

Alberta Association of Career Colleges By-Laws

NAME

The name of this organization shall be the **Alberta Association of Career Colleges (AACC)**, abbreviated as AACC and hereinafter referred to as AACC

INCORPORATION

AACC is a non-profit organization and is characterized under the laws of the Province of Alberta in 1992 and again in 2004.

PURPOSE

The purposes of AACC shall be:

- To encourage and promote excellence in education plus a recognition of the importance of adult education for the people of Alberta.
- To encourage and promote a cooperative working relationship with all regulatory bodies involved in the administering of educational and training services to the people of Alberta.
- To provide a centralized resource for all members involved directly or indirectly with educational services to obtain and/or provide goods and services.
- To provide assistance on matters related to education and training of the people of Alberta.
- To promote research in the education and training programs of its member colleges, whereby these colleges can fulfill the ever-changing needs of their respective local communities.
- To seek an association with other provincial and/or Canadian associations where practicable to do so and to seek membership and/or representation within any such organization.
- To encourage representative participation of all private career colleges which provide training in Alberta.
- To sell, manage, lease, mortgage, dispose of, or otherwise deal with the property of AACC.
- To encourage representative participation of all private career colleges which are licensed to provide training in the Province of Alberta.

DEFINITIONS

Member: Throughout these Bylaws the word “member” shall be deemed to include and refer to a college or a firm or a corporation which is an active member, and to the person who acts as its representative.

INTERPRETATION

In these Bylaws and in all other Bylaws of AACC 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.

BYLAWS

Article 1 MEMBERSHIP

Section 1.01

The membership of AACC shall be open to individuals and organizations which further the purpose of AACC.

Members may change from one category to another at any time.

The membership fees shall be determined, from time to time, by the Board.

Section 1.02 - Categories of Membership

A. Full

A **Full member** provides educational and training services at least one of which is currently a government designated program.

A **Full member** has the responsibility to:

- Pay the membership fees on time and in full.
- Inform the AACC office of changes in contact information
- Attend membership meetings
- Abide by the Bylaws and the member Code of Conduct.
- Actively support the vision, mission, and goals of AACC.

A **Full member** is afforded the rights of:

- Voice and one vote at all membership meetings
- Service as a Director on the Board
- Service as a Chair or member of any AACC committees

Eligibility for all membership programs, benefits, and services

B. Associate

An **Associate** member provides educational and training services but does not currently have any government designated programs.

An **Associate** member has the responsibility to:

- Pay the membership fees on time and in full.

- Inform the AACC office of changes in contact information
- Attend membership meetings
- Abide by the Bylaws and the member Code of Conduct.
- Actively support the vision, mission, and goals of AACC.

An **Associate** member is afforded the rights of:

- Voice and one vote at all membership meetings
- Participation as a member of certain AACC committees
- Eligibility for certain membership programs, benefits and services as designated by the Board.

C. Affiliate

An **Affiliate** member has an interest in the work of private career colleges.

An **Affiliate** member has the responsibility to:

- Pay the membership fees on time and in full.
- Inform the AACC office of changes in contact information
- Attend membership meetings
- Abide by the Bylaws and the member Code of Conduct.
- Actively support the vision, mission, and goals of AACC.

An **Affiliate** member is afforded the rights of:

- Attendance at all membership meetings
- Participation as a member of certain AACC committees
- Eligibility for certain membership programs, benefits, and services, as designated by the Board.

Section 1.03 - Application for Membership

- Franchised institutions or other institutions not under exactly the same ownership must qualify for and maintain individual memberships.
- Dues are payable within three (3) months of the fiscal year end. Any member whose dues are not paid within three months is delinquent and the Board may terminate the membership of such member immediately.
- Membership dues are not refundable.
- Any member who is in arrears of any fees or dues owed to AACC will not be eligible to vote at any meeting of AACC.
- If, in the opinion of the Board, additional funds need to be raised, a Special Meeting of AACC may be called to consider the proposed assessment, or members may be canvassed by mail, email, or phone. No such assessment shall be made until authorized by such a meeting or member response.

Section 1.04 - Termination of Membership

- Any member may withdraw from AACC by delivering to AACC a written resignation and filing a copy of the same with the Office of AACC.
- Any member may be required to resign by a vote of three-quarters of the members present at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

Section 1.05 - Membership Meetings

Location

The annual or any other general meeting of the members shall be held at any place in Alberta as the Board may determine and on said date as the Directors shall appoint. The Board may resolve that a particular meeting of members be held outside Alberta.

Notice

Thirty (30) days written notice shall be mailed, faxed or couriered to each voting member of any membership meeting. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

For purpose of sending notice to any member for any meeting or otherwise, the address of the member shall be his last address recorded on the books of AACC.

Quorum and Voting

Ten (10%) percent of the current active membership shall constitute a quorum at all membership meetings.

Proxy voting will not be available for any meeting.

Annual Membership Meeting

The Annual meeting shall be held within three (3) months of the fiscal year end.

At the Annual General Association Meeting, the members shall be provided a report by the Chair of the Board on the affairs of AACC which must include the report of the annual audit.

Elections of Directors will be held.

General Member Meetings

The Board or the Chair or vice-Chair shall have power to call, at anytime, a general meeting of the members of AACC.

Special Member Meetings

The Board Chair shall have power to call, at anytime, a special meeting of AACC.

The Board shall call a special member meeting on written request of not less than ten (10%) percent of the Full members.

Meeting Procedures

Robert's Rules of Order, the latest edition, will apply to all meetings of AACC.

All disputes arising at any meeting of the members shall be settled by arbitration in accordance with General Information and Section 18 of the Societies Act, Province of Alberta.

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 AACC 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 and had thereat.

Article 2 GOVERNANCE

Section 2.01 – General

- Governance of AACC shall be by the Board of Directors.
- All Directors must be individuals eighteen years of age, with power under law to contract.
- There shall be 6-9 Directors on the Board.
- The Board may, by appointment, fill the vacancy with a member of AACC on a temporary basis until the following general meeting.
- The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- The office of Directors shall be automatically vacated if the Director:
 - Resigns his office by delivering a written resignation to the Secretary
 - Is found by a court to be of unsound mind;
 - Becomes bankrupt or suspends payment or compounds with his creditors;
 - At a special general meeting of members a resolution is passed by three-quarters of the members present at the meeting that he be removed from office; or
 - Dies.
- Any Director or Officer, upon a majority vote of the Board may be removed from office for any cause which the Board may deem reasonable.

Section 2.02 - Officers

- The Officers of this Association shall include a Chair, a Vice-Chair, an immediate past-Chair, a Secretary and a Treasurer each of whom shall hold the same position on the Board and be appointed by the Board.
- The Board shall appoint the Officers from within the Directors.

- The Chair shall automatically become past-Chair upon completion of the position of Chair.
- There is no limit on the reasons for which the Officers may be removed.

Section 2.03 - Duties

Chair It shall be the duty of the Chair:

- To serve as an official representative and spokesperson of AACC.
- To preside at all meetings of AACC and of the Board.
- To be ex-officio of all Board committees.

Vice-Chair It shall be the duty of the Vice-Chair:

- In the absence or disability of the Chair, to perform the duties and exercise the powers of the Chair and perform such other duties as shall from time to time be imposed upon him by the Board.

Treasurer It shall be the duty of the Treasurer:

- To serve as custodian of all monies, securities and deeds belonging to AACC and to hold, invest and disburse these subject to the direction of the Board
- To supervise and order an annual audit of funds of AACC and present to the Board a report of the financial activities of AACC for the Annual Meeting.

Secretary It shall be the duty of the Secretary:

- To keep the corporate seal, the records and the archives of AACC.

Past-Chair It shall be the duty of the past-Chair:

- To serve as the person who completes the term of Chair

Section 2.04 - Terms of Office

- Each Office i.e. the Chair, Vice-Chair, Past-Chair, Secretary and Treasurer, of the Board shall be limited to serving two consecutive one-year terms in each office, unless extended by consensus vote of the majority of the members.
- Each Director shall be limited to serving three consecutive terms (ie: six years) as a Director. The term of office for a Director is two years.
- The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of AACC.

Section 2.05 - Meetings of the Board

- Meetings of the Board may be held at any time and place and shall be called by the Chair.
- One week written notice of such meeting shall be mailed faxed, emailed or couriered to each Director.
- There shall be at least three (3) meetings per year of the Board.

- A meeting of the Board shall be held if requested in writing by any three (3) Directors of the Board.
- There shall be a meeting of the Board immediately preceding the annual meeting and there shall be a meeting of the Board immediately following the annual meeting.
- No error or omission in giving notice of any meeting of the Board or any adjourned meeting of the Board of AACC 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.
- Each Director is authorized to exercise one (1) vote. Mail ballot and proxy voting are not available.
- If all the Directors of AACC consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

Section 2.06 - Vote Required

- All actions of the Board shall be decided by a show of hands by majority vote of the Directors present at the meeting, except those actions which may require a different vote as provided in these Bylaws.
- Each Director is authorized to exercise one vote.

Section 2.07 - Quorum

- A majority of the members of the Board shall constitute a quorum at any meeting.
- The order of business may be altered or suspended at any meeting by a majority vote of the members present.
- Unless authorized at any meeting and after notice for same shall have been given, no Director, Officer or member of AACC shall receive any remuneration for his services.

Article 3 FISCAL YEAR

The fiscal year of AACC shall be August 31 of any year.

Article 4 AUDITOR

The members shall at each annual meeting appoint an auditor or audit committee to audit the accounts of AACC and report to the members at the next annual meeting.

Article 5 CORPORATE SEAL AND LOGO

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of AACC. The seal of AACC shall remain in the custody of the Secretary.

Article 6 HEAD OFFICE

The head office of the corporation shall be located at such place in Alberta as may from time to time be designated by resolution passed at a meeting of the Board.

Article 7 DISSOLUTION

It is specially provided in the event of dissolution or winding up of AACC that all its remaining assets after payment of its liabilities shall be distributed to the National Association of Career Colleges for Canada or any other associated charitable organization selected by the Board, and that no part of its funds or property shall be distributed to, or among its members.

Article 8 INDEMNIFICATION

- Each Director, Officer and committee member, employee and other agent of AACC, shall be held harmless and indemnified by AACC against all claims and liabilities and all costs and expenses, including lawyer's fees, reasonably incurred or imposed upon him or her in connection with or resulting from any action, suit or proceeding, or settlement or compromise thereof, to which he or she may be party by reason of any action taken or omitted to be taken by him or her as a Director, Officer or committee member, employee or agent of AACC in good faith.
- The right of indemnification shall be endured to such person whether or not he or she is a Director, Officer or committee member, employee or agent at the time such liabilities, costs or expenses are imposed or incurred and, in the event of his or her death, shall extend to his or her legal representative. To the extent available, AACC shall insure against any potential liability hereunder.

Article 9 BYLAW REVISIONS

The Bylaws may be rescinded, altered or added to by a Special Resolution at any member meeting.

Article 10 INSPECTING BOOKS AND RECORDS

The Books and Records of the society may be inspected by any member of the AACC at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer. Each member of the Board shall at all times have access to such books and records.

Article 11 BORROWING MONEY

For the purpose of carrying out its objects, AACC may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this

power shall be exercised only under the authority of AACC, and in no case shall debentures be issued without the sanction of a special resolution of AACC.