

A by-law relating generally to the conduct of the affairs of

**CANADIAN ASSOCIATION OF CAREER EDUCATORS AND EMPLOYERS (CACEE)  
ASSOCIATION CANADIENNE DES SPECIALISTES EN EMPLOI ET DES EMPLOYEURS (ACSEE)**

("the Corporation")

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**A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE  
CANADIAN ASSOCIATION OF CAREER EDUCATORS AND EMPLOYERS (CACEE)  
WHICH MAY ALSO BE KNOWN BY ITS OFFICIAL NAME IN FRENCH OF  
ASSOCIATION CANADIENNE DES SPECIALISTES EN EMPLOI ET DES  
EMPLOYEURS (ACSEE)**

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**BE IT ENACTED** as a by-law of the Corporation as follows:

**1. Definitions**

- 1.1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
- 1.1.1. "**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
  - 1.1.2. "**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
  - 1.1.3. "**board**" means the board of directors of the Corporation and "director" means a member of the board;
  - 1.1.4. "**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
  - 1.1.5. "**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
  - 1.1.6. "**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
  - 1.1.7. "**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
  - 1.1.8. "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

1.1.9. "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **2. Interpretation**

- 2.1. In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2.2. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

## **3. Corporate Seal**

- 3.1. The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

## **4. Execution of Documents**

- 4.1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by:
  - 4.1.1. two (2) officers of the Association, one of which must be the President, Treasurer or Secretary.
  - 4.1.2. a representative of a third party management company identified and appointed by the National Board of the Association as a secondary signing authority,
- 4.2. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 4.3. All contracts, documents or instruments in writing so signed shall be binding upon the Association without further authorization or formality.

## **5. Financial Year**

- 5.1. The financial year-end of the Association shall end on the thirty-first (31st) day of December in each year unless otherwise determined by the National Board by special resolution and only on the advice of the auditors of the Association.

## **6. Banking Arrangements**

- 6.1. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the

board of directors may by resolution from time to time designate, direct or authorize.

## **7. Borrowing Powers**

- 7.1. The directors of the Corporation may, without authorization of the members,
- 7.1.1. borrow money on the credit of the corporation;
  - 7.1.2. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
  - 7.1.3. give a guarantee on behalf and
  - 7.1.4. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

## **8. Annual Financial Statements**

- 8.1. The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **9. Membership Conditions**

- 9.1. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **9.2. Full Member**

- 9.2.1. A **Full Member (Educator)** is an individual who is primarily engaged in or responsible for career education and/or employment of students or graduates and who is employed by one of the following:
- 9.2.1.1. a publicly supported post-secondary educational institution;
  - 9.2.1.2. a private post-secondary educational institution recognized by the appropriate provincial/ territorial government agencies as maintaining the same course standards as a publicly supported educational institution; or
  - 9.2.1.3. involved in federal and provincial ministries and institutions and who is directly concerned with the development of strategies and/or the elaboration of programs affecting college and university students and graduates.

9.2.2. A **Full Member (Employer)** is an individual who is primarily engaged in or responsible for the recruitment and/or employment of post-secondary students or graduates, or who is designated as the representative of their organization, and who is employed by one of the following:

9.2.2.1. a for-profit or charitable organization or corporate entity which has an establishment and conducts business in Canada, and directly recruits such students or graduates for employment within their own organization;

9.2.2.2. a charitable professional association/society, whose credentials and/or designation is recognized by statute, and who operates a career counseling and/or placement program but who may not directly recruit such students or graduates for employment within their own corporate organization; or

9.2.2.3. a third-party recruiter

9.2.3. A **Full Member (Affiliate)** is an individual contributing to one of the following organizations/institutions:

9.2.3.1. Institutions that do not provide products or services to the CACEE membership base, but do contribute to the school to career transition;

9.2.3.2. Executive officers, board chairs or designated representatives of Associations with whom CACEE has established a reciprocal relationship (Free, non-voting).

9.2.4. Primary & Secondary membership: CACEE membership is offered as an organizational membership, with primary and secondary membership levels, the secondary being discounted and available to any individuals within a company/organization holding a primary membership.

9.2.4.1 Subject to board approval a Full Member Affiliate organization may request that secondary CACEE membership rights be extended to small to medium sized employers who hold membership under the Affiliate's own member structure. Once an Affiliate is initially approved each individual application for extension of these secondary membership rights under that same Affiliate must be vetted and approved by CACEE staff.

### 9.3. Associate Member

9.3.1. The qualifications, rights and responsibilities of this classification are as follows:

9.3.1.1. Associate Members are defined as a business or individual that provides services or products that support the Association's Full Members (Educator and Employer) in their respective professions.

9.3.1.2. Associate Members will receive the same benefits of a full member and are welcome to volunteer on CACEE's various committees.

9.3.1.3. Associate Members are not eligible to hold a National Board position, nor a Regional Board position. They may not nominate candidates or vote in elections, Annual General Meetings, Regional Meetings or special meetings of the Association.

9.3.1.4. Associate Members are restricted from accessing the membership directory for purposes of mass solicitation.

9.3.2. Primary, Secondary:

CACEE membership is offered as an organizational membership, with primary and secondary membership levels, the secondary being discounted and available to any individuals within a company/organization holding a primary membership.

**9.4. Individual Member**

9.4.1. An Individual Member is a person who is seeking to contribute to the aims and mission of CACEE, wishes to be a member for non-commercial purposes, and does not meet the requirements of Full Membership in an existing membership category.

9.4.2. Application for Individual Membership is subject to the approval of the Board of Directors. Individual Members are required to pay annual membership fees as determined by the board.

9.4.3. Individual Members are welcome to volunteer on any of CACEE's various committees, work groups, or regional advisory boards.

9.4.4. Subject to a not less than two-thirds majority vote the board may appoint any Individual Member to serve as a full voting director of the board for a one-year term, or remainder of a one-year term, the duration of such appointment to expire at the next Annual General Meeting.

**9.5. E-Memberships**

9.5.1. E-memberships are available to international applicants only. E-members may receive these benefits: CACEE Connect, the Association's electronic newsletter and full access to the Members-Only resources found at [www.cacee.com](http://www.cacee.com), including the Membership Directory and the Discussion Forum.

**9.6. Student Member**

9.6.1. Student membership is available to individuals currently pursuing studies in career services/counseling or human resources/staffing if the student's university/college career centre maintains a membership with CACEE.

9.6.2. An educator or employer member of CACEE via a reference letter/email confirming student status must sponsor student members. Applicants for student membership must also submit a completed Eligibility Form.

9.6.3. Student membership is valid for 12 months beginning the first day of the month of the membership fee is paid. If students wish to continue their membership beyond 12 months, they must re-apply each year following the guidelines stated above.

9.6.4. Student members receive the same benefits of a full member with the exception of being able to attend events restricted to educator or employer members deemed as such by the National Board.

9.6.5. Student Membership is limited to 5% of the total membership

9.6.6. Student members are not eligible to vote, nominate or hold office.

## **9.7. Life member**

9.7.1. A Life Member is an individual who is recognized by a majority resolution of the National Board to have made a notable contribution to the field of career education, recruitment or to the Association, and at the time of their career retirement, and not merely career change, was a Full Member in good standing of the Association.

## **10. Membership Transferability**

10.1. Given that membership is usually paid by an institution or organization employing the Association member, when that member changes his/her employment or career responsibility, Association membership may be transferred to another individual within the same organization who is now assuming those responsibilities without payment of any additional fee.

10.2. Where a Full Member changes his/her employment or career responsibility, he/she is encouraged to re-qualify for continued membership based on the new employment responsibilities.

## **11. Notice of Members Meeting**

11.1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

11.1.1. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

11.1.2. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

11.2. The Annual General Meeting shall be held each year after the twentieth day of April and prior to the first day of July.

11.3. Written notice of the annual meeting and of any special meeting shall be given at least thirty (30) days before the date thereof, except where herein otherwise provided, and shall state any business to be brought before the meeting and shall be deemed effectively and sufficiently given when sent electronically, mailed by prepaid post, and if contained in a newsletter or other printed matter so sent to all members of the Association entitled to vote at the meeting.

11.4. Any error or accidental omission to give notice of any meeting or the nonreceipt of any notice will not invalidate such meeting or make void any proceedings taken thereat or pursuant thereto.

11.5. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.



## **12. Members Calling a Members' Meeting**

12.1. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

## **13. Absentee Voting at Members' Meetings**

13.1. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

13.1.1. a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

13.1.2. a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatory

13.1.3. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or

13.1.4. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

13.1.5. a proxyholder or an alternate proxyholder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

13.1.6. if a form of proxy is created by a person other than the member, the form of proxy shall indicate, in bold-face type,

13.1.6.1. the meeting at which it is to be used,

13.1.6.2. that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and

13.1.6.3. instructions on the manner in which the member may appoint the proxyholder,

13.1.6.4. contain a designated blank space for the date of the signature,

13.1.6.5. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,

13.1.6.6. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,

- 13.1.6.7. provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
  - 13.1.6.8. state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- 13.2. a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;
- 13.2.1. if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
  - 13.2.2. a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
- 13.3. Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### **14. Membership Dues**

- 14.1. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within sixty days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.
- 14.2. The Association dues, fee and levies shall be established by the National Board.
- 14.3. Annual dues, fees or levies shall be due and payable as set forth in the relevant National Board resolution.
- 14.4. Application fees and annual dues are not refundable.
- 14.5. Life Members are not required to pay annual dues.
- 14.6. In order for there to be a change in the membership dues, such change must be provided to all members in writing three (3) months prior to the date on which such change shall take effect.
- 14.7. The dues for an International Member may be waived, where a similar reciprocal agreement exists between the Association and the other association or society, see 9.2.3.2 Affiliate Member category.

## **15. Termination of Membership**

- 15.1. A membership in the Corporation is terminated when:
- 15.2. the member dies or resigns;
- 15.3. the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- 15.4. the member's term of membership expires; or
- 15.5. the Corporation is liquidated and dissolved under the Act.

## **16. Effect of Termination of Membership**

- 16.1. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **17. Discipline of Members**

- 17.1. The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
  - 17.1.1. Violating any provision of the articles, by-laws, or written policies of the Corporation;
  - 17.1.2. Carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
  - 17.1.3. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.
- 17.2. In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **18. Proposals Nominating Directors at Annual Members' Meetings**

- 18.1. Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

**19. Cost of Publishing Proposals for Annual Members' Meetings**

19.1. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

**20. Place of Members' Meeting**

20.1. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

**21. Persons Entitled to be Present at Members' Meetings**

21.1. Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

**22. Chair of Members' Meetings**

22.1. In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**23. Quorum at Members' Meetings**

A quorum for the transaction of business at any meeting of members shall be not less than fifty (50) Full Members and/or Life Members present in person or represented by proxy; provided in no case can any meeting be held unless there are twelve (12) voting members present in person.

**24. Votes to Govern at Members' Meetings**

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

**25. Participation by Electronic Means at Members' Meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a

meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **26. Members' Meeting Held Entirely by Electronic Means**

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **27. Number of Directors**

27.1. The Directors serving on the Corporation's National Board shall number no less than 10 and no more than 15.

27.1.1. The National Board shall consist of elected, appointed and ex officio members as follows:

27.1.2. The President, President-Elect and Immediate Past-President

27.1.3. Three (3) Educator Directors (one of whom shall be appointed as V.P. Educator)

27.1.4. Three (3) Employer Directors (one of whom shall be appointed as V.P. Employer)

27.1.5. One (1) Affiliate Director

27.1.6. Treasurer

27.1.7. Secretary

27.2. The offices of the Secretary and the Treasurer may be held by eligible directors who were elected by the membership; or

27.3. The President may nominate individuals for approval by the Board from among the membership of the Corporation.

27.4. It is recognized that the Corporation's interests are best served by encouraging broad regional participation and representation, with each region represented in at least one seat on the Board of Directors. In the event that a Region is unrepresented, the President may nominate a representative from that Region for approval to serve on the Board.

27.5. It is recognized that the Corporation's interests are best served by encouraging representation and participation from colleges and universities, and candidates from both types of institutions should be sought.

27.6. The Board may appoint unelected Directors to a level that may not exceed one-third of the total number of Directors.

## **28. Term of Office of Directors**

- 28.1. The term of office of the member elected to serve as President shall be three years from the date of the annual meeting at which they are elected or appointed, with one year to be served as President-Elect, one year to be served as President, and one year to be served as Past-President.
- 28.2. Elected directors' terms of office shall be from the date of the annual meeting at which they are elected or appointed until the annual meeting two (2) years following.
- 28.3. In addition, each director shall be limited to serving a maximum of three (3) consecutive terms of office (or 6 consecutive years). After three (3) terms have been served, they will be off the Board for one (1) full year before they can re-apply.
- 28.4. Notwithstanding the generality of the foregoing, nothing in this section is intended to restrict the length of continuous service as a Director of any Full Member who is elected President, and who may serve a maximum of seven (7) consecutive years including four (4) years as a Director, one (1) year as President-Elect, and one (1) year as President, one (1) year as Immediate Past-President.
- 28.5. The Vice-Presidents, Treasurer, and Secretary shall be appointed annually, when the Directors and Officers of the Corporation are approved at the Board Meeting immediately following the Annual General meeting.
- 28.6. In order to ensure continuity, and unless vacancies are created, a minimum of three (3) directors shall be elected by the Full Members in odd numbered years and a minimum of three (3) directors shall be elected by the Full Members in even numbered years.

## **29. Calling of Meetings of Board of Directors**

- 29.1. Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

## **30. Notice of Meeting of Board of Directors**

- 30.1. Except as otherwise required by law, the National Board may hold its meetings at such place or places in Canada as it may from time to time determine. No formal notice of any such meeting shall be necessary if all of the members of the National Board are present or those absent have signified their consent to the meeting being held in their absence whether before or after the meeting is held.
- 30.2. Meetings of the National Board shall be formally called by the Secretary on the direction of the President, President-Elect or a Vice-President or on the direction in writing of one-half (1/2) of the voting members of the National Board.
- 30.3. Notice of meetings shall be by delivery, telephone, telecopier, or electronic mail (e-mail) to each member of the National Board not later than fourteen (14) days before the meeting is to take place (exclusive of the day on which the notice is delivered or mailed or sent by telecopier or otherwise communicated but inclusive of the day for which notice is given). The Statutory Declaration of the

Secretary, President, President-Elect or a Vice-President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

- 30.4. The first meeting of the National Board is to be held within three (3) days of AGM. No notice of such meeting shall be necessary in order for the meeting to be duly constituted, provided that a quorum of directors is present.
- 30.5. The random and isolated failure to give notice of the first or any meeting of the National Board, as well as any irregularity in the meeting or in the notice thereof, shall not invalidate any resolution passed or any proceeding taken there at.
- 30.6. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **31. Regular Meetings of the Board of Directors**

- 31.1. The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **32. Votes to Govern at Meetings of the Board of Directors**

- 32.1. At any meeting of Directors every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **33. Committees of the Board of Directors**

- 33.1. The board may from time to time appoint any committee, working group or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.
- 33.2. At its first meeting after the AGM in each year, the National Board shall appoint or provide for the appointment of a chair and members for each Standing Committee of the Corporation in accordance with the provisions of this by-law, and as may otherwise be provided for herein and shall from time to time be establish such other Operational Committees, Advisory Boards, or Working Groups, and may provide for their terms of reference as the National Board deems necessary to carry out the program and operation of the Corporation.

- 33.3. Standing Committees are Committees of the Board, and are to be Chaired by members of the National Board, and said Chair is responsible to report directly to the National Board on the activities of Standing Committees. The Board shall appoint five standing Committees:
- 33.3.1. Finance
  - 33.3.2. Governance
  - 33.3.3. Performance
  - 33.3.4. Elections
  - 33.3.5. Executive Committee
- 33.4. Operational Committees are Committees of the Corporation, and are to be comprised of members thereof, including, but not limited to, members of the National Board. Operational Committees shall report to the National Board and a member of the National Board shall also Chair all Operational Committees, and/or Co-Chair with a member of the Association. The Board shall appoint, or cause to have appointed, such Operational Committees as it deems necessary each year. Operational Committees will address long-term and / or recurrent needs of the Corporation. Examples of Operational Committees may include National Conference Steering Committee, Membership Development and Ethics.
- 33.5. The Board shall also call to be appointed four Regional Advisory Boards selected from the members of each respective region.
- 33.5.1. Each year, the President shall appoint a Chair for each of the Regional Advisory Boards. The Chair may be a member of the Board of Directors, or an eligible member from the Region.
  - 33.5.2 In selecting a Chair for each Regional Advisory Board, the President may first consider Directors whose organization is based in the each of the respective regions. If a region is not represented at the Board of Directors, the President may appoint a member to serve as Chair for the Region, and may invite that member to serve as a Director, so long as doing so does not cause the number of Directors to exceed the maximum of 15.
  - 33.5.3. Each Regional Advisory Board Chair shall then invite members from the Region to form a Regional Advisory Board, as described in the Policy Manual.
    - 33.5.3.1. Atlantic - comprising members resident in the provinces of New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador, as well as Nunavut.
    - 33.5.3.2. Quebec - comprising members resident in the province of Quebec.
    - 33.5.3.3. Ontario - comprising members resident in the province of Ontario.
    - 33.5.3.4. Canada West - comprising members resident in the provinces of British Columbia, Alberta, Saskatchewan, and Manitoba, as well as the Yukon Territory and Northwest Territories.
- 33.6. Working Groups are Committees of the Corporation, and are to be comprised of members thereof, including, but not limited to, members of the National Board. Working Groups shall report to the National Board. They will address short-term and possibly recurrent needs of the Corporation. Examples of Working Groups



include Regional Event Steering Committees, Benchmark Survey Group, and Request for Proposal Review Groups.

33.7. Committees, Regional Advisory Boards and Working Groups are able to consult with, engage subject matter expertise services, and support of individuals or associations to help inform, carry out and shape their work on behalf of the board.

33.7.1. Such engagement requires approval of the Executive Director or Executive Committee which has responsibility for day-to-day operations in absence of the office of Executive Director.

33.7.2. Such engagement does not replace or have undue influence or impact on the decision making, appointment process, or reporting structure of the committee, regional advisory board or working group.

33.7.3. No remuneration is to be paid for such engagement without approval of the National Board pursuant to its contractual procedures and practice.

#### **34. Appointment of Officers**

34.1. The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

#### **35. Description of Offices**

35.1. The officers of the Association are the President, the President-Elect, the Immediate Past-President, the two Vice-Presidents, the Secretary, the Treasurer and such other officers as the National Board may determine from time to time, including assistants to the officers named. The same person may hold more than one office except for the offices of President.

35.1.1. The President-Elect is elected by the Full Members and Life Members as outlined in this by-law.

35.1.2. The National Board shall annually or as often as may be required from among the directors appoint a Secretary, a Treasurer, and one or more Vice-Presidents. The offices of Secretary and Treasurer may, in the discretion of the National Board, be held by the same person who may, but need not be known as the Secretary-Treasurer.

35.1.3. Unless the National Board otherwise directs, any of the powers and duties of an officer to whom an assistant is appointed may be exercised and performed by such assistant to the extent directed by the officer or in the case of the officer's absence or inability to act.

35.1.4. All officers in the absence of agreement to the contrary shall be subject to removal by resolution of the National Board at any time with or without cause.

35.1.5. In the case of absence or inability to act of the President, the President-Elect, a Vice-President or any other officer of the Association or for any reason

that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.

- 35.2. The **President** shall be the Chief Elected Officer, whose term of office is for one (1) year commencing with the termination of the AGM immediately following the year in which he/she served as President-Elect.
- 35.2.1. The President may preside at all meetings of the Association, the National Board and the Executive Committee.
- 35.2.2. He/she shall provide for the appointment of all committee and working group chairs, unless otherwise provided by the by-law, and to serve as a member of all Standing Committees, except the Election Committee, by virtue of his/her office.
- 35.2.3. He/she shall sign such contracts, documents or instruments in writing as requires the President's signature and shall have such other powers and duties as may from time to time be assigned by the National Board or as are incident to the office.
- 35.2.4. He/she shall officially represent the Association at all functions wherein the Association has an interest, or he/she may appoint in his/her stead any Full Member, Life Member, officer, staff person or agent of the Association to represent him/her at such functions.
- 35.3. The **President-Elect** shall assist the President in carrying on the administration of the Association.
- 35.3.1. He/she shall Chair the Governance Standing Committee.
- 35.4. The **Past-President** as referred to in this by-law is the Immediate Past President. In the event that the Immediate Past-President cannot serve, then the office shall be filled by the next most Immediate Past-President prepared to serve.
- 35.4.1. He/she is the Chair of the Election Committee.
- 35.5. The **Vice-President** from the same sector (Educator or Employer/Affiliate) as that of the President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The Vice-President Educator and/or the Vice-President Employer/Affiliate shall sign such contracts, documents or instruments in writing as require his/her or their signatures and shall have such other powers and duties as may from time to time be assigned to him/her or them by the National Board or as are incident to his/her or their office.
- 35.5.1. In the absence of the President from any meeting, the Vice-President from the same sector (Educator or Employer/Affiliate) as that of the President may preside; in the absence of the Vice-President the President Elect may preside; in the absence of all three, the other Vice-President may preside; and in the absence of all four, a chair shall be selected by the meeting from amongst its members.
- 35.6. The **Secretary** shall give or cause to be given all notices required to be given for all Association meetings of the National Board. He/she shall attend all Association meetings and shall enter, or cause to be entered in books kept for that purpose,

minutes of all proceedings at such meetings. He/she shall be the custodian of the books, records, and documents of the Association. He/she shall sign such contracts, documents or instruments in writing as require his/her signature. He/she shall perform such other duties as may from time to time be prescribed by the National Board or as are incident to his/her office.

- 35.7. The **Treasurer** shall cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Association. He/she shall control the deposit of money, the safe keeping of securities and the disbursements of the funds of the Association. He/she shall render to the National Board whenever required an account of all transactions and of the financial position of the Association. He/she shall sign such contracts, documents or instruments in writing as require his/her signature and shall perform the above and other duties as may from time to time be prescribed by the National Board or as are incident to his/her office.

### **36. Elections Process**

- 36.1. National Board directors are elected for a two (2) year term; however, should a director vacate a position during the first year of such a term, the National Board may decide to fill the vacancy for the remaining year of that term by appointment or through the annual elections process.
- 36.2. Should a member of the National Board wish to run for an alternative position on the Board before completing their present elected term, he/she must first resign from the current position. The vacancy thus caused for the unexpired portion of the term may then be presented to the general membership through the elections process.
- 36.3. Where only one eligible nomination has been secured for a position by the required deadline, the Elections Committee shall advise the candidate that they have been acclaimed to that position. Conversely, where the Elections Committee has identified a position for which an election is required, it will advise the National Office, to prepare the necessary balloting material and co-ordinate the ensuing election, in accordance with this by-law.
- 36.4. The preferred voting method is electronic via the website. Hardcopy ballots will be produced and distributed upon request.
- 36.5. On and at the appointed day, time, and place, as determined by the Chair of the Elections Committee, which shall be the earliest possible opportunity following the deadline for receiving votes, the members of the Elections Committee together with a National Office staff person appointed by the Elections Committee, will tally votes.
- 36.6. All votes shall be stored in safe-keeping in the National Office with the result of the count kept secret from the general membership until the result is declared at the appropriate meeting of members. On a motion of the National Board, votes shall be destroyed after the election results have been declared.

- 36.7. On the fourth (4th) Wednesday of January the Chair of the Elections Committee shall Open Nominations for vacant positions on the Board of Directors, and shall notify all Full and Life Members of same.
- 36.8. At 3:00 pm Eastern Time of the third Wednesday of February the Chair of the Elections Committee shall Close Nominations for vacant positions.
- 36.8.1. As soon as possible after Nominations Close staff shall provide a report to the Chair of the Elections Committee informing the Chair of nominations received, and the eligibility for service of those nominated.
- 36.8.2. As soon as possible thereafter, and before the first business day of March, the Elections Committee shall affirm the eligibility of all nominees, and the Chair shall notify via e-mail all Full and Life Members of the Nominee List.
- 36.9. The procedure to be followed in all respects in counting the votes shall be as follows:
- 36.9.1. Where there are two or more candidates for the same position, the candidate receiving the greatest number of votes is elected.
- 36.9.2. Whenever there is a tie, the President shall in person, by telephone, or other means, cast the deciding vote.
- 36.9.3. The Chair of the Elections Committee will notify the President of the results and then individually all candidates as to whether they were or were not successful.
- 36.9.4. The President will be responsible for publishing the election results to the general membership.
- 36.10. Online voting will be made available to each Full Member and Life Member entitled to vote on the first business day after March 15, with the deadline for receiving votes being noon (1200 hours) Eastern Daylight Time on the last business day of March. Votes received after this date will not be counted. To be eligible to vote, a Full Member or Life Member must be in good standing, by having paid any prescribed membership dues for the current year.
- 36.11. If at any time, in the period from and including the fourth (4th) Wednesday of January, to and including the close of nominations three weeks following, nominees die, become unable or are unwilling to serve and by virtue thereof the election procedure set out in this section is rendered inoperative, the President shall cause the Elections Committee to call for new nominations in such manner as it may determine. He/she shall fix a new date for the close of such nominations, which date shall be not earlier than thirty (30) days from the date on which such elections procedure became inoperative nor later than sixty (60) days from such date. The elections procedure set out in this section shall apply mutatis mutandis in respect of such new nominations except that the Elections Committee shall make due provision for the distribution of biographical material and candidate's statements of all nominees to all members of the National Board and no oral announcement of nominees shall be necessary.
- 36.12. All Full Members of the Association may cast votes for the Director candidates who represent the membership type to which the member belongs. Full Affiliate members may vote for candidates for Director Affiliate

- Full Educator members may vote for candidates for Director Educator  
 Full Employer members may vote for candidates for Director Employer
- 36.13. All Full and Life members, regardless of membership type may cast votes for the position of President-elect.
- 36.14. The procedure to be followed in all respects in counting the votes shall be as follows:
- 36.14.1. Where there are two or more candidates for the same position, the candidate receiving the greatest number of votes is elected.
- 36.14.2. Whenever there is a tie, the President shall in person, by telephone, or other means, cast the deciding vote.
- 36.14.3. The Chair of the Elections Committee will notify the President of the results and then individually all candidates as to whether they were or were not successful.
- 36.14.4. The President will be responsible for publishing the election results to the general membership.
- 36.15. If at any time, in the period from and including the fourth (4th) Monday of January, to and including the close of nominations six weeks following, nominees die, become unable or are unwilling to serve and by virtue thereof the election procedure set out in this section is rendered inoperative, the President shall cause the Elections Committee to call for new nominations in such manner as it may determine. He/she shall fix a new date for the close of such nominations, which date shall be not earlier than thirty (30) days from the date on which such elections procedure became inoperative nor later than sixty (60) days from such date. The elections procedure set out in this section shall apply mutatis mutandis in respect of such new nominations except that the Elections Committee shall make due provision for the distribution of biographical material and candidate's statements of all nominees to all members of the National Board and no oral announcement of nominees shall be necessary
- 36.16. Each year and prior to the Annual Meeting, the Full Members and Life Members shall elect, from amongst those who qualify, a President-Elect, who shall serve in such capacity for a term of one (1) year commencing immediately after the termination of AGM. Those eligible for election by the Full Members and Life Members to the office of President-Elect shall at the time of his/her election:
- 36.16.1. meet all of the eligibility requirements of a director, as prescribed in section 9 of this by-law; and,
- 36.17. When possible, the position of President Elect will alternate between an Employer Full Member or Affiliate Full Member, and then by an Educator Full Member.
- 36.18. At the first meeting of the National Board following the AGM of Full Members, it shall:
- 36.18.1. confirm the election by the Full Members of the President-Elect;
- 36.18.2. confirm the appointment of the President, who shall have been the President-Elect for the previous year;

- 36.18.3. elect from amongst its own members two (2) Vice-Presidents, one being from the Education sector and the other from the Employer sector; a Secretary and a Treasurer;
- 36.18.4. if applicable, appoint or re-appoint an Executive Director/National Manager;
- 36.18.5. by resolution empower an Executive Committee to act on the National Board's behalf, as required,
- 36.18.6. appoint signing officers for banking purposes; and
- 36.18.7. by vote, order or assign National Office Staff to destroy previous election votes.

### **37. Removals**

- 37.1. Subject to the Not for Profit Act (Canada), the Full Members and Life Members of the Association may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general or special Association meeting, remove the President, the President-Elect, an Education Director, and/or an Employer Director before the expiration of his/her or their term of office, and may by a majority of votes cast at that meeting, elect any qualified person in his/her or their stead for the remainder of his/her or their term, provided that the notice calling such special or general contains specific notice of the intention to pass such resolution of removal and election. The Secretary shall call such a meeting upon the written requisition of Full Members and/or Life Members in accordance with the Act and this by-law. A quorum for such a meeting shall be fifty (50) Full Members and/or Life Members in good standing, including proxies.
- 37.2. The process outlined in sub-sections 37.1 provides for the removal of elected officers and directors.
- 37.3. All other elected or appointed officers may be removed from office by decision of the National Board. This responsibility cannot be delegated.
- 37.4. If the Secretary is the person being removed, his/her duty to call the meeting shall fall to a designated member of the Executive Committee.
- 37.5. All vacancies on the National Board except those caused by a vote of removal, may so long as a quorum of members of the National Board remains in office, be filled by the National Board from amongst qualified Full Members provided that the following requirements are met:
  - 37.5.1. If the member is a replacement for the President, then the Vice-President from the same sector as that of the President (Education or Employer / Affiliate) shall be invited to assume the role of President, and the National Board shall by resolution appoint another Vice-President from among qualified members of the Board.
  - 37.5.2. If the Vice-President, from the same sector as that of the President (Education or Employer / Affiliate), is unable to assume the role of President, then the National Board shall by resolution appoint another Director from among qualified members of the Board from the same sector.

37.5.3. If Directors, from the same sector as that of the President (Education or Employer / Affiliate), are unable to assume the role of President, then the National Board shall by resolution appoint another Director from among qualified members of the Board.

37.5.4. The vacant position of Secretary or Treasurer shall be appointed by the National Board from amongst their members.

37.6. The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Association, to hold office until the next AGM, provided that the National Board may fill any casual vacancy in the office of the auditor.

### **38. Vacancy in Office**

38.1. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

38.2. the officer's successor being appointed,

38.3. the officer's resignation,

38.4. such officer ceasing to be a director (if a necessary qualification of appointment) or

38.5. such officer's death.

38.6. If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### **39. Method of Giving Any Notice**

39.1. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

39.2. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

39.3. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

39.4. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

39.5. if provided in the form of an electronic document in accordance with Part 17 of the Act.

39.6. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the

appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, typewritten or printed.

#### **40. Invalidity of any Provisions of this By-law**

40.1. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

#### **41. Omissions and Errors**

41.1. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the nonreceipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

#### **42. Mediation and Arbitration**

42.1. Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

#### **43. Dispute Resolution Mechanism**

43.1. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

43.1.1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.



- 43.1.2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 43.1.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 43.1.4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

#### **44. By-laws and Effective Date**

- 44.1. Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.