



Équité et excellence en éducation
CASSA-ACGCS
Equity and Excellence in Education

CANADIAN ASSOCIATION OF SCHOOL SYSTEM ADMINISTRATORS

**ASSOCIATION CANADIENNE DES GESTIONNAIRES
DE COMMISSIONS SCOLAIRES**

BYLAWS

**AS APPROVED BY
THE BOARD OF DIRECTORS AND MEMBERS**

July 5, 2023

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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

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. **“Ex-Officio Member”** shall mean any person who is entitled to sit on the CASSA-ACGCS Board of Directors or associated committee.
- 1.12. **“Honorary Life Member”** shall have the meaning ascribed to it in the Articles.
- 1.13. **“Member in Good Standing”** shall refer to any member whose current annual membership fees have been paid.
- 1.14. **“Teleconference or Virtual 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.
- 1.15. **“Year”** means August 1 through July 31, unless otherwise stated.

SECTION 2: Membership

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 an 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 Fee

- 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 Member 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. 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 their 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 in the practice of reaching decisions 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 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:

- The President;
- Two (2) Directors appointed by each of the eligible provincial, territorial, or regional member associations as representatives of that member association;
- The President-Elect;
- A Past President, which may be filled by a retired member;
- Two (2) Director delegate representatives to the American Association of School Administrators as elected by the Board of Directors;
- A maximum of four (4) Directors-at-Large, added on the basis of need and at the Board's discretion, to be elected at the Annual General Meeting with a purpose to:
 - Maximize diversity and promote representation of specific populations or regions within Canada;
 - 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 its May meeting.
- 3.1.7.3.** Designated Directors hold office until re-elected or until a successor is elected.

3.1.8. Terms 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 member association shall be at the sole discretion of that appointing association. In the interest of continuity and effectiveness, the eligible provincial/territorial/regional association is encouraged to select members to sit for two (2) or more years. With a view to promoting and enhancing diversity, member associations are encouraged to select members from underrepresented populations in educational leadership.
- 3.1.8.2.** The term of office of the two (2) members of the Board of Directors appointed to represent any eligible provincial/territorial/regional

member association shall be at the sole discretion of that appointing association. In the interest of continuity and effectiveness, the eligible provincial/territorial/regional association is encouraged to select members to sit for two (2) or more years. With a view to promoting and enhancing diversity, member associations are encouraged to select members from underrepresented populations in educational leadership.

3.1.8.3. 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

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

- If the Director was an appointee of an eligible member association, that member association will have the sole responsibility for selecting and appointing a replacement of their choice for the balance of the year; and
- If the Director was elected as a Director-at-Large, the remaining Director 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 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 virtually. Directors who participate in such a meeting are considered present for the meeting.
- 3.1.10.6.** Each Director, including the members of the Executive Council, 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 made 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.
- 3.1.10.12.** In the event that any Director misses two (2) consecutive meetings, the CASSA/ACGS Executive Director shall inform the Provincial/Territorial/Regional member association concerned, with a view to encouraging continued participation and representation of the member association.

3.2. Executive Council

3.2.1. The Executive Council shall be comprised of:

- The President;
- The President-Elect;
- The Past President;
- The two (2) Directors of CASSA-ACGCS who serve as representatives to the American Association of School; 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.

3.3.2. The Nominating Committee is responsible for:

- Every two (2) years, preparing a slate of nominees for the President-Elect position;
- Preparing a slate of nominees to fill the two (2) Directors who serve as representatives to the American Association of School Administrators (AASA). Effort will be made to fill the two (2) positions with the goal of creating balanced national and gender representation (see Schedule A), and with an intent to offset each vacancy so that turnover of AASA representatives is staggered;
- 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;
- Presenting its recommendations at the Annual General Meeting; and
- 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.

3.3.3. The Nominating Committee is responsible for:

- Every two (2) years, preparing a slate of nominees for the President-Elect position;
- Preparing a slate of nominees to fill the two (2) Directors who serve as representatives to the American Association of School Administrators (AASA). Effort will be made to fill the two (2) positions with the goal of creating balanced national and gender representation (see Schedule A), and with an intent to offset each vacancy so that turnover of AASA representatives is staggered;
- Preparing a slate of nominees for any vacant Director-At-Large position[s];

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- Presenting the slate of nominees to the Board of Directors three (3) months prior to the Annual General Meeting;
- Presenting its recommendations at the Annual General Meeting; and
- 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 Board selects the Executive Director on a term contract through an open recruitment process, and is further dedicated, through the authority of the President and the Executive Council, to provide ongoing supervision, regular evaluation, and consider contract extensions.

3.4.2. 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 and considered as an ex-officio member of the Board.

3.4.3. 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 meetings of the Board;
- Interpreting and applying the Board's by-laws and 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 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.

3.5. Officers of the Association

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

3.5.1. The President

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

The President:

- Supervises the affairs of the Board;
- Initiates the Executive Council recruitment, evaluations, and consideration of term extensions of the Executive Director.
- 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 cooperation 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.

3.5.2. The President-Elect

3.5.2.1. 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.

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

3.5.2.3. 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.

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

SECTION 4: Association Meetings

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 21 days 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:

- adoption of the agenda;
- adopting the minutes of the last Annual General Meeting;
- receiving the President's report;
- reviewing the annual financial statement setting out the Association's income, disbursements, assets and liabilities and the auditor's report;
- appointing the auditors;
- electing the President-Elect (every second year);
- electing any Director-At-Large vacancies that may exist;
- considering any proposed changes to the Bylaws and any other matters previously identified in the meeting notice; and
- 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 considered quorum.

4.3. Voting

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

SECTION 5: Changes to the Articles or Bylaws

5. Changes to the Articles or Bylaws

5.1. Process

- 5.1.1. The Bylaws of the Association may be cancelled, amended or added to by a Resolution at any Annual General Meeting of the Association.
- 5.1.2. 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.

5.2. Timeline

- 5.2.1. 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. Voting

- 5.3.1. 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.
- 5.3.2. The amended Articles or Bylaws take effect immediately after the approval of any such Resolution at the Annual General Meeting.

SCHEDULE A

CASSA/ACGCS recognizes the geographic representation of Canada as follows:

Eastern Region:

- Newfoundland and Labrador;
- Prince Edward Island;
- New Brunswick;
- Nova Scotia;
- Quebec;
- Ontario; and
- Nunavut.

Western Region:

- Manitoba;
- Saskatchewan;
- Alberta;
- British Columbia;
- Northwest Territories; and
- Yukon.

The foregoing bylaw is hereby approved, ratified, sanctioned, and confirmed by all the members of the Association entitled to vote thereon pursuant to the provisions of the Canada Not-for-profit Corporations Act, as of this 5 day of July, 2023.

Kevin Kardahl, President

Newfoundland and Labrador
Association of School System
Administrators
Per:

Name:
Title:

Ken Bain, Secretary/Executive Director

New Brunswick School
Superintendents' Association
Per:

Name:
Title:

Association of Directors General of
English School Boards of Quebec
Per:

Name:
Title:

Association of Administrators of
English Schools of Quebec
Per:

Name:
Title:

Ontario Catholic Supervisory Officials'
Association
Per:

Name:
Title:

Regroupement national des directions
générales de l'éducation (RNDGE)
Per:

Name:
Title:

Manitoba Association of School
Superintendents
Per:

Name:
Title:

Saskatchewan League of Educational
Administrators, Directors, and
Superintendents
Per:

Name:
Title:

College of Alberta School
Superintendents
Per:

Name:
Title:

British Columbia School
Superintendents' Association
Per:

Name:
Title:

Northwest Territories
Superintendents' Association
Per:

Name:
Title: