

CONSTITUTION AND BYLAWS OF  
ALBERTA SCHOOL COUNCILS' ASSOCIATION

**CHARTER OF THE ASSOCIATION**

**Mission**

**The Alberta School Councils' Association (ASCA) will engage and support parental involvement in public education through school councils, and direct parental views and voice into the education system.**

Core elements of the mission:

1. Parents have a voice through their school council and at general meetings of the ASCA. Their collective voice creates a larger, politically important provincial consensus on education issues.
2. ASCA works with parents of students, school administrators, teachers and staff, school boards and other education partners to promote and assist school council formation and success.
3. ASCA enhances the effectiveness of, and acts as a resource for, school councils and parents, supporting them in fulfilling their role.

**Vision**

**An effective school council in every Alberta school.**

Core elements of the vision

1. ASCA will be seen as the primary, credible source of information and support for parents, school councils, teachers, principals, superintendents, trustees, Alberta Education and education partner organizations.
2. ASCA will be seen as the primary source for information on, and support of, school councils and parents in public education, providing:
  - a. The parents' perspective on education issues
  - b. Advice and information on school council roles and responsibilities
  - c. Skill development opportunities for school council effectiveness
  - d. Resources and support for school council participants in order to increase their knowledge of, and contribution to, Alberta's public education system.
3. Parents and communities will be integrated throughout the public education system as valued, respected and vital learning partners.
4. Parents, through school councils, will influence decisions for public education in Alberta.

## Values

### Respect:

- For all individuals within the Association
- For diverse views and beliefs
- For education partnerships

### Honesty and Truthfulness:

- In dealings with members and one another
- In open, clear communication
- In dealings with partners

### Integrity:

- In all endeavours, to operate above reproach in actions and in words
- In building trust and trustworthiness

### Teamwork:

- In working together for common good
- Within and between ASCA Board of Directors and staff
- With the membership
- With education partners

## Principles

*The ASCA will adhere to and support its values by being adaptable, responsive,-responsible and collaborative in all its dealings.*

1.1 The Association

The name of the Association is the "ALBERTA SCHOOL COUNCILS' ASSOCIATION," which may also be known or referred to as the ASCA or the Association and its operations shall be carried on throughout the Province of Alberta.

1.2 The Bylaws

The following articles set forth the Bylaws of the Alberta School Councils' Association.

ARTICLE 2- DEFINING AND INTERPRETING THE BYLAWS

2.1 Definitions

In these Bylaws, the following words mean:

- 2.1.1 **Act** - the Societies Act R.S.A. 2000, c.S-14 as amended, or any staff
- 2.1.2 **Advisor** – any individual identified by the Board to assist them in their work
- 2.1.3 **Annual General Meeting** - the annual general meeting (AGM) described in Article 4.1.
- 2.1.4 **Appointed Director** - a Director appointed by the Board of Directors.
- 2.1.5 **Association** - the Alberta School Councils' Association.
- 2.1.6 **Board** - the Board of Directors of this Association.
- 2.1.7 **Board Meeting** - a meeting of the Board of Directors of this Association.
- 2.1.8 **Bylaws** - the Bylaws of this Association.
- 2.1.9 **Conflict of Interest** – applies to an individual who has the ability to influence or impact decisions of the Board in which s/he has a financial or material interest.
- 2.1.10 **Director** - any person elected or appointed to the Board of Directors, including the President and Vice President.
- 2.1.11 **Executive Director** - Chief Administrative Officer hired by the Board of Directors.
- 2.1.12 **General Meeting** - the meeting of the membership.
- 2.1.13 **Majority** - more than half the votes cast.
- 2.1.14 **Member** - as described in Article 3.
- 2.1.15 **Parent** – as defined in Section 1&2 of the Alberta School Act.
- 2.1.16 **Past-President** -outgoing President.
- 2.1.17 **Proxy Voting** -a Member School Council appointed Voting Delegate registered to attend the same Annual General, Regular General or Special General meeting, to vote on the Member School Council's behalf.
- 2.1.18 **Register of Members** - the register maintained by the Board of Directors containing the names of the Members of the Association.

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- 2.1.19 Registered Office** - the registered office for the Association.
- 2.1.20 School Council** - as described in the School Act S. 22.
- 2.1.21 School Council Member** - A Member of a School Council, as defined by the School Councils Regulation.
- 2.1.22 Special Meeting** - the special general meeting described in Article 4.3.
- 2.1.23 Special Resolution** - a special resolution as defined in the Societies Act.
- 2.1.24 Term of Office** –the period of time a person serves on the Board
- 2.1.25 Voting Delegate** - a Parent designated by their School Council to vote at a meeting of the Association with signed credentials.
- 2.1.26 Voting Membership** - Member School Councils in good standing

## 2.2 Interpretation

The following rules of interpretation are to be applied in interpreting these Bylaws:

- 2.2.1 Singular and plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Masculine and feminine:** words indicating the masculine gender also include the feminine gender and vice-versa.
- 2.2.3 Headings** are for convenience only. They do not affect the interpretation of these Bylaws.

## ARTICLE 3 - MEMBERSHIP

### 3.1 Classification of Members

There are four categories of Members:

#### 3.1.1 School Council

The School Council, as a whole, is the Member. All School Council Members are eligible to attend ASCA events.

#### 3.1.2 Individual Parent

A Parent whose child or children are receiving or have received education through Alberta's public education system may be an Individual Parent Member.

Any individual who holds membership in another provincial education association representing school trustees or school boards, superintendents, school business officials, professional teachers, or other school staff is ineligible for Individual Parent Membership. Individual Parent Members are eligible to attend ASCA events.

#### 3.1.3 Honourary Life

An Honourary Life Member will be an individual recognized by the Board for their service to the organization. Honourary Life Members are eligible to attend ASCA events.

### **3.1.4 Associate**

Any organization, as a whole, with an interest in the K-12 education system and the work of the ASCA may become an Associate Member through application and approval by the Board. Associate Members are eligible to send representatives to attend ASCA events.

### **3.2 Admission of Members**

Any School Council, Individual Parent or organization may become a Member in the appropriate category by meeting the requirements.

### **3.3 Membership Fees**

**3.3.1** The membership year is July 1 to June 30.

**3.3.2** The Board shall establish the membership fee for all categories and inform all Members.

**3.3.3** The Board may reduce or exempt any membership fee.

**3.3.4** The Board may refuse to accept a payment of a membership fee if a Member's actions fail to meet the criteria for a Member in good standing.

**3.3.5** The School Council pays an annual membership fee, or is included within a divisional sponsorship fee.

**3.3.6** Individual Parent Members pay an annual membership fee.

**3.3.7** Honourary Life Members pay no annual membership fees.

**3.3.8** Associate Members pay an annual membership fee.

**3.3.9** In order for a Member School Council Delegate to vote, all membership fees are due and payable no later than the Annual General Meeting registration deadline.

### **3.4 Member in Good Standing**

A Member is in good standing when:

**3.4.1** The Member has paid membership fees or other required fees to the Association; and

**3.4.2** The Member acts in support of the Association's Mission, Vision, Values and Principles.

### **3.5 Suspension of Membership**

**3.5.1** The Board, at a Special Board Meeting called for that purpose, may suspend a membership for not more than Three (3) months if the Member (or their authorized delegate,) has failed to abide by ASCA Bylaws, or has acted in a manner detrimental to the Association or contrary to its Mission, Vision, Values and Principles.

**3.5.2** The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended. The Member will receive at least Two (2) weeks' notice before the Special Board Meeting.

**3.5.3 Decision of the Board**

**3.5.3.1** The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

**3.5.3.2** The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

**3.5.3.3** The Board may exclude the Member from its discussion of the matter.

**3.5.3.4** The decision of the Board is final.

**3.6 Termination of Membership**

**3.6.1** Any Member may resign from the Association by sending or delivering a written notice to the President of the Association.

**3.6.2** The Board, at a Special Board Meeting called for that purpose, may expel a Member if the Member (or their authorized delegate,) has failed to abide by ASCA Bylaws, or has acted in a manner detrimental to the Association or contrary to its Mission, Vision, Values and Principles.

**3.7 Limitation on the Liability of Members**

No Member is liable for any debt or liability of the Association.

**ARTICLE 4 - MEETINGS OF THE ASSOCIATION**

All meetings shall be conducted in accordance with the ASCA Bylaws and Robert's Rules of Order.

**4.1 Annual General Meeting**

**4.1.1** The Association shall hold its Annual General Meeting each year, in Alberta. The Board sets the place and time of the meeting.

**4.1.2** A notice will be sent to each Voting Member at least Sixty (60) days before the Annual General Meeting. This notice states the place, date, and time of the Annual General Meeting.

**4.1.3** The Annual General Meeting deals with the following matters:

**4.1.4** Adopt the agenda;

**4.1.5** Adopt the minutes of the last Annual General Meeting;

**4.1.6** Consider the President's report;

**4.1.7** Review the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;

**4.1.8** Appoint the auditors or delegate the Board to do such;

**4.1.9** Elect the President, Vice President and Directors to the Board;

**4.1.10** Consider matters and resolutions included with the meeting notice.

## 4.2 Regular General Meeting

**4.2.1** A Regular General Meeting of the Association may be called at any time by the Board for the conduct of any program or business.

**4.2.2** Notice for meetings shall be sent to Voting Members and the Board, at least Twenty-One (21) days prior.

## 4.3 Special General Meeting

**4.3.1** A Special General Meeting of the Association shall be called by the Board, upon receipt of a request by Ten (10) percent of the Voting Membership, or Ten (10) percent of the Voting Delegates present at a Regular General Meeting or an Annual General Meeting of the Association, or Fifty (50) percent of currently serving Board members or the President setting forth the purpose and reasons for calling such meeting, which shall be stated in the notice of meeting. No other business may be transacted at such a Special General Meeting.

**4.3.2** Notice for meetings shall be sent to Voting Members and the Board, at least Twenty-One (21) days prior.

## 4.4 Participants

**4.4.1** Any Member in good standing may register delegates/a representative to attend all meetings of the Association.

**4.4.2** Attendees other than Voting Delegates and member representatives require permission of Two-Thirds (2/3) of the Voting Delegates and member representatives present to address the General Meeting.

## 4.5 Quorum

The quorum at any General Meeting shall be One-Quarter (1/4) of the Voting Delegates in attendance.

## 4.6 Presiding Official

**4.6.1** The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President. The role of Chair may be delegated, for specific portions of General Meetings, in order to facilitate the business of that meeting (e.g., Resolutions Chair at AGM.)

**4.6.2** If neither the President nor Vice-President is present within One-Half (1/2) hour after the set time for the General Meeting, the Voting Delegates present choose One (1) of the Board Members to chair.

## 4.7 Adjournment

**4.7.1** The President, or duly delegated Chair, may temporarily adjourn and later reconvene any General Meeting with the consent of the Voting Delegates.

**4.7.2** The reconvened General Meeting conducts only the unfinished business from the initial meeting.

## **4.8 Voting**

### **4.8.1 Eligible Voters**

**4.8.1.1** A Member School Council in good standing is eligible to nominate one of its Parent members to act as a Voting Delegate at Regular General, Special General and Annual General Meetings of the Association. Member School Councils hold One (1) vote per council.

**4.8.1.2** Individual Parent, Honourary Life and Associate Member representatives are ineligible to vote.

### **4.8.2 Voting Options**

**4.8.2.1** Business shall be decided with a show of delegate cards, or by secret ballot

**4.8.2.2** Five (5) Voting Delegates may request a secret ballot vote. In such case, the President or the presiding official may set the time, place and method for a ballot vote. The result of the ballot is considered final.

**4.8.2.3** Voting Delegates may withdraw their request for a secret ballot vote.

**4.8.2.4** A Member School Council may appoint a Voting Delegate from another Member School Council to act as its proxy at an Annual General, Regular General or Special General Meeting.

**4.8.2.S** A Voting Delegate can only represent a total of Five (5) Member School Councils.

### **4.8.3 Decisions**

A majority of the votes of the Voting Delegates present decides each issue and resolution, unless the issue is a Special Resolution, which requires a vote of not less than Seventy-Five (75) percent of those Voting Delegates present.

## **ARTICLE 5 - GOVERNANCE OF THE ASSOCIATION**

### **5.1 The Board of Directors**

The Board governs the affairs of the Association.

#### **5.1.1 Powers and Duties of the Board**

The Board has the powers of the Association, except as stated in the Societies Act. The Board:

**5.1.1.1** Abides by the Code of Conduct

**5.1.1.2** Abides by the Oath of Office;

**5.1.1.3** Sets goals and strategies for the Association;

**5.1.1.4** Promotes membership in the Association;



- 5.1.1.5** Communicates with the Minister of Education;
- 5.1.1.6** Liaises with other education stakeholders;
- 5.1.1.7** Communicates on a regular basis with the membership;
- 5.1.1.8** Communicates on a regular basis with school council networks
- 5.1.1.9** Hires an Executive Director to manage the Association;
- 5.1.1.10** Sets Executive Director limitations;
- 5.1.1.11** Maintains and protects the Association's assets and property;
- 5.1.1.12** Approves an annual budget for the Association;
- 5.1.1.13** Approves financial operations of the Association, and invests borrows or raises monies;
- 5.1.1.14** Makes policies for governing The Association;--<---
- 5.1.1.15** Appoints legal counsel and/or advisors as necessary;
- 5.1.1.16** Makes policies, rules and regulations for managing the Association and uses its facilities and assets;
- 5.1.1.17** Sells, disposes of, or mortgages any or all of the property of the Association;
- 5.1.1.18** Without limiting the general responsibility of the Board, delegates its powers and duties to the President or the Executive Director of the Association.

## **5.2** Composition

The Board of Directors consists of a maximum of Twelve (12) elected persons: A President, Vice President and up to Ten (10) Directors, and may include an Immediate Past President if the immediate outgoing President seeks affirmation in that position.

## **5.3** Election of the Board of Directors

**5.3.1** At the Annual General Meeting, based on the prescribed Terms of Office, Voting Delegates elect the President, the Vice President and Five (5) Directors by secret ballot vote and may affirm a Past President by secret ballot vote.

### **5.3.2** Terms of office:

**5.3.2.1** The President and Vice President each serve a term of approximately Two (2) years, ending at the second next AGM.

**5.3.2.2** A Past President, if affirmed, will serve from election of a new President for approximately One (1) year ending at the next AGM.

**5.3.2.3** Elected Directors serve for a term of approximately Two (2) years, ending at the second-next AGM.

**5.3.2.4** A Director identified to fill a vacancy will serve for up to One year, (1) from appointment by the Board, until the next AGM.

**5.3.2.5** A Director whose child/ren exit the public education system during the Director's Term of Office is eligible to complete the term to which he/she is elected.

**5.3.2.6** A President, Vice President may be elected to a maximum of Two (2) consecutive terms in each position and a Director may be elected to Three (3) consecutive terms in the Director position.

**5.4 Eligibility:**

**5.4.1** Directors shall not hold more than One (1) position on the Board of Directors at a time.

**5.4.2** To run for a position as President, Vice-President or Director a candidate must disclose to the membership his/her affiliation in another education organization.

**5.4.3** To run for a position as President, Vice-President or Director, a candidate must be from a Member School Council that is a member in good standing and the candidate cannot be in a conflict of interest position.

**5.4.4** To run for President, a candidate must have served Two (2) years on the Board in an elected position.

**5.4.5** To run for Vice President, a candidate must have served One (1) year on the Board in an elected position.

**5.4.6** To be affirmed in the position of Past President, the individual must be the immediate outgoing President.

**5.4.7** Individual Parent, Honourary Life and Associate Members are not eligible to run for President, Vice President or Provincial Director.

**5.5 Resignation, Vacancy or Removal of a Director:**

**5.5.1** A Director may resign from office by giving One (1) month notice in writing. The resignation takes effect no later than the end of the month notice, or, if the resignation is accepted earlier, on the date the Board accepts the resignation.

**5.5.2** If there is a vacancy on the Board, the Board may appoint a parent from a Member School Council to fill that vacancy until the next Annual General Meeting.

**5.5.3** Any Director of the Board, upon a Two-Thirds (2/3) vote of Board Members at any Regular or Special Meeting of the Board for which Thirty (30) days' notice of intent has been given, may be removed from office for cause as defined by Two-Thirds (2/3) Board members present at that meeting.

**5.5.4** For clarification and without limiting the generality of the foregoing, "removal for cause" shall mean: Being convicted of an indictable offence or offence involving abuse of another person, or having engaged in activities which are deemed to be detrimental to the interests or contrary to the Mission, Vision, Values and Principles of the Association or Oath of Office.

**5.6 Meetings of the Board**

**5.6.1** The Board holds at least Four (4) meetings each year. Attendance at all board meetings is expected.

**5.6.2** The President calls the meetings. Two-Thirds (2/3) of the Board members may also call a meeting.

- 5.6.3** The date of the next board meeting should be set prior to adjournment of each board meeting.
- 5.6.4** Fifty (50) percent present of total current voting Board members is a quorum at a board meeting.
- 5.6.5** Each Director of the Board, including the President and Vice President, has One (1) vote.
- 5.6.6** A tie vote means the motion is defeated.
- 5.6.7** Meetings of the Board may be attended by Members of the Association, but only Directors of the Board may vote.
- 5.6.8** A meeting of the Board may be held in person, digitally or by a conference call. Directors of the Board who participate are considered present for the meeting.
- 5.6.9** Irregularities errors or omissions do not invalidate the intended purpose of a Board decision. The appropriate correction will be made at the earliest opportunity.
- 5.6.10** A Special Meeting of the Board shall be called upon request of One-Third ( $\frac{1}{3}$ ) of the Board Members or the President setting forth the reasons for calling such meeting, which shall be stated in the notice of meeting. No other business may be transacted at such a Special Meeting.

## **5.7** Duties of Directors

### **5.7.1** President

- 5.7.1.1** Supervises the affairs of the Board;
- 5.7.1.2** When present, chairs all meetings of the Association and the Board;
- 5.7.1.3** Mentors the Vice President;
- 5.7.1.4** Acts as the spokesperson for the Association; and
- 5.7.1.5** Carries out other duties assigned by the Board.

### **5.7.2** Vice President

- 5.7.2.1** Will preside at meetings in the President's absence.
- 5.7.2.2** Replaces the President at various functions when asked to do so by the President or Board.
- 5.7.2.3** Aids the President and undertakes other duties assigned by the President or Board.

### **5.7.3** Directors

- 5.7.3.1** Aid the President and undertake tasks assigned by the President or Board.
- 5.7.3.2** Fulfil other duties designated by the Board.

## **5.8** Board Committees

The Board shall establish committees such as are necessary to carry out its responsibilities.

## **5.9 Advisors to the Board**

**5.9.1** The Executive Director is an advisor to the Board and, as such, is expected to attend all meetings of the Board.

**5.9.2** The Board may identify advisor(s) to assist them in their work on behalf of the Association.

## **ARTICLE 6-FINANCE AND MANAGEMENT**

### **6.1 The Registered Office**

The Registered Office of the Association is located in Edmonton, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

### **6.2 Finance and Auditing**

**6.2.1** There must be an audit of the books, accounts and records of the Association at least once each year. An accountant whose qualifications include a professional CPA designation must perform the audit. At each Annual General Meeting of the Association, the auditor submits a complete set of audited financial statements for the previous year.

**6.2.2** The fiscal year of the Association ends on June 30 of each year.

### **6.3 Seal of the Association**

**6.3.1** The Board may adopt a seal as the Seal of the Association.

**6.3.2** The Seal of the Association can only be used by designated signing authorities authorized by the Board. The Board must pass a motion to name the designated signing authorities annually.

**6.3.3** The Seal of the Association shall be kept in custody at the Registered Office of the Association.

### **6.4 Keeping and Inspection of the Books and Records of the Association**

**6.4.1** Subject to the provisions of the Societies Act and other applicable legislation, records, books, register of past and present Members, and minutes of the Association shall:

**6.4.2** Be maintained at the registered office for at least seven (7) years;

**6.4.3** Be available for inspection by a representative of any Member upon reasonable notice.

**6.4.4** Be disposed of at the direction of the Board.

**6.4.5** Minutes of all meetings of the Association, Board and committees shall be taken.

**6.4.6** All financial records of the Association are open for such inspection by the Members during regular business hours of the Registered Office.

**6.4.7** Other records of the Association are also open for inspection, during regular business hours of the Registered Office, except for records that the Board designates as confidential.

**6.5 Borrowing Powers**

**6.5.1** The Association may borrow or raise funds to meet its Mission, Vision, Values and Principles, including:

**6.5.2** Leasing, purchasing or acquiring facilities to house the Association.

**6.5.3** Obtaining funds to achieve the Mission, Vision, Values and Principles of the Association. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.

**6.5.4** Borrowing funds and leasing, mortgaging, selling and disposing of property of the Association and establishing a line of credit.

**6.5.5** Using funds of the Association only according to and in pursuit of its Mission, Vision, Values and Principles.

**6.5.6** The Board decides the amounts and ways to raise money, including giving or granting security.

**6.5.7** The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

**6.6 Payments**

**6.6.1** Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon submission of an expense claim form with appropriate receipts.

**6.6.2** No Director of the Board of the Association may hold a paid position with the Association.

**6.7 Protection and Indemnity of Directors**

**6.7.1** Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that result from any act done in her/his role for the Association. The Association does not protect any Director for acts of fraud, dishonesty, or bad faith.

**6.7.2** No Director is liable for the acts of any other Director or employee. No Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association. No Director is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

**6.8 Signing Authority**

**6.8.1** All expenses of the Association authorized out of the operating account shall be paid by cheque or through the use of secure electronic banking practices, approved by Two (2) of the following:

**6.8.1.1** President, Vice President or board-designated Director.

**6.8.1.2** Another board-designated Director, the Executive Director or delegated senior staff

#### **ARTICLE 7 - AMENDING THE BYLAWS**

The bylaws of the Association may be rescinded, amended and/or added to by a Special Resolution as described in the Societies Act.

This may occur at an Annual General Meeting or Special General Meeting for which not less than Twenty-One {21} days' notice has been given specifying the intention to propose the Special Resolution, and details of the proposed Special Resolution.

The vote must be passed by not less than Seventy-Five {75} percent of those Members present.

The amended bylaws take effect after approval of the Special Resolution and acceptance by the Corporate Registry of Alberta.

#### **ARTICLE 8 - DISSOLVING THE ASSOCIATION**

The Association may be dissolved and the remaining assets donated to an organization with similar purpose and goals and which qualifies under current Canadian tax legislation, at a Special Meeting of the Association by passage of a Special Resolution as defined and prescribed in the Societies Act provided that Sixty {60} days' notice specifying the intention to propose the Special Resolution has been duly given.

The Association does not pay any dividends or distribute its property among its Members.