



THE CANADIAN COUNCIL FOR THE ADVANCEMENT OF EDUCATION

CONSTITUTION & BY-LAWS REVISION APPROVED: JUNE 2002

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CCAE CONSTITUTION

ARTICLE 1 NAME

Section 1

The name of the organization is The Canadian Council for the Advancement of Education/Le Conseil canadien pour l'avancement de l'éducation, hereafter referred to as CCAE or the Council, a not-for-profit organization operating in Canada.

ARTICLE 2 MISSION

Section 1

The Council is dedicated to fostering excellence in institutional advancement and to contributing to the realization of institutional goals within the Canadian education system.

ARTICLE 3 PHILOSOPHY AND MANDATE

Section 1 Philosophy

- (a) The Council is a volunteer-driven organization whose strength is derived from the dedication of its members. Its members are drawn together to support their common goal of achieving excellence in the advancement of the institutions they serve.
- (b) Membership is open to all advancement professionals in the Canadian education system, regardless of the size or location of their institutions.
- (c) The Council is committed to serving the regional and special interest needs of its members.
- (d) Recognizing the regional differences within Canada, CCAE encourages the formation of regionally based groups where appropriate. In so doing, the regional groups would perform under the auspices of the CCAE constitution with the same mission, philosophy and mandate. Regional groups will be entitled to financial support in accordance with the policies of CCAE and will be an integral link in the success of the nationally developed, professional development program.

Section 2 Mandate

The Council serves four principal constituencies its members; the institutions that employ its members; like-minded organizations operating in Canada and in other jurisdictions; and stakeholders in the Canadian education system.

- (a) It serves its members by enhancing their professional leadership and management skills; by representing their interests within the education community in Canada; by providing linkages between and among the advancement professions; and, by being an advocate on behalf of institutional advancement.
- (b) It serves the institutions that employ its members by helping those institutions gain a better understanding of their publics; by contributing to the development of their advancement professionals; by facilitating the exchange of information, ideas and resources within the advancement community; and, by providing management and leadership training opportunities for their advancement professionals.
- (c) It serves like-minded organizations operating in Canada and in other jurisdictions by providing a point of contact with the institutional advancement community in Canada; by facilitating communication between institutional advancement professionals in Canada and their counterparts in other jurisdictions; and, by providing opportunities for joint ventures.
- (d) It serves the stakeholders in institutions within the Canadian education system by promoting active communication between institutions and the broader community, and by encouraging the relationship between institutions and informed and engaged publics.

ARTICLE 4 MEMBERSHIP

Section 1

There are three categories of membership within the Council:

- (a) voting members who represent institutions described in Article 4, Section 3;
- (b) non-voting associate members who are employed by organizations described in Article 4, Section 5 or who are described in Article 4, Section 6; and,
- (c) non-voting honorary members as described in Article 4, Section 6.

Section 2

In order to qualify for membership in the Council under category (a) 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.

Section 3

Institutions, described by at least one of the following sub-sections may, upon payment of dues, name voting members to the Council:

- (a) an ordinary provisional or probationary member institution of the Association of Universities and Colleges of Canada;
- (b) an affiliated body or unit of an institution which holds regular or provisional membership in the Association of Universities and Colleges of Canada;
- (c) a member institution of the Association of Canadian Community Colleges or equivalent provincial counterpart;
- (d) 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,
- (e) any secondary educational institution in Canada.

Section 4

Notwithstanding the foregoing, the Board of Directors described in Article 5 has the power to admit to voting membership any individual or institution it deems beneficial to the activities of the Council.

Section 5

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 dues and approval of the Board of Directors, associate membership in the Council.

Section 6

Individuals or commercial firms that serve or have served the advancement professions may be granted, upon payment of dues and approval of the Board of Directors, associate membership in the Council.

Section 7

The Council's Board of Directors, upon the approval of a majority of members voting at the annual general meeting, may accord individuals honorary membership in the Council.

Section 8

For just cause, 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. Other than for non-payment of dues, membership in the Council may only be revoked after the member in question is given at least 30 days' notice of the proposed action and the reasons for it.

Section 9

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.

ARTICLE 5 BOARD OF DIRECTORS

Section 1

The affairs of the Council are administered by a Board of Directors as set out below.

Section 2

The Board of Directors is composed of a president; an immediate past-president; a vice-president (who is also president-elect); a vice-president, project development, and a vice-president, finance; five regional directors (each representing a region of Canada, specifically the (1) Atlantic provinces; (2) Québec; (3) Ontario; (4) Manitoba, Saskatchewan and Alberta; and (5) British Columbia, Yukon, Northwest Territories and Nunavut); and, five directors-at-large.

Section 3

Board members may not serve on the Board in more than one executive or representative capacity at a time.

Section 4

Members of the Board of Directors must be eligible to be voting members of the Council.

Section 5

The Board of Directors supervises and directs the Council's affairs; determines the Council's policies within the limits of the constitution and bylaws; pursues the Council's mission and mandate; and, supervises the disbursement of the Council's funds.

It has the power to appoint agents and employees. It may adopt such rules and regulations for the conduct of its business as it deems advisable and may delegate certain of its authority and responsibilities to committees or persons.

Section 6

The Board of Directors meets at least three times per year at a time and place determined by the president. Board members will normally be given at least 30 days' notice of meetings. Special meetings, not requiring 30 days' notice, may be called at the request of the president or at the request of at least two-thirds of the members of the Board. Directors of the Board missing two or more of the scheduled meetings and simultaneously not delivering on commitments may be removed from the Board of Directors. This will be done with a simple majority vote of the Executive Committee of the Board. Their decision is final.

Section 7

All members of the Board are eligible to vote except that member who is chairing the meeting, who only votes in the case of a tie.

Section 8

A quorum of the Board must include the president or vice-president and shall consist of a majority of Board members, plus one.

Section 9

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.

ARTICLE 6 ANNUAL MEETING

Section 1

The Council meets once a year at a time and place determined by the Board of Directors.

Section 2

Members of the Council will receive written notice of the meeting at least 30 days in advance.

Section 3

All members of the Council voting, associate and honorary are entitled to attend.

Section 4

A majority of members voting at the annual meeting elect members of the Board of Directors pursuant to the provisions set out in this constitution and the Council's bylaws.

Section 5

Thirty-five of the Council's voting members constitute quorum at the annual meeting.

ARTICLE 7 MEMBERSHIP FEES AND FINANCES

Section 1

Institutions described in Article 4, Section 3, that name voting members to the Council, will be assessed an annual membership fee by the Council.

Section 2

Non-voting associate members, described in Article 4, Sections 5 and 6, will be assessed annual membership fees by the Council.

Section 3

Membership fees will not be refunded to members or their institutions or to associate members for any reason.

Section 4

The Board of Directors shall have the power to set such fees, rates and charges, as it deems necessary for the conduct of business.

Section 5

The signatures of two signing officers are required for all financial instruments of the Council.

Section 6

The Council's fiscal year begins on the first day of May and ends on the last day of April.

Section 7

Council funds are used only to fulfil the mission and mandate of the Council as specified in the Council's constitution and bylaws. No funds may accrue to individual members of Council.

ARTICLE 8 AMENDMENTS

Section 1

This constitution may be repealed or amended at the annual meeting of the Council or via a mailed ballot to all voting members of the Council, pursuant to the following sub-sections:

- (a) voting members of the Council are provided with written notification of the proposed amendment 30 days prior to the annual meeting or, in the event of a mailed ballot, 30 days prior to the date by which the ballot must be returned; and,
- (b) two-thirds' majority of the members voting at the annual meeting or a two-thirds' majority of members voting via a mailed ballot is required to approve an amendment.

ARTICLE 9 DISSOLUTION

Section 1

Dissolution of the Council requires two-thirds' majority of the members voting at a general meeting of the Council or by mail ballot.

Section 2

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.

CCAIE BY-LAWS

ARTICLE 1 BOARD OF DIRECTORS

Section 1

The president of the Council, serving a two-year term:

- (a) chairs the Council's annual meeting and meetings of the Board of directors and the Executive committee;
- (b) is responsible for enforcing the Council's constitution and 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;
- (c) represents the Council to other organizations and speaks on the Council's behalf;
- (d) assigns portfolio responsibilities to the Council's directors;
- (e) establishes committees;
- (f) reports annually to the members on the Council's activities;
- (g) is an ex officio member of all standing and ad hoc committees;
- (h) is a signing officer for the Council; and,
- (i) co-ordinates CCAIE relations with other agencies deemed by the Board of Directors to have similar or complementary interests to CCAIE.
- (j) ensures that the activities of the Board are consistent with our on-going strategic plan objectives
- (k) ensures that appropriate recognition and involvement of past presidents and other experienced advancement professionals as sounding board and/or in an advisory capacity as need arises
- (l) undertakes the role of main liaison with the Executive Director

Section 2

The vice-president/president-elect, serving a two-year term:

- (a) automatically succeeds to the office of president upon the completion of the incumbent's term;
- (b) performs such duties as may be assigned by the president;
- (c) in the absence of the president, assumes the duties and responsibilities of that office;
- (d) in association with the Executive Director and the National Office records, reviews, distributes and maintains minutes of the annual meeting and meetings of the Board of directors;
- (e) in accordance with the constitution and bylaws, is responsible for the preparation and provision for notice of constitutional amendments, the annual general meeting and meetings of the Board of Directors and of the Executive Committee;
- (f) in accordance with the constitution and by-laws, provides for the distribution and receipt of mailed ballots;
- (g) in association with the National Office maintains a policies and procedures manual;
- (h) is responsible for internal relations with the Directors of the Board;
- (i) is a signing officer for the Council;
- (j) sits on the Nominating Committee, and,
- (k) chairs the selection committee for the CCAIE Distinguished Service Awards.

Section 3

The past-president, serving a two-year term:

- (a) chairs the Nominating Committee;
- (b) presents a slate of nominees at the Council's annual meeting;
- (c) is available for consultation on request

Section 4

The vice-president, finance, serving a two-year term:

- (a) is an ex officio member of the Membership Committee;
- (b) prepares an annual budget;
- (c) oversees the accounting and management of the Council's funds, in consultation with the Executive Committee;
- (d) in association with the National Office and the Membership Committee maintains records of the Council's paid members and associate members;
- (d) presents a written report on the Council's finances at the annual meeting;
- (e) chairs the Audit Committee, when CCAIE undertakes external financial reviews or audits; and,
- (f) is a signing officer for the Council.
- (g) chairs the Finance Committee

Section 5

The vice-president, project development, serving a two-year term:

- (a) keeps informed about educational issues as they affect the needs of CCAE
- (b) seeks out, vets and shepherds new projects and services valuable to CCAE
- (c) oversees any adhoc projects not within the mandate of other Board Committees
- (d) Assists in program planning and implementation of Board activities

Section 6

Regional directors, serving two-year terms:

- (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; and,
- (b) are responsible for such program areas as may be assigned to them by the president.
- (c) sit as members of the Professional Development and Sponsorship Committees

Section 7

Directors-at-large, serving two-year terms:

- (a) are responsible for such program areas as may be assigned to them by the president.

ARTICLE 2 TERMS OF OFFICE AND VACANCIES

Section 1

The vice-president, president and past-president each serve two-year terms with the vice-president automatically succeeding to the office of president and the president automatically succeeding to the office of past-president.

Section 2

In the event that the office of past-president becomes vacant, the Board may, at its discretion, fill the vacancy by appointing the most immediate prior past-president.

Section 3

In the event that the office of president becomes vacant, the office will be filled by the vice-president.

Section 4

In the event that the office of vice-president becomes vacant, a two-thirds majority of the Board, voting at a meeting of the Board, may fill the vacancy until the next annual meeting at which time the nominating committee will present a nominee for the office of president in addition to those offices normally requiring nominations.

Section 5

The vice-president, finance serves a two-year term.

Section 6

In the event that one of the offices of the Executive Committee becomes vacant, a two-thirds majority of the Board, voting at a meeting of the Board, may fill the vacancy until the next annual meeting.

Section 7

Regional directors serve two-year terms. Normally, regional directors may serve no more than two consecutive terms in these positions. 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 candidate(s). A two-thirds' majority of the Board, voting at a meeting of the Board, may then fill the vacancy for the remainder of the incumbent's normal term of office.

Section 8

Directors-at-large serve two-year terms. Normally, directors-at-large may serve no more than two consecutive terms in these positions. In the event of a vacancy, a two-thirds' majority of the Board, voting at a meeting of the Board, may fill the vacancy for the remainder of the incumbent's normal term of office.

ARTICLE 3 NOMINATING COMMITTEE

Section 1

The nominating committee, chaired by the past-president, is also composed of the president; the vice-president; two members of the Board of Directors one of whom must be a regional director and one of whom must be a director-at-large; and, a voting member of the Council who does not serve on the Board.

Section 2

The committee is responsible for preparing a slate of candidates who are willing to stand for election at the Council's annual meeting. The slate will be circulated to voting members of the Council 30 days prior to the annual general meeting.

Section 3

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.

Section 4

The nominating committee will prepare a slate of nominees composed of: a vice-president (and president-elect); a treasurer; five directors-at-large; and, five regional directors, depending on the number of vacancies on the Board in any given year. The Committee will provide the membership with its slate of nominees at least 30 days prior to the annual meeting.

ARTICLE 4 ELECTIONS

Section 1

The past-president, as chair of the nominating committee, will present a slate of candidates at the annual meeting for ratification or amendment.

Section 2

Additional nominations may be made by voting members of the Council no fewer than 10 days in advance of the annual general meeting provided that nomination is accompanied by the signatures of at least five voting members in support and the written consent of the nominee.

Section 3

The president will present the additional nominations for each position on the slate. In the event that there are no such nominations, the slate shall be deemed elected.

Section 4

In the event that a position is contested as a result of a nomination from the membership, a secret ballot shall be ordered to determine the successful candidate.

Section 5

In the event of a tie, subsequent ballots will be ordered until such time as one candidate receives a simple majority of the votes cast.

Section 6

Unless otherwise provided for in these bylaws, regional directors on the Board may be nominated after consultation with voting members in each of five regions (1) the Atlantic provinces; (2) Québec; (3) Ontario; (4) Manitoba, Saskatchewan, and Alberta; and (5) British Columbia, Yukon, Northwest Territories and Nunavut. Regional directors are elected to the Board at the annual meeting to serve terms of two years.

ARTICLE 5 COMMITTEES

Section 1

In addition to the nominating committee, described in Article 3 of these bylaws, the Board will establish standing committees reflecting the current goals of the Board and membership. Standing Committees may include, but will not be limited to, the following:

- (a) Executive
- (b) Membership
- (c) Communications
- (d) Professional Development
- (e) Awards
- (f) Sponsorship
- (g) Volunteer Management
- (h) Finance

Section 2

The Board and the membership shall be apprised annually of the complete membership of all committees, their goals and

achievements’.

Section 3

In the event the Board undertakes an external financial review or audit of the organization, it will create an audit committee composed of the Treasurer as chair, the (past) Treasurer of the period under review (if this is not the same person), and other members of the Council appointed by the Board. It is charged with working with the external reviewer and presenting recommendations to the Board on accounting, financial management, and other issues that are being reviewed.

ARTICLE 6 MEETINGS

Section 1

The vice-president will normally provide members of the Council, voting and non-voting, with 30 days' notice of the annual meeting of the Council, specifying the date, time and location of the meeting.

Section 2

Special meetings of the Council may be called with less than 30 days' notice by a majority of the Board of Directors or by a two-thirds majority of the voting members of the Council.

Section 3

The vice-president will normally provide members of the Board of Directors with 30 days' notice of meetings of the Board, specifying the date, time and location of the meeting.

Section 4

Special meetings of the Board may be called with less than 30 days' notice by the president or by two-thirds of the members of the Board.

Section 5

Unless otherwise provided for in these bylaws, Robert's Rules of Order govern the conduct of all meetings of the Council.

ARTICLE 7 MEMBERSHIP FEES

Section 1

Payment of fees, according to the schedule established by the Board, shall entitle member institutions and organizations described in Article 4, Section 3, of the constitution, to appoint voting members to the Council, the number to be based on the fee paid. Additional non-voting members may be named upon payment of an additional fee, as established by the Board.

Section 2

Each institution shall designate one representative to serve as coordinator for membership.

Section 3

Members and associate members, whose fees are unpaid as of July 1, will have their membership in the Council revoked until such time as their fees for that fiscal year have been received by the treasurer or the Council's agent.

ARTICLE 8 LANGUAGE

Section 1

The Council will use either or both of Canada's official languages in the conduct of its affairs.

Section 2

The Council will endeavour to provide services and programs in both of Canada's official languages.

Section 3

The Council will use gender-neutral language in its correspondence and official documents.

ARTICLE 9 AMENDMENTS

Section 1

These bylaws may be repealed or amended at the annual meeting of the Council or via a mailed ballot to all voting members of the Council, pursuant to the following sub-sections:

- (a) voting members of the Council are provided with written notification of the proposed amendment 24 hours prior

to the annual meeting or, in the event of a mailed ballot, 10 days prior to the date by which the ballot must be returned;

- (b) a majority of the votes cast is required to approve an amendment.