

GENERAL BY-LAW NO. 1

CANADIAN COUNCIL FOR THE ADVANCEMENT OF EDUCATION INC./ CONSEIL CANADIEN POUR L'AVANCEMENT DE L'ÉDUCATION INC.

(the "Council")

1. **Corporate Seal:** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Council.
2. **Head Office:** Until changed in accordance with the *Canada Corporations Act* (the "Act"), the head office of the Council shall be in the City of Ottawa, in the Province of Ontario.
3. **Membership**
 - a. **Membership Philosophy:** The Council accords membership and its privileges regardless of sex, race, color, creed, disability, sexual preference, age or national origin and will not accept any organizational unit that denies membership or privileges on such grounds.
 - b. **Conditions of Membership**
 - i. The Council shall consist of the following three categories of membership:
 - (1) voting members who represent institutions described in sub-paragraph 3(c);
 - (2) non-voting associate members who are employed by organizations described in sub-paragraph 3(c) or who are described in sub-paragraph 3(d); and,
 - (3) non-voting honorary members as described in sub-paragraph 3(e).
 - ii. In order to qualify for membership in the Council under sub-paragraph 3(b)(i)(1) above, individuals must be employed in

at least one of the following functions: alumni administration, communications, fund raising, external relations, advancement services, public affairs, enrolment management, or related disciplines.

c. Voting Membership

- i. Institutions, described by at least one of the following subsections are qualified, upon payment of membership fees, such membership fees shall be established by the board of directors, to name voting members to the Council:
 - (1) an ordinary provisional or probationary member institution of the Association of Universities and Colleges of Canada;
 - (2) an affiliated body or unit of an institution which holds regular or provisional membership in the Association of Universities and Colleges of Canada;
 - (3) a member institution of the Association of Canadian Community Colleges or equivalent provincial counterpart;
 - (4) any other post-secondary educational institution in Canada that requires for admission a secondary school diploma or the equivalent, provided that the institution is included in a recognized educational listing and offers programs that are of at least two years' duration; and,
 - (5) any secondary educational institution in Canada.
- ii. Each of the foregoing institutions shall designate a representative to serve as a coordinator between the Council and the institution.
- iii. The number of voting members an institution is qualified to appoint shall be based on any membership fee schedule as may be established by the board of directors.
- iv. Institutions who qualify to name voting members to the Council are also eligible, upon payment of membership fees,

to submit names of individuals to be listed in the Council's directory. The number of names to be listed in the Council's directory for each institution shall be based on such schedules as may be established by the board of directors.

- v. An institution is qualified to appoint additional non-voting associate members to the Council upon payment of an additional membership fee based on any membership fee schedule as may be established by the board of directors.
- vi. Persons qualified for membership based on the foregoing shall be elected as members from time to time by a majority of the votes cast by the members present at any duly constituted meeting of the members.

d. Non-Voting Associate Membership

- i. Individuals who represent organizations that have as their principal mandate the support of institutions within the Canadian education system and/or research may be granted, upon payment of fees and approval of a majority of the votes cast by the members present at any duly constituted meeting of the members, non-voting associate membership in the Council.
- ii. Individuals or commercial firms that serve or have served the advancement professions may be granted, upon payment of fees and approval of a majority of the votes cast by the members present at any duly constituted meeting of the members, associate membership in the Council.

- e. Honorary Membership:** Any individual who, in the opinion of the Board of Directors is deserving may be granted, upon approval of a majority of the votes cast by the members present at any duly constituted meeting of the members, non-voting honorary membership in the Council.

f. **Membership Discretion:** Notwithstanding the foregoing, the Board of Directors described has the power to admit into any membership class, subject to the approval of a majority of the votes cast by the members present at any duly constituted meeting of the members, any individual it deems beneficial to the activities of the Council.

g. **Membership Fees**

- i. Institutions described in paragraph 3(c), that name voting members to the Council, will be assessed an annual membership fee by the board of directors.
- ii. Non-voting associate members, described in paragraph 3(d), will be assessed annual membership fees by the board of directors.
- iii. Membership fees will not be refunded to members or their institutions or to associate members unless a refund has been approved by the board of directors.
- iv. The board of directors shall have the power to set such membership fees, rates and charges, as it deems necessary for the conduct of business.

h. **Use of Membership Fees:** Council funds are used only to fulfil the mission and mandate of the Council as specified in the Council's Letters Patent and bylaws. No funds may accrue to individual members of Council.

i. **Removal of a Member**

- i. **Removal with reasons:** Subject to sub-paragraph 3(i)(ii), any voting member, associate member or honorary member may have their membership in the Council revoked by a two-thirds majority of the Board members voting at a meeting of the Board. Such member shall be given 30 days' written notice of the proposed action with reasons for revocation attached.

- ii. **Failure to Pay Fees:** Members and associate members, whose fees are unpaid as of May 1 of each calendar year, will have their membership in the Council revoked until such time as their fees for that fiscal year have been received by the Council.

- j. **Withdrawal from Membership:** Any member may withdraw from the Council by delivering to the Council a written resignation and lodging a copy of the same with the national office of the Council.

- k. **Members' Meetings**
 - i. **Location of Members' Meetings:** The annual or any other general meeting of the members shall be held on the date and at a time and place as may be determined by the board.
 - ii. **Business of Members' Meetings:** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.
 - iii. **General Meeting:** The board of directors or the president or any vice-president, shall have power to call, at any time, a general meeting of the members of the Council.
 - iv. **Requisition of a Special Meeting:** The board of directors shall call a special general meeting of members on written requisition of a majority of the board or by a minimum of two-thirds of voting members.
 - v. **Notice of Meeting**
 - (1) Thirty days' written notice stating the date, time and place of any annual or special meeting of members shall be sent by regular mail or by means of transmitted or recorded communication, such as facsimile, voice-mail or electronic communication to

- each member and every member shall be entitled to attend the annual or special meeting of the members.
- (2) Any notice sent to members with respect to a special meeting of the members shall contain information with respect to the matters to be raised in the special meeting of the members and the said information shall be adequate for the members to make a reasoned decision.
 - (3) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Council shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
 - (4) For purpose of sending notice to any member, director or officer for any meeting or otherwise, notice shall be sent to the last known mailing address, facsimile number or electronic mail address provided to the Council by the member, director or officer.
- vi. **Quorum for Meeting of Members:** Thirty-five (35) of the Council's voting members constitute quorum at the annual meeting.
- vii. **Voting Rights of Members**
- (1) Each voting member present at a meeting shall have the right to exercise one vote.
 - (2) A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the *Act* or these By-laws.
- viii. **Meeting by Teleconference:** A meeting of the members may be held by teleconference provided that:

- (1) all members participating in the meeting by teleconference can communicate adequately with each other and have equal access to the telecommunication;
- (2) unless otherwise required by the *Act*, no less than thirty five (35) members in advance of the meeting approve of the meeting being held by teleconference;
- (3) unless otherwise required by the *Act*, a quorum for a meeting of the members held by telecommunication is thirty five (35) members; and
- (4) an officer of the Council will record votes cast by members.

ix. **Meeting by Electronic Means:** A meeting of the members may be held by electronic communication provided that:

- (1) all members participating in the meeting by electronic communication can communicate adequately with each other and have equal access to the electronic communication;
- (2) unless otherwise required by the *Act*, no less than thirty five (35) members in advance of the meeting approve of the meeting being held by electronic communication;
- (3) unless otherwise required by the *Act*, a quorum for a meeting of the members held by electronic communication is thirty five (35) members;
- (4) an officer of the Council will record votes cast by members; and
- (5) the Council has addressed all security concerns expressed by members participating in the meeting by electronic communication to the satisfaction of the members participating in the meeting by electronic communication.

x. **Mail Ballots:** Unless prohibited by the *Act*, the Council may accept votes of the membership by mail ballot provided that:

- (1) the membership receives adequate information to make an informed decision regarding to the matter being subject to a mail ballot vote; and
 - (2) unless otherwise required by the *Act*, no less than thirty-five (35) members participate in the mail ballot vote.
- xi. **Written Resolution:** Unless prohibited by the *Act*, the membership may make resolutions in writing provided that:
 - (1) the membership receives adequate information to make an informed decision regarding to the matter being subject to a written resolution; and
 - (2) unless otherwise required by the *Act*, no less than thirty-five (35) members participate in the written resolution.

4. Directors

a. First Directors

- i. **Provisional Directors:** The applicants for incorporation shall become the first directors of the Council whose term of office on the board of directors shall continue until their successors are elected.
- ii. **First Meeting of Directors:** At the first meeting of the members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Council.

b. Board of Directors

- i. **Management:** The property and business of the Council shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by at

least two-thirds (2/3) of the votes cast at a meeting of the members duly called for the purpose of determining the number of directors to be elected to the board of directors.

- ii. **Qualifications:** To qualify as a director, the individual must:
 - (1) be at least 18 years of age,
 - (2) have the power under law to contract; and
 - (3) qualify as a voting member of the Council.
- iii. **Board Members:** The board of Directors may be comprised of the following:
 - (1) the president;
 - (2) the vice-president/outreach;
 - (3) the vice-president/communications;
 - (4) the vice-president/finance and administration,
 - (5) the five regional directors, each representing a region of Canada, namely
 - (a) Atlantic provinces;
 - (b) Québec;
 - (c) Ontario;
 - (d) Manitoba, Saskatchewan and Alberta;
 - (e) British Columbia, Yukon, Northwest Territories and Nunavut; and,
 - (6) five directors-at-large.
- c. **Term of Directors:** Directors shall be elected for a term of two (2) years by a majority of the members present at an annual meeting of members.
- d. **Removal and Vacancy of Director:** The office of a director shall be automatically vacated:
 - i. if at a special general meeting of members, a resolution is passed by two-thirds of the members present at the meeting that he or she be removed from office;
 - ii. if a director has resigned his office by delivering a written resignation to the Council;
 - iii. if he or she is found by a court to be of unsound mind;

- iv. if he or she becomes bankrupt or suspends payment or compounds with his creditors;
- v. ceases to qualify as a voting member of the Council; or
- vi. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Council until the next annual meeting of the members.

- e. **Remuneration of Directors:** The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the Council as an officer or in any other capacity and receiving compensation therefor.

- f. **Powers of Directors**

- i. The directors of the Council may administer the affairs of the Council in all things and make or cause to be made for the Council, in its name, any kind of contract which the Council may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Council is by its Letters Patent or otherwise authorized to exercise and do.
- ii. The directors shall have power to authorize expenditures on behalf of the Council from time to time and may delegate by resolution to an officer or officers of the Council the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Council in accordance with such terms as the board of directors may prescribe.

- iii. The board of directors is hereby authorized, from time to time
 - (1) to borrow money upon the credit of the Council, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 - (2) to limit or increase the amount to be borrowed;
 - (3) to issue or cause to be issued bonds, debentures or other securities of the Council and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - (4) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Council, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Council, and the undertaking and rights of the Council.
- iv. The board of directors shall take such steps as they may deem requisite to enable the council to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Council.
- v. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
- vi. Remuneration for all officers, agents and employees and committee members shall be fixed by a resolution of a majority of the board of directors. Such resolution shall have

force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

g. Meetings of the Board of Directors

- i. Notice:** Meetings of the board of directors shall be on any date and at any time and place to be determined by the president provided that notice of such meeting is given:
 - (1) forty-eight (48) hours if notice is to be given by means of transmitted or recorded communication, such as facsimile, voice-mail or electronic communication; or
 - (2) fourteen (14) days if notice is to be given by mail.Notice shall be sent to last known mailing address, facsimile number or electronic mail address provided to the Council by the member.
- ii. Number of Meetings:** Meetings of the board of directors may be held three times per year but shall be at least once per year.
- iii. Waiver of Notice:** No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Council shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- iv. Voting:** Each director is authorized to exercise one (1) vote with the exception of the chair of the meeting who shall only cast a vote in the event of a tie in votes.
- v. Quorum:** A majority of directors plus one shall constitute a quorum for meetings of the board of directors. A quorum must include the president or vice-president. Any meeting

of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Council.

- vi. **Removal for Missed Meeting:** Directors of the Board missing two or more of the scheduled meetings and simultaneously not delivering on commitments may, subject to the approval of a majority of the votes cast by the voting members at a meeting of the members, be removed by a majority of the votes cast by the Executive Committee.
- vii. **Reporting:** Action taken by a vote of the Board via mail, telephone, fax or other means must be reported at the next regular or special meeting of the Board in order to be deemed valid.
- viii. **Meeting by Teleconference:** A meeting of the directors may be held by teleconference provided that:
 - (1) all directors participating in the meeting by teleconference can communicate adequately with each other and have equal access to the telecommunication;
 - (2) unless otherwise required by the *Act*, no less a majority of the directors plus one in advance of the meeting approve of the meeting being held by teleconference;
 - (3) unless otherwise required by the *Act*, a quorum for a meeting of the directors held by telecommunication is a majority of the directors plus one; and
 - (4) an officer of the Council will record votes cast by directors.
- ix. **Meeting by Electronic Means:** A meeting of the directors may be held by electronic communication provided that:
 - (1) all directors participating in the meeting by electronic communication can communicate adequately with each other and have equal access to the electronic communication;
 - (2) unless otherwise required by the *Act*, no less than a majority of the directors plus one in advance of the

meeting approve of the meeting being held by electronic communication;

- (3) unless otherwise required by the *Act*, a quorum for a meeting of the directors held by electronic communication is a majority of the members plus one;
- (4) an officer of the Council will record votes cast by directors; and
- (5) the Council has addressed all security concerns expressed by directors participating in the meeting by electronic communication to the satisfaction of the directors participating in the meeting by electronic communication.

- x. **Mail Ballots:** Directors shall not conduct a mail ballot.
- xi. **Written Resolution:** Directors shall not pass a resolution in writing.

h. Indemnities to Directors and Others: Every director of the Council and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council, from and against:

- i. all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
- ii. all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

5. Officers

a. Positions

- i. The officers of the Council may consist of a
 - (1) president;
 - (2) past-president;
 - (3) vice-president/outreach;
 - (4) vice-president/communications;
 - (5) vice-president – finance and administration;
 - (6) and any such other officers as the Board of Directors may by by-law determine.
- ii. No two offices may be held by the same person.
- iii. Officers must be directors of the Council.

b. Appointment of Officers

A slate of officers, as prepared by the Nominating Committee, listing candidates for vacant offices may be presented to the membership and shall be elected by a majority of the votes cast at a meeting of the membership.

- c. Term of Officers:** The officers of the Council shall hold office for 2 years from the date of appointment or election at a meeting of the members or until their successors are elected or appointed in their stead.

d. Removal and Vacancy of Officer:

- i. **Deemed Vacancy:** The office of an officer shall be automatically vacated:
 - (1) if at a meeting of directors, a resolution is passed by a majority of the directors present at the meeting that he or she be removed from office;
 - (2) if an officer has resigned his office by delivering a written resignation to the Council;
 - (3) if he or she is found by a court to be of unsound mind;
 - (4) if he or she becomes bankrupt or suspends payment or compounds with his creditors; or

(5) on death;

provided that if any vacancy shall occur for any reason in this paragraph, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the Council until the next annual meeting of the members.

- ii. **President:** In the event that the office of president becomes vacant, the office will be filled by one of the vice-presidents as recommended by the Nominating Committee to the Board of Directors.
- iii. **Vice-Presidents:** In the event that one of the offices of vice-president become vacant, a two-thirds majority of the Board of Directors voting at a meeting of the Board of Directors, may fill the vacancy until the next annual meeting of the members.
- iv. **Past-president:** In the event that the office of past-president becomes vacant, the board of directors may, in its discretion, fill the vacancy by appointing the most immediate prior past-president.
- v. **Other Officers:** Subject to sub-paragraphs (i) through to (iii) above, any office which becomes vacant may be filled by a two-thirds majority of votes cast at a meeting of the board of directors, may fill the vacancy until the next annual meeting of the members.
- vi. **Regional Directors:** In the event of a vacancy, the past president of the Council may consult with the members in the region where the vacancy occurred to determine a replacement candidates. A two-thirds' majority of the votes cast at a meeting of the board of directors may fill a vacancy of a Regional Director until the next annual meeting of the members.
- vii. **Directors-at-Large:** A two-thirds' majority of the votes cast at a meeting of the Board may fill a vacancy of a Director-at-Large until the next annual meeting of the members.

e. **Duties of Officers**

- i. **President:** The president of the Council, shall serve a two-year term and shall:
- (1) chair the Council's annual meeting and meetings of the Board of Directors and the Executive Committee, if any;
 - (2) be responsible for enforcing the Council's bylaws and such policies and regulations that may be established from time to time by the Board of Directors or by the Council's membership;
 - (3) represent the Council to other organizations and speaks on the Council's behalf, when possible;
 - (4) assign portfolio responsibilities to the Council's directors;
 - (5) establish committees;
 - (6) report annually to the members on the Council's activities;
 - (7) be an ex officio member of all standing and ad hoc committees;
 - (8) be a signing officer for the Council;
 - (9) co-ordinate Council relations with other agencies deemed by the Board of Directors to have similar or complementary interests to the Council;
 - (10) ensure that the activities of the board of directors are consistent with on-going strategic plan objectives of the Council;
 - (11) ensure that appropriate recognition and involvement of past presidents and other experienced advancement professionals as sounding board and/or in an advisory capacity as the need arises;
 - (12) undertake the role of main liaison with the executive director, if any, of the Council;
 - (13) automatically succeed to the office of past-president upon the completion of the president's term;
 - (14) maintain custody and control over the corporate seal;
- and,

- (15) accept such other duties as may be assigned by the board of directors.
- ii. **Past-President:** The past-president, if any, shall serve a two-year term and shall:
 - (1) chair the Nominating Committee, if any;
 - (2) present a slate of nominees at the Council's annual meeting;
 - (3) be available for consultation on request; and
 - (4) accept such other duties as may be assigned by the Board of Directors;
 - iii. **Vice President/outreach:** The vice-president/outreach shall serve a two-year term and shall:
 - (1) be asked to assume the Presidency, on the recommendation of the Nominating Committee and subject to the approval of the Board of Directors, in the event that the office of the President becomes vacant;
 - (2) be responsible for ensuring that the goals of the Professional Development committee are achieved; these include overseeing:
 - the National Conference
 - the Forums
 - Regional conferences and workshops, and,
 - Online web conferences.
 - (3) be responsible for ensuring that the goals of the Volunteer Management Committee are achieved through effective recruitment and recognition programs:
 - (4) accept other such duties as may be assigned by the Board of Directors.
 - iv. **Vice-President/finance and administration:** The vice-president/finance and administration, shall serve a two-year term and shall:
 - (1) be asked to assume the Presidency, on the recommendation of the Nominating Committee and

- subject to approval of the Board of Directors, in the event that the office of the President becomes vacant;
- (2) oversee the Membership Committee;
 - (3) oversee the Sponsorship Committee;
 - (4) have custody of the funds and securities of the Council;
 - (5) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council;
 - (6) deposit all monies, securities and other valuable effects in the name and to the credit of the Council in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time;
 - (7) disburse the funds of the Council as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Council;
 - (8) prepare an annual budget;
 - (9) oversee the accounting and management of the Council's funds, in consultation with the Executive Committee, if any;
 - (10) in association with the head office and the Membership Committee, if any, maintain records of the Council's voting members, associate members and honorary members;
 - (11) present a written report on the Council's finances at the annual meeting of the members;
 - (12) chair the Audit Committee, if any;
 - (13) be a signing officer for the Council;
 - (14) chair the Finance Committee, if any; and

(15) accept such other duties as may be assigned by the Board of Directors.

iv. **Vice-President/communications:** The vice-president/communications, shall serve a two-year term and shall:

- (1) be asked to assume the Presidency, on the recommendation of the Nominating Committee and subject to the approval of the Board of Directors, in the event that the office of the President becomes vacant;
- (2) keep informed about educational issues affecting the needs of Council;
- (3) oversee the Communications Committee that will provide and produce the communications needs of the Board via vehicles such as the e-newsletter and the online community;
- (4) oversee the Awards Committee;
- (5) oversee any ad hoc projects not within the mandate of other Committees;
- (6) assist in program planning and implementation of activities of the Board of Directors; and,
- (7) accept such other duties as may be assigned by the Board of Directors.

vi. **Regional Directors**

- (1) Regional directors, if any, shall serve a two-year term but, subject to the approval of a majority of the votes cast by the directors at a meeting of the directors, shall not serve more than two consecutive terms.
- (2) Regional directors, if any, shall:
 - (a) provide for communication between the board of directors and the provinces, regions, and, where they exist, the provincial and regional affiliates of the Council;
 - (b) be responsible for such program areas as may be assigned to them by the president;

- (c) sit as members of the Professional Development Committee, if any, and the Sponsorship Committee, if any; and
- (d) accept such other duties as may be assigned by the board of directors.

vii. Directors-at-Large

- (1) Directors-at-large, if any, shall serve a two-year term and, subject to the approval of a majority of the votes cast by the directors at a meeting of the directors, shall not serve more than two consecutive terms.
- (2) Directors-at-large, if any, shall be responsible for such program areas as may be assigned to them by the president or by the board of directors.

6. Executive Committee

- a. Members of Executive Committee:** The Council shall have an Executive Committee which may be comprised of the following:
 - i. the president;
 - ii. vice-president/outreach;
 - iii. vice-president/communications; and,
 - iv. vice-president/finance and administration.

- b. Qualifications of Executive Committee:** Only directors are eligible for appointment to the Executive Committee.

- c. Powers:** The Executive Committee shall exercise such powers and accept such duties as are authorized and delegated by the board of directors.

- d. Removal:** Any Executive Committee member may be removed by a majority of the votes cast at a meeting of the board of directors.

e. **Remuneration:** Executive Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

f. **Notice of Executive Committee Meeting**

Meetings of the Executive Committee shall be on any date and at any time and place to be determined by the members of the Executive Committee provided that notice of such meeting is given:

- (1) forty-eight (48) hours if notice is to be given by means of transmitted or recorded communication, such as facsimile, voice-mail or electronic communication; or
- (2) fourteen (14) days if notice is to be given by mail.

Notice shall be sent to last known mailing address, facsimile number or electronic mail address provided to the Council by the member of the Executive Committee.

g. **Quorum for Executive Committee:** No less than three (3) members of the Executive Committee shall constitute a quorum.

h. **Errors and Omissions:** No error or omission in giving notice of any meeting of the Executive Committee or any adjourned meeting of the executive committee of the Council shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

7. **Nominating Committee**

- a. **Members of Nominating Committee:** The Council shall have an Nominating Committee which shall be comprised of the following:
- i. the immediate past-president as chair of the Nominating Committee. If the immediate past-president is not available, the president will serve as the chair.

- ii. the president;
 - iii. one vice-president;
 - iv. one voting member of the Council who does not serve on the Board of Directors.
- b. **Qualifications of Nominating Committee:** Only members are eligible for appointment to the Nominating Committee.
- c. **Powers:** The Nominating Committee shall exercise such powers and accept such duties as are authorized and delegated by the board of directors.
- d. **Removal:** Any Nominating Committee member may be removed by a majority of the votes cast at a meeting of the board of directors.
- e. **Remuneration:** Nominating Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- f. **Notice of Nominating Committee Meeting**

Meetings of the Nominating Committee shall be on any date and at any time and place to be determined by the members of the Nominating Committee provided that notice of such meeting is given:

- (1) forty-eight (48) hours if notice is to be given by means of transmitted or recorded communication, such as facsimile, voice-mail or electronic communication; or
- (2) fourteen (14) days if notice is to be given by mail.

Notice shall be sent to last known mailing address, facsimile number or electronic mail address provided to the Council by the member of the Nominating Committee.

- g. **Quorum for Nominating Committee:** No less than three (3) members of the Nominating Committee shall constitute a quorum.

h. Errors and Omissions: No error or omission in giving notice of any meeting of the Nominating Committee or any adjourned meeting of the Nominating Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

i. Duties of the Nominating Committee and Election Procedures

- i. The Nominating Committee is responsible for preparing a slate of candidates, the number of candidates being dependant on the number of vacancies on the Board of Directors in any given year, who are willing to stand for election as a director and officer at the annual meeting of the members:
 - (1) director and vice-president/outreach;
 - (2) director and vice-president/finance and administration;
 - (3) director and vice-president/communications;
 - (4) directors-at-large; and,
 - (5) regional directors.
- ii. The slate of candidates will be circulated to voting members of the Council no less than thirty (30) days prior to the annual general meeting of the membership.
- iii. In preparing its slate of candidates, the Nominating Committee will take into account the various disciplines and types of institutions represented among the Council's membership and will endeavour to ensure that its slate of nominees is reflective of those various disciplines and institutions.
- iv. The past-president, as chair of the Nominating Committee, will present a slate of candidates at the annual meeting of the membership for ratification or amendment.

- v. Additional nominations may be made by voting members of the Council no fewer than ten (10) days in advance of the annual general meeting of the membership provided that the nomination is accompanied by:
 - (1) the signatures of at least five voting members in support of the nomination; and
 - (2) the written consent of the nominee.
- vi. The president will present the additional nominations for each position on the slate. In the event that there are no additional nominations, the slate of candidates shall be elected by a majority of the votes cast by a showing of hands at a meeting of the members.
- vii. In the event that there are additional nominations, candidates shall be elected by a majority of the votes cast by secret ballot at a meeting of the members.
- viii. In the event of a tie among candidates, subsequent secret ballots shall be ordered until such time as one candidate receives a simple majority of the votes cast at a meeting of the members.
- ix. Regional directors of the board of directors may be nominated for each of the following five regions:
 - (1) the Atlantic provinces;
 - (2) Québec;
 - (3) Ontario;
 - (4) Manitoba, Saskatchewan, and Alberta; and
 - (5) British Columbia, Yukon, Northwest Territories and Nunavut.

8. **Standing Committees:** The Board may establish standing committees reflecting the goals of the board of directors and the membership. Standing committees may include, but are not be limited to, the following:
- a. Membership;
 - b. Communications;
 - c. Professional Development;

- d. Awards;
- e. Sponsorship;
- f. Volunteer Management; and
- g. Finance.

9. **Committees:** The board of directors may appoint additional committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution any remuneration to be paid to any committee members.

10. Execution of Documents

- a. **Signatures:** Contracts, documents or any instruments in writing requiring the signature of the Council, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Council without any further authorization or formality.
- b. **Specific Contracts:** The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Council to sign specific contracts, documents and instruments in writing.
- c. **Power of Attorney:** The directors may give the Council's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Council.
- d. **Corporate Seal:** The seal of the Council when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

11. **Financial Year:** Unless otherwise ordered by the board of directors, the fiscal year end of the Council shall be April 30 of each calendar year.

12. **Amendment of By-Laws:** The by-laws of the Council not embodied in the letters patent, or any new by-laws may be repealed, amended, or enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that:
 - a. the directors and members are sent by email or regular mail a copy of the proposed provision to be repealed, amended or enacted no less than thirty (30) days before any meeting of the directors or members; and
 - b. the repeal, amendment, or enactment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

13. **Auditors**
 - a. **Appointment:** The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Council for report to the members at the next annual meeting.
 - b. **Qualification:** The auditor shall
 - i. be an accountant in good standing with a chartered accountant association in any province of Canada; and
 - ii. not be a director, officer or employee of the Council.
 - c. **Term:** The auditor shall hold office for a term of one year provided that the directors may fill any casual vacancy in the office of the auditor until the next annual meeting of the members.
 - d. **Remuneration:** Unless fixed by the meeting of members at which he or she is appointed, the remuneration of the auditor shall be fixed by the board of directors.

14. **Books and Records:** The directors shall see that all necessary books and records of the Council required by the by-laws of the Council or by any applicable statute or law are regularly and properly kept.
15. **Rules and Regulations:** The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Council as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Council when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.
16. **Dissolution:**
 - a. Dissolution of the Council requires two-thirds' majority of the members voting at a general meeting of the Council or by mail ballot.
 - b. In the event of the Council's dissolution, the disposition of all assets of the Council, after the payment of liabilities, shall be determined by two-thirds' majority of the members voting at a general meeting of the Council or by mail ballot provided that the remaining property shall be distributed or disposed of to charitable or non-profit organizations; and no part of any property of the Council shall be available to its members upon such dissolution.
17. **Interpretation**
 - a. In these by-laws and in all other by-laws of the Council hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

b. In these by-laws and in all other by-laws of the Council headings are for reference only and are not to be used for interpretation.

18. Language: The Council shall use either or both of Canada's official languages in the conduct of its affairs and will endeavour to provide services and programs in both of Canada's official languages.

Dated the ____ day of _____, 2003.

President