



CASSA-ACGCS
Promoting Quality Education for Our Students

**CANADIAN ASSOCIATION OF SCHOOL SYSTEM ADMINISTRATORS –
ASSOCIATION CANADIENNE DES GESTIONNAIRES DE COMMISSIONS
SCOLAIRES**

BY-LAWS

**AS APPROVED BY
THE BOARD OF DIRECTORS AND MEMBERS
July 2, 2015**

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BYLAWS

The following sections set forth the Bylaws of the Canadian Association of School System Administrators – Association Canadienne des Gestionnaires de Commissions Scolaires.

SECTION 1 – Definitions

In these Bylaws, the following words and terms have these meanings:

- 1.1 **“Active Association Member”** shall have the meaning ascribed to it in the Articles.
- 1.2 **“Active Individual Member”** shall have the meaning ascribed to it in the Articles.
- 1.3 **“Annual General Meeting”** shall mean a meeting of members in good standing to be held at least once every fiscal year.
- 1.4 **“Articles”** shall mean the Articles of Continuance of the Association.
- 1.5 **“Associate Member”** shall have the meaning ascribed to it in the Articles.
- 1.6 **“Association”** shall mean the Canadian Association of School System Administrators – Association Canadienne des Gestionnaires de Commissions Scolaires. [CASSA-ACGCS].
- 1.7 **“Board”** shall mean the Board of Directors of the Association.
- 1.8 **“Director”** shall mean any person appointed or elected as a member of the Board of Directors of the Association.
- 1.9 **“Education Partner Member”** shall have the meaning ascribed to it in the Articles.
- 1.10 **“Eligible Provincial/Territorial/Regional Association”** shall be defined by the legislation of the province or territory in which an eligible educational system supervisory association is located.
- 1.11 **“Honorary Life Member”** shall have the meaning ascribed to it in the Articles.
- 1.12 **“Member in Good Standing”** shall refer to any member whose current annual membership fees have been paid.

1.13 “Teleconference Meeting” shall mean any regular meeting of the Board of Directors of the Association, the date and time of which has been formally pre-approved by the Board, that is conducted electronically in a medium other than an actual physical face-to-face format.

1.14 “Year” means the membership year of September 1st through August 31st. Unless otherwise stated, the terms of officers and members of the Board of Directors shall coincide with the membership year of September 1st to August 31st.

SECTION 2 – Membership

2.1 Admission of Members

2.1.1 An eligible Provincial/Territorial/Regional Association that seeks new or reinstated membership shall submit a letter of application to the Board of Directors for approval.

2.1.2 An individual seeking membership as an

- Active Individual Member; or
- Associate Member

shall submit a letter of application for membership to the Executive Director for submission to the Board of Directors for approval.

2.2 Membership Fees

2.2.1 The membership year is January 1 to December 31.

2.2.2 The Board shall decide the annual membership fee for each category of Members at its Annual General Meeting.

2.2.3 The annual membership fees must be paid on or before December 1 of each year.

SECTION 3- Governance

3.1 The Board of Directors

3.1.1 Authority

The Board governs and manages the long term affairs of the Association. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

3.1.2 Eligibility of Directors

Only active members, in good standing with the Association, are eligible to hold office.

3.1.3 Role and Responsibilities of Directors

Individual Directors have the following responsibilities:

- Understand the strategic goals, objectives and desired priorities of the Association;
- Fairly and objectively represent the interests and views of their eligible provincial/territorial/regional organization in the context of the national Association;
- Communicate to his/her respective association the initiatives, strategic directions and activities of CASSA-ACGCS;
- Participate meaningfully in the governance of the Association by attending meetings, being current and prepared by reading background information, contributing insights, views and ideas during meeting discussion while remaining enthusiastic, respectful and supportive of the contributions and views of others; and
- Be committed to the value of consensus building through the practice of reaching decisions by consensus whenever feasible and practical.

3.1.4 Powers and Duties of the Board

The role and duties of the Board include:

- Promote the purposes and beliefs of the Association;
- Promote membership in the Association;
- Approve an annual budget for the Association;
- Pay all expenses for operating and managing the Association;

- Monitor the financial resources available to the Association;
- Invest any extra or surplus monies not immediately required for operational purposes in suitably secure investments;
- Establish, review and approve the Association's strategic plan;
- Ensure organizational initiatives are aligned with the Association's strategic directions, priorities and budget;
- Identify potential national issues for discussion and develop and coordinate possible action as deemed necessary;
- Establish, review, modify, revise and approve the Articles or bylaws of the Association, as applicable;
- Every two (2) years, approve the President-Elect slate as presented by the Nominating Committee;
- Approve the slate of other officers and directors as presented annually by the Nominating Committee;
- Notify the membership in writing of the approved Nomination Committee recommendations at least one (1) month prior to the Annual General Meeting; and
- Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Council or the Executive Director of the Association.

3.1.5 Remuneration

No individual may receive remuneration for the holding of office or for the performance of duties as a Director. The Board of Directors may approve a professional development allocation for the President or a member of the Board to assist in carrying out duties related to that office.

3.1.6 Composition of the Board

The Board consists of:

- a. the President;
- b. two (2) Directors appointed by each of the eligible provincial, territorial or regional member associations as representatives of that member association;
- c. the President-Elect;
- d. the immediate Past President;

- e. two (2) Director delegate representatives to the American Association of School Administrators as elected by the Board of Directors; and
- f. the Board of Directors may add, on the basis of need and at its discretion, a maximum of four (4) Directors-at-Large, such Directors to be elected at the Annual General Meeting to:
 - ensure as diverse a geographic national representation as possible;
 - provide a unique or timely skill set strategic to the organization; or
 - contribute to the organizational growth capacity and/or to support succession planning of the organization.

3.1.7 ELECTION OF DESIGNATED DIRECTORS

- 3.1.7.1** Designated Directors include the two (2) Directors representing the Board as delegates to the American Association of School Administrators.
- 3.1.7.2** Designated Directors are elected by the Board on or before at its May meeting.
- 3.1.7.3** Designated Directors hold office until re-elected or until a successor is elected.

3.1.8 Term of Office

- 3.1.8.1** The term of office of the two (2) members of the Board of Directors appointed to represent any eligible provincial/territorial/regional association member shall be at the sole discretion of that appointing association member.
- 3.1.8.2** The term of office of an elected Director-at-Large shall normally be two (2) years with an option for a third year as recommended by the Nominating Committee and approved by the Board of Directors.

3.1.9 Vacancies

If a vacancy should occur on the Board of Directors as a result of an Executive Council appointment, a resignation or death, then:

- 3.1.9.1** If the Director was an appointee of an eligible association member, that member association will have the sole

responsibility for selecting and appointing a replacement of their choice for the balance of year.

- 3.1.9.2** If the Director was elected as a Director-at-Large, the remaining Directors may, at their discretion, appoint an Active Member in good standing to fill the vacancy for the remainder of the term.

3.1.10 Meetings

- 3.1.10.1** The Board shall hold at least five (5) meetings each year, one of which must be held in conjunction with the Annual Summer Conference.
- 3.1.10.2** Meetings of the Board will be at the call of the President or may be initiated by a request in writing, stating the business of the meeting, from four (4) or more of the members of the Board of Directors.
- 3.1.10.3** Notice of meetings of the Board of Directors shall be given not less than seven (7) days before the meeting is to take place by giving written notice, by email, by text, orally by phone or by facsimile transmission.
- 3.1.10.4** Ten (10) members of the Board shall constitute a quorum.
- 3.1.10.5** A meeting of the Board may be held by a teleconference call. Directors who participate in such a call are considered present for the meeting.
- 3.1.10.6** Each Director, including the President and Past-President, has one (1) vote.
- 3.1.10.7** Approval of any question at any meeting of the Board shall require the support of the majority of the Directors present.
- 3.1.10.8** Votes at any such meeting shall be taken by ballot if so requested by any Director present. If no request is made, the vote shall be taken by a show of hands.
- 3.1.10.9** The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 3.1.10.10** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

3.1.10.11 A Director may waive formal notice of a meeting.

3.2 Executive Council

- 3.2.1** The Executive Council shall be comprised of the President, President-Elect, Past President, one of the two (2) Directors of CASSA-ACGCS who serve as representatives to the American Association of School Administrators' Association, two members of the Board selected by the Board with the goal of creating balanced national and gender representation, and the Executive Director who shall act as secretary and be a non-voting member.
- 3.2.2** The duties of the Executive Council shall be as stipulated by these By-Laws.
- 3.2.3** When for any reason a member of the Executive Council is unable to complete their term of office, the vacancy shall be filled by the members of the Board by appointing any active member in good standing to fill that vacancy for the remainder of the term.
- 3.2.4** The meetings of the Executive Council shall be at the call of the President and may be initiated by a written request from two (2) or more members of the Executive Council.
- 3.2.5** The Executive Council is responsible for:
- Planning agendas for Board Meetings;
 - Making recommendations to the Board regarding matters of procedure or policy;
 - Carrying out any urgent, emergency or unusual business that might arise between Board meetings;
 - Reporting to the Board on actions taken between Board meetings;
 - Representing the Association in meetings with other organizations on issues of mutual importance; and
 - Carrying out other duties as assigned by the Board from time to time.
- 3.2.6** The President or the Board of Directors may second any active member in good standing in the Association as an advisor to the Executive Council. Such an individual may, if requested, participate in meetings of the Executive Council with external organizations.

3.3 The Nominating Committee for Executive Officers

3.3.1 The Nominating Committee for Executive Officers shall consist of the immediate Past President, who chairs the committee, and two (2) other members appointed by the Board.

3.3.2 The Nominating Committee is responsible for:

- Every two years, preparing a slate of nominees for the President-Elect position;
- Preparing a slate of nominees for any vacant Director-At-Large position[s];
- Presenting the slate of nominees to the Board of Directors three (3) months prior to the Annual General Meeting; and
- Presenting its recommendations to the Annual General Meeting.
- Written emergent nominations for President-Elect or vacant Director-At-Large positions will be accepted by the Past President if received no later than 24 hours prior to the scheduled commencement of the Annual General Meeting.

3.4 Executive Director

3.4.1 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

3.4.2 Role of the Executive Director

The Executive Director acts as the administrative officer, secretary and treasurer of the Board by:

- Attending Board, Executive Council and other meetings as required;
- Taking and preparing accurate minutes of all proceedings of the Association and distribution of same;
- Being responsible for all of the Board's correspondence;
- Making sure all notices of various meetings are sent;
- Making sure all monies paid to the Association are deposited in a chartered bank or trust company chosen by the Board;
- Ensuring all annual membership fees are invoiced, collected and deposited;
- Preparing a detailed account of revenues and expenditures that is presented at each meeting of the Board;
- Interpreting and applying the Board's policies;
- Keeping the Board informed about the affairs of the Association;

- Maintaining the Association's accounting and financial records, general ledgers, correspondence, contracts and historical records;
- Preparing budgets for Board approval;
- Planning programs and services based on the Board's priorities and the Strategic Plan;
- Identifying appropriate conference themes and locations;
- Planning and organizing the Annual Summer Conference;
- Providing the Board with regular reports regarding planning progress, finances, advertising, keynote speakers, session presenters and registrations; and
- Carrying out any other duties assigned by the Board.

3.6 Officers of the Association

3.6.1 Officers

The Officers of the Association are the President, President-Elect, and the Executive Director, who shall act as the secretary and fulfill the duties of treasurer and who will be a non-voting member.

3.6.2 The President

3.6.2.1 The President shall be introduced at the Annual General Meeting each summer and shall take office September 1. The term of office of the President shall be for two (2) years, ending August 31 two (2) years hence.

3.6.2.2 The President:

- Supervises the affairs of the Board;
- When present, chairs all meetings of the Association, the Board and the Executive Council;
- Is an *ex officio* member of any committees other than the Nominating Committee for Executive Officers;
- Has the responsibility for reporting the activity of the Executive Council to the Board;
- Prepares, in co-operation with the President-Elect and the Executive Director, an annual budget for presentation to the Board two (2) months prior to the Annual General Meeting;
- Acts as the spokesperson for the Association; and
- Carries out other duties assigned by the Board.

3.6.3 The President-Elect

3.6.3.1 The President-Elect is elected at the Annual General Meeting by those active association and individual members in attendance. The term of office of the President-Elect shall be for a period of two (2) years, such term being synonymous with the two year term of the President.

3.6.3.2 The President-Elect's office shall not be held consecutively by a representative from the same affiliate association.

3.6.3.3 The President-Elect:

- Presides at meeting in the President's absence. If the President-Elect is absent, the Directors shall elect a Chairperson for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;
- Is a member of the Executive Council; and
- Carries out other duties assigned by the Board.

3.6.3.4 The President-Elect shall assume the office of President upon the expiration of the President's two (2) year term.

4. Association Meetings

4.1 Annual General Meeting

4.1.1 The Annual General Meeting shall be held at a time and location determined by resolution by the Board.

4.1.2 The Executive Director will mail, email or otherwise deliver a written notice to each Active Member Association, Active Individual Member and Associate Member, no less than twenty-one (21) and no more than thirty-five (35) days before the date fixed for the Annual General Meeting.

4.1.3 The Annual General Meeting shall deal with the following matters:

- a. adoption of the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. receiving the President's report;

- d. reviewing the annual financial statement setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors
- f. electing the President-Elect [every second year]
- g. electing any Director-At-Large vacancies that may exist;
- h. considering any other matters previously identified in the meeting notice; and
- i. any other specific motions that any member has given notice of before the meeting is called.

4.2 Quorum

Attendance by 1% of the members at the Annual General Meeting is a quorum.

4.3 Voting

At the Annual General Meeting, each Active Association Member and each Active Individual Member present is entitled to one (1) vote.

5.0 Amending the Articles or the Bylaws

- 5.1** The Bylaws of the Association may be cancelled, amended or added to by a Resolution at any Annual General Meeting of the Association.
- 5.2** Proposals for amendments to the Articles or Bylaws shall be submitted in writing to the Board of Directors by no later than April 1 of any year.
- 5.3** The Board of Directors shall consider all proposals for amendments, or other changes to the Articles or Bylaws of CASSA-ACGCS, and shall provide notice of all proposed amendments to the members in writing through inclusion of the proposed amendments, including the Board's recommendations with respect to these proposals, as part of the written agenda of the Annual General Meeting.
- 5.4** Amendments to the Articles or the Bylaws of CASSA-ACGCS which would constitute Fundamental Changes to the Corporation (as such changes are described in Part 13 of the Canada Not-for-Profit

Corporations Act) shall require the approval of a two-thirds [2/3] majority of the votes at the Annual General Meeting.

5.5 The amended Articles or Bylaws take effect immediately after the approval of any such Resolution at the Annual General Meeting.

“SCHEDULE A”

Eastern Region – Newfoundland and Labrador, Prince Edward Island, New Brunswick, Nova Scotia, Quebec and Ontario

Western Region – Manitoba, Saskatchewan, Alberta, British Columbia, Nunavut, Yukon and Northwest Territories