



Association of School Business Officials of Alberta
Registered Profession
under the Professional and Occupational Associations Registration Act
Alberta Regulation 37/2004

ASSOCIATION BY-LAWS

Affiliated with ASBO International since 1975

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The Association of School Business Officials of Alberta (hereafter referred to as the “Association”) is professional association dedicated to supporting all members and providing leadership in school business.



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1. DEFINITIONS

- a. “Act” means the Professional and Occupational Associations Registration Act;
- b. “Bylaws” means the bylaws of the Association that have been approved in accordance with the process established by the bylaws;
- c. “Executive” means the Executive of the Association established under these bylaws;
- d. “Regulation” means Alberta Regulation 37/2004, School Business Officials Regulation, attached hereto and identified as Schedule “A”;
- e. “School Jurisdictions” include Alberta or Northwest Territories school districts, school divisions, regional divisions, Francophone regional authorities, charter schools, the Lloydminster Public School Division, the Lloydminster Roman Catholic Separate School Division, and First Nation school authorities primarily located within Alberta.
- f. “Zone” shall mean a geographic area of the Association, the number and boundaries of which shall be determined from time to time by the membership.

2. MEMBERSHIP AND CERTIFICATION

2.01

The membership of the Association shall consist of all parties as are admitted as members by resolution of the Executive of the Association, and all such members shall fall within one of the following categories:

- a. Regular Member

A person is entitled to be registered as a regular member if he/she meets the following qualifications and has been approved by the Executive:

- i. is employed by a school jurisdiction as a senior school business official with responsibility in matters related to the management of the jurisdictions’ financial and/or business functions; and,
- ii. pays the membership fee.



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b. Associate Member

A person is entitled to be registered as an associate Member if he/she has been approved by the Executive, and meets the following qualifications:

- i. is employed by a school jurisdiction in a support role as part of the jurisdictions financial and business administration functions; and
- ii. pays the membership fee.

c. Life Members

A person is entitled to be registered as a life member if he/she meets the qualifications as outlined in the Regulation.

d. Honorary Member

A person is entitled to be registered as an honorary member if he/she meets the qualifications as outlined in the Regulation.

e. Affiliate Member

A person is entitled to be registered as an Affiliate member if he/she has been approved by the Executive, and meets the following qualifications:

- i. is employed or contracted by the provincial or territorial government in support of school jurisdictions; or,
- ii. is a faculty member of a post-secondary institution in a program of studies related to ASBOA's Definition of Practice; or,
- iii. is an employee of a private school in Alberta or the Northwest Territories in a senior leadership role supporting the school's financial and business administrative functions; and
- iv. pays the membership fee

f. Student member

A person is entitled to be registered as a student member if he/she has been approved by the Executive, and meets the following qualifications:

- i. is a student enrolled in a post-secondary institution in Alberta or the Northwest



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- ii. Territories in a program of study related to ASBOA's Definition of Practice; or, is a student enrolled in a program of studies working towards designation as Chartered Professional Accountant; and
- iii. pays the membership fee

2.02

All members, except life and honorary members, shall pay an annual membership fee in each and every year, in such manner as may be determined by a majority vote of the members, either in person or by proxy, at an Annual General Meeting of the Association. The membership year shall be September 1 to August 31.

2.03

A regular or associate, affiliate or student member may withdraw from membership upon notice in writing to the Executive and Executive approval.

2.04

- a) A member whose fees are in arrears for a period longer than six (6) months shall be struck from the register.
- b) A member whose membership has terminated by reason of non-payment of the annual membership fee shall be entitled at any time, to be restored to full membership on payment of the annual membership fee, in full, for the year current.

2.05 Certified Members

- a. A person who is a regular member is entitled to be registered annually as a certified school business official if they meet the qualifications as outlined in the Regulations.
- b. A person who is a regular, honorary or life member is entitled to be registered as a fellow certified school business official if he/she meets the qualifications as outlined in the Regulation.
- c. Association members who are registered as a certified school business official or fellow certified school business official shall be a "regulated member." The registration of a regulated member shall not be cancelled at the request of the regulated member unless the Executive approves the request for cancellation.



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3. RIGHTS AND PRIVILEGES OF MEMBERS

3.01

Each regular member of the Association in good standing shall be entitled to one vote at all meetings of the Association and may vote in person or by proxy.

3.02

Notwithstanding 3.01 where circumstances do not allow for a meeting, the Executive may direct that a mail vote or vote by means of facsimile transmission or by means of electronic transmission, including but not limited to electronic mail will be taken on any matter that requires the approval of the regular membership.

The Executive shall determine the form and wording of the ballot and the method of voter identification for security purposes and shall include, as part of the ballot, a clear explanation of the matter to be voted on.

The ballot shall be mailed or sent by facsimile transmission or by means of electronic transmission, including but not limited to electronic mail to each regular member in good standing.

In order to be counted for or against the matter the ballots must be properly marked and mailed back or returned by facsimile transmission or by means of electronic transmission, to the Executive Director within the time period specified by the Executive and indicated plainly on the ballots which will not be less than 14 days.

Upon the expiry of the specified time the ballots shall be counted by the Executive Director in the presence of not less than two regular members of the Association in good standing.

At least 30% of regular members must return properly marked ballots for a vote to be considered valid. The resolution must be approved by $\frac{3}{4}$ of voting members. Notice of the result of the mail and/or electronic ballot shall be mailed or electronically forwarded forthwith to each member of the Association.

3.03

The instrument appointing a proxy shall be signed by the appointer and shall be in such form as approved by the Executive of the Association. No person shall act as a proxy unless (s) he is a member of the Association.



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3.04

Associate, life and honorary, affiliate and student members shall not have voting rights at meetings of the Association and shall not be eligible to hold an Executive position in the Association.

3.05

The individual who is appointed by the Government of Alberta to serve as the public member representative for the Association shall be deemed to be a regular member with voting rights.

3.06

Any members of the association may be appointed to Association standing, external and/or adhoc committees by the Executive.

3.07

All members shall be governed by the Association's Code of Ethics. Registration of certification and/or membership registration may be cancelled or suspended for a violation of the Code of Ethics following due process.

4. MEETINGS

4.01

An annual general meeting shall be held prior to June 30 of each calendar year, the date and location of the meeting to be determined by the Executive upon recommendation of the Zone responsible for arranging the annual provincial conference.

4.02

The Executive may call a special meeting of the Association when deemed necessary to consider urgent matters of business, which cannot be held over until the annual general meeting. Special meetings shall be convened in the same manner as required in calling an annual general meeting.

4.03

The Executive shall call a special meeting if requested, in writing, by not less than twenty (20%) percent of the regular members in good standing, of the Association.

4.04

Written notice of the time and place of all annual general and special meetings and the nature of the business to be transacted shall be mailed, by regular first class mail or e-mailed to the membership at least thirty (30) days prior to the date of the meeting.



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4.05

The presence of at least thirty (30%) percent of regular members, in good standing, shall constitute a quorum of an annual general meeting or special meeting.

5. EXECUTIVE AND ITS POWERS

5.01

The business of the Association shall be determined by the Executive, which will consist of:

- a. One (1) Director elected from each of the four (4) geographic zones;
- b. the President;
- c. the Vice-President; and
- d. the Past President;

each member who at the time of his/her election or appointment to office or within ten (10) days thereafter and throughout the term of office, shall be a regular member of the Association, and

- e. one (1) member of the public in accordance with the Act, who shall be appointed for a 2-year term of office by the Minister responsible for the Act.

5.02

The term of office for all executive positions shall commence on July 1st of the incoming year and shall expire on June 30th of the outgoing year.

5.03

At each annual general meeting of the Association, there shall be an election of a Vice-President to hold office until a successor is elected. Upon election of a successor, the incumbent Vice-President shall become President, and the incumbent President shall become Past President, and the incumbent Past President shall cease to hold office as a member of the Executive. Such appointments will be effective July 1 following the annual general meeting, as stipulated in 5.02.

5.04

- a. Each Director shall be elected by the members of the respective zones prior to the annual general meeting of the Association for a two (2) year term. Election of the Zone Directors shall be in the following manner:
 - i. in evenly numbered years, elections shall be held in Zones 2 and 4
 - ii. in odd numbered years, elections shall be held in Zones 1 and 3and each Director shall hold office until June 30th following the second annual general



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meeting after their election or until their respective successors have been elected or appointed, whichever is the latest.

- b. A Director shall not hold office for more than two (2) consecutive terms. A partial term that exceeds twelve (12) months shall, for the purpose of this clause, be considered to be one term.

5.05

The Executive shall, subject to Act, the Regulation, these by-laws and direction given them by a majority vote at any annual general meeting or special meeting of the Association, have full control and management of the business affairs of the Association including the approval and adoption of a Code of Ethics for the Association.

5.06

Meetings of the Executive shall be held as often as the business of the Association shall require but not less than once in each year, and shall be called by the President. A special meeting may be called on the written request of two (2) members of the Executive stating the business to be brought before the meeting. Meetings of the Executive shall be called on at least seven (7) days' notice, in writing, mailed to each member of the Executive or by at least three (3) days' notice by telephone or e-mail. Any five (5) members shall constitute a quorum and the meeting may be held without notice if notice is waived by all members of the Executive.

A member of the Executive may participate in a meeting of the Executive by electronic means or other communication facilities if the electronic means or other communication facilities enable the members participating in the meeting to hear each other.

For the purpose of determining quorum at a meeting, those members participating in a meeting of the Executive by electronic means or other communication facilities as described above are deemed to be present at the meeting, and any resolution passed shall be as effective as a resolution passed if the member(s) were present in person.

5.07

- a) If a vacancy occurs in the office of the President, it shall be automatically filled by the Vice-President, whose office in turn shall be vacated and filled by appointment by the Executive from the Executive.
- b) After the annual general meeting and before July 1, if a vacancy occurs in the President-elect position (current Vice-President), the Vice-President-elect may, at his/her discretion, assume the position of President-elect. In the event the Vice-President elect



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declines the position of President-elect, the Executive shall appoint a former President, or the current President, to the position of President-elect.

- c) If the President position becomes vacant for any reason on or after July 1, and under 6.03(a), the Vice-President is appointed to the office of President, then at the next annual general meeting there would be an election for Vice-President and the President appointed automatically under 6.03(a) would then continue to serve for another complete term.
- d) If a vacancy occurs in the office of the Vice-President, it shall be filled by appointment by the Executive from the Executive with such an appointment lasting to the end of the term.
- e) If a vacancy occurs in the office of the Past President, the Executive may elect to fill the position by appointment with a regular member, provided such member has previously served as Past President. In the event the Executive elects to not fill the position, the position shall remain vacate until the end of the term.
- f) Notwithstanding 5.07(a) and 5.07(b), if, in the process of regionalizing and amalgamating school jurisdictions, the President, Vice-President, or Past President should cease to be employed by a school jurisdiction, he or she may elect to continue serving in his or her respective office until the next annual general meeting.

5.08

Any vacancy in a Directorship shall be filled by the respective zone in accordance with its bylaws. If a zone fails to select a Director within sixty (60) days of such vacancy, the Executive may fill the vacancy by appointment from the membership of the applicable zone.

5.09

The Executive Director shall be appointed by the Executive and shall hold office for such time as designated by the Executive.

5.10

The members of the Executive shall serve without remuneration, but any member may be reimbursed from the funds of the Association, in the amount of any reasonable traveling and other expenses necessarily incurred in discharging his/her duties as a member of the Executive.

5.11

The office of a Director shall be vacated if the Director:

- a) resigns his office by notice in writing to the Association;



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- b) is appointed by the Executive to fill the position of Vice-President of the Association;
- c) becomes medically unfit;
- d) ceases to be a member of the Association;
- e) ceases to be a member of the Zone which the Director is representing
- f) ceases to be employed by a school jurisdiction, or,
- g) is removed from office by his/her respective Zone in accordance with the bylaws of the Zone

5.12

The Executive may recommend to the membership, changes in the numbers and boundaries of zones, as may be required from time to time.

6. DUTIES OF THE EXECUTIVE and EXECUTIVE DIRECTOR

6.01

Every member of the Executive:

- a. shall commit to regular attendance at meetings of the Executive and the Association, and
- b. shall provide, to the best of his/her ability, effective service to the Association, and
- c. shall act as liaison to an Association committee, as appointed by the Executive.

6.02

The President:

- a. shall preside at all annual general meetings and special meetings of the Association and all meetings of the Executive and exercise such supervision of the Association's affairs as may best promote its activities and welfare;
- b. in the case of a tie vote at any such meeting, shall have a casting vote;
- c. may recommend to the Executive such committees as he/she may deem advisable and must recommend to the Executive such committees as are required by Regulation;
- d. shall approve the investment of surplus funds;
- e. shall submit to the annual general meeting a report of the general business;
- f. is an ex officio member of all committees; and
- g. shall perform the duties of the Past President, in the absence of that position.



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6.03

The Vice-President shall:

- a. if the President is unable to perform his/her duties, assume the office of the President, and in doing so, shall be empowered with the authority vested in the President;
- b. bring forward recommendations for changes in membership fees to the annual general meeting.

6.04

The Past President shall:

- a. Conduct the performance evaluation of the Executive Director in consultation with the current President and Vice-President; the Past President may also consult as needed with the Public Member and Directors.
- b. Following the performance evaluation, review the contract and remuneration of the Executive Director and recommend changes to the Executive.

6.05

The Executive Director shall:

- a. perform the duties and responsibilities as established by the Executive and these bylaws;
- b. be the Registrar pursuant to the Regulation.
- c. Have custody of the seal of the Association and shall affix the seal to any instrument requiring the signatures of the signing officers of the Association;
- d. Prepare and have custody of the minutes of proceedings of meetings of the Association and of the Executive and all other books and records of the Association;
- e. Circulate copies of minutes of all meetings to the Executive immediately following such meetings and shall post such minutes to the Association web-site upon Executive review and
- f. Invest such surplus funds as may become available from time to time, with the prior approval of the President.

6.06

Each Director shall represent and act on behalf of the regular members and associate members in their respective Zone by:

- a. communicating with the regular members and associate members of their Zone;
- b. informing the Zone membership of policy change or other items of interest;
- c. seeking the input or opinions of membership on items of concern;



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- d. coordinating membership activities within the Zone; and,
- e. providing assistance to new members within the Zone; and undertaking designated projects as approved by the Executive and in response to Zone interests.

7. COMMITTEES

7.01

The Executive shall establish standing committees deemed necessary to carry out the work of the Association. Standing Committees shall exercise such powers as may be conferred upon them by the Executive, Association By-laws, the Regulation and the Act.

The Terms of Reference for all standing committees shall be reviewed on a bi-annual basis by the Executive and must comply with the requirements of the Regulation and the Act.

7.02

The Executive shall, at its discretion, establish such ad hoc committees deemed necessary to carry out the work of the Association. Terms of reference for ad hoc committees shall be determined by the Executive at the time the ad hoc Committee is established. An adhoc committee shall automatically cease to exist when the assigned task is completed.

8. AUDIT

8.01

The books and accounts of the Association shall be audited each year by an independent auditor appointed for that purpose by the Executive. A complete and proper statement of the standings of the books for the previous year shall be submitted by such auditors at the next annual general meeting of the Association. August 31st in each year shall be the end of the fiscal year of the Association.

8.02

The books and accounts of the Association shall be open to the inspection by members at such reasonable time and place as the Executive may decide after receipt of notice of request in writing or e-mail. Each member of the Executive shall at all times have access to such books and records.

9. SIGNING AUTHORITIES

Signing officers for the Association shall be any two (2) of the following officers:

President; Vice-President; Past President; Executive Director



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10. RESCINDING OR AMENDING BY-LAWS

10.01

These by-laws may be rescinded, altered or added to by special resolution of the Association passed in accordance with the following procedures:

- a) a resolution to amend the bylaws must be approved by a majority of not less than three-quarters of the votes cast, in person or by proxy, at an annual general meeting or special meeting if:
 - i) Twenty-one (21) days notice of the intent to propose the resolution to amend the bylaws is given to all members by the Executive Director who must receive the draft resolution at least fourteen days prior to circulating of said notice; or
 - ii) If less than twenty-one (21) days notice of the intent to propose the resolution to amend the bylaws is given to all members, and one hundred percent of the regular membership present at the meeting agree to waive the right to the twenty-one (21) day notice period prior to voting on the special resolution; or
- b) a resolution consented to in writing or in e-mail by not less than three-quarters of the regular members who would have been entitled to vote on the resolution in person at an annual general meeting,

11. BORROWING POWERS

For the purpose of carrying out its objective, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, subject to the approval of a special resolution of the Association.

12. AFFILIATION

The Association, by resolution, may affiliate with any society or incorporated body having similar aims and/or objectives.

13. APPLICATION OF RULES OF ORDER

Any rules of order, applicable policies or procedures of the Association shall be in accordance firstly with the Act and the Regulation, and secondly with the provisions of these Bylaws. Any Rules of Procedure or Rules of Order not covered elsewhere in these by-laws shall be governed by the rules and practices of the current edition of Bourinot's Rules of Order. In the event of any conflict between the provisions of the bylaws and those contained in the Act or the Regulation, the provisions of the Act or Regulation shall apply.



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Amended and approved

Dated this **5th** day of May, 2015 A.D.



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SCHEDULE A

SCHOOL BUSINESS OFFICIALS REGULATION – Alberta Regulation 37/2004