to respond.
- (c) Unless otherwise noted, removal will be effective on agreement of a majority of the executive.
- (d) Upon removal of an executive member, the vacant position will be filled according to constitutional provisions.

3. Attendance

- (a) Executive members are required to attend all Board Meetings, including both the monthly conference calls, and the quarterly in-person meetings. This duty is subject to extenuating circumstances.
- (b) Where an executive member is not able to attend a meeting, they are required to give notice to the rest of the executive by way of the Secretary.
- (c) Where an executive member has missed 2 consecutive meetings of the Board, they will be sent a written notice by the President or a delegate thereof of their impending removal from the Executive. They will then have the opportunity to explain their absence to the executive's satisfaction. If they have not explained their absence, and are not present at the next executive meeting, removal will take effect.

4. Assigned Tasks

- (a) Executive members will take on and/or be assigned various tasks. They will be expected to provide a deadline within which each task will be completed.
- (b) Executive members will be provided with a list of all the tasks they have committed themselves to accomplishing soon after the meeting at which the undertaking was given.
- (c) If any member has not completed or made reasonable efforts to complete the task by the next meeting after the set deadline, they are subject to removal from the executive.
- (d) On agreement of a majority of executive members, the failure of the member to complete assigned tasks may be excused where there are extenuating circumstances.

5. Conduct Unbecoming BLSAC

- (a) All executive members are expected to act in keeping with the mandate, purpose, objectives and best interests of BLSAC, and not to bring the organization into disrepute.
- (b) Where 2/3 of the remainder of the executive finds that an executive member has acted in a manner contrary to the mandate, purpose, objectives or best interest of BLSAC, they may remove that member from their position.
- (c) The mandate, purpose, objectives and best interests of BLSAC will be determined by reference to this Constitution, and to the mandate and priorities set by the executive at the beginning of their term.

6. Fine and Penalties

- (a) Executive members absent from conference calls without prior notice will be required to pay a fine assessed by BLSAC for the cost incurred for the missed call. They will have the opportunity to explain their absence to the executive's satisfaction to prevent the application of a penalty.

**ARTICLE XVI**

**AMENDMENTS**

- 1. Any motion to amend the Constitution must be submitted to the Board of Directors four weeks prior to the General Meeting, and be circulated to the membership two weeks prior to the General Meeting at which the motion will be put forward for discussion.
- 2. In any voting, all eligible members of the Association will be allowed to take part.
- 3. A two third majority vote of those voting members present will be the deciding factor on motions to amend the Constitution.