

# BY-LAWS

The name of the Association is the Educational Liaison Association of Alberta

## Definitions:

Members/Membership/Member Institution – voting membership

Representative -- one that serves as a delegate for their Member Institution

Executive - the Executive are the directors of the Association

Association – the Educational Liaison Association of Alberta (ELAA)

PSE Coordinator – Post-Secondary Events Coordinator

APSE – Acting Post-Secondary Events Coordinator

Bylaw – a category established to regulate the association

Article – the practice of applying a Bylaw

General Meeting (GM) – membership meeting typically held in the Fall

Annual General Meeting (AGM) – membership meeting typically held in the Winter

Special General Meeting (SGM) – membership meeting typically held in the Spring

Good Standing – any member institution not currently suspended or terminated

Abstention – the refusal to vote either for or against a motion

## 1. Membership

- 1.1. Membership is available to any post-secondary institution or organization within the province of Alberta that is:
  - 1.1.1.A publicly funded institution under the Post-Secondary Learning Act (Bill 43)  
(<http://iae.alberta.ca/post-secondary/institutions/public.aspx>)
  - 1.1.2.The Canadian Forces and the RCMP
  - 1.1.3. The following institution will be grandfathered as a Member Institution:
    - i) Prairie Bible InstituteShould these members choose to withdraw or have their membership terminated, they would need to reapply as Members.
- 1.2. Membership is not available if the institution or organization has previously had its ELAA membership terminated, as per Bylaw 5.1 and has not successfully petitioned for reinstatement as per Article 7.2 or 8.4.

## 2. Voting Rights

- 2.1. Each Member Institution in good standing is entitled to one vote and at each meeting of the Association shall designate one representative to exercise its voting privileges. The designation of voting rights shall not limit the right of any other representative(s) to participate in debate and discussion of the Association affairs or to chair or serve on Association committees or to actively participate in Association meetings and other Association matters. Voting may be done by a show of hands with the exception of elections, which shall be done by secret ballot.
- 2.2. If an active Member Institution is unable to attend a meeting of the Association, a proxy for their nomination or vote may be submitted (via the online form) indicating their intentions to the Executive one week prior to the scheduled meeting. Proxy votes, with the exception of abstentions, shall be counted as members present at a meeting. Proxies submitted less than one week in advance of the meeting will not be accepted. A vote by proxy may be made by a representative from a member institution in good standing who has completed an Individual ELAA Ethics Agreement.
- 2.3. Notwithstanding Article 2.2, Member Institutions must have a representative present in order to make nominations or vote in the annual ELAA Executive elections.

### **3. Membership Fees**

- 3.1. Membership fees shall be reviewed on an annual basis by the ELAA Executive. If changes to the current fees are recommended by the executive they must be approved by a vote of the membership at the Annual General Meeting.
- 3.2. Membership fees are due by December 31 of each year for the following membership year. Those institutions whose membership fees are in arrears will be assessed a late fee of 40% of the membership fee and will not be entitled to participate in membership activities until such time as the membership fees and the late fee have been paid in full.
- 3.3. Institutions whose membership fees are in arrears will be considered suspended as per Bylaw 4.
- 3.4. If membership fees are in arrears and the full amount, including the late fee has been received by the ELAA Treasurer during the suspension period, the full rights and privileges of membership will be immediately reinstated to the member institution.
- 3.5. If membership fees are in arrears and the full amount, including the late fee, has not been received by the ELAA Treasurer, on or before December 31 of the year the member was suspended, that institution shall have their membership terminated as per Bylaw 5.
- 3.6. No refund of membership fees will be issued to institutions whose membership has been suspended or terminated.

### **4. Suspension of Membership**

- 4.1. Suspension of membership will occur if:
  - 4.1.1. The conduct of a member institution has been determined, by the ELAA President or Vice-President, to be in willful breach of the responsibilities of membership as outlined in Bylaw 12.
  - 4.1.2. An institution's membership fees have not been received by the ELAA Treasurer by the payment deadline.
- 4.2. Suspended members will not be entitled to participate in any of the ELAA membership activities or benefits, including but not limited to Orientation, Counsellor Updates, Professional Development events, the PSE Schedule, access to the ELAA Listserv or attendance at any GM, AGM or SGM.
- 4.3. Suspended members may not participate in or attend any ELAA Executive meetings and therefore are not be entitled to any ELAA Executive voting privileges.

### **5. Termination of Membership**

- 5.1. Suspended members under Article 4.1 who have not successfully petitioned to the ELAA Executive for reinstatement of membership as per Article 8.4, will have their membership terminated.
- 5.2. Termination of membership shall in no way relieve a former member of any financial or legal obligations to the Association by virtue of having been a member.

### **6. Withdrawal of Membership**

- 6.1. Any Member Institution that wishes to withdraw from the Association shall notify the Executive in writing to that effect. On receipt of such notice by the Executive, membership will officially cease.
- 6.2. If Member Institutions no longer qualify under the requirements outlined in Article 1.1, their membership will be automatically withdrawn at the end of the current membership year.
- 6.3. Withdrawal of membership shall in no way relieve a former Member Institution of any financial or legal obligations to the Association by virtue of having been a member.

## **7. Reinstatement of Membership**

- 7.1. Member Institutions whose membership was voluntarily withdrawn under Article 6.1 and who still qualify for membership under Article 1.1, and who have no outstanding financial or legal obligations to the Association, may reapply for membership at any time.
- 7.2. Member Institutions who have had their membership terminated under Article 5.1, may petition the ELAA Executive for reinstatement of membership at any time after the conclusion of the membership year in which their membership was terminated.

## **8. Dispute Resolution Procedures**

- 8.1. Member institutions and their representative should make every attempt to resolve situations that arise informally via discussion with any affected parties. Representatives may consult a member of the current ELAA Executive or weekly APSE Coordinator to aid in assessing the situation and if necessary, having an informal discussion with the offending representative.
- 8.2. If an issue arises that cannot be settled through an informal discussion, the affected member(s) should report the issue to the ELAA President or Vice-President who, after being apprised of the situation, will determine whether to initiate dispute resolution procedures or take other actions to resolve the issue.
- 8.3. Should the ELAA President or Vice-President decide to initiate dispute resolution procedures, a written formal complaint must be submitted by the reporting member(s). A copy of this complaint will be forwarded to the representative(s) in question and to their immediate supervisor for acknowledgement.
- 8.4. Should the ELAA President or Vice-President find that the member in question does not demonstrate improvement, the ELAA President or Vice-President may immediately notify and suspend the member in question and refer the issue to the ELAA Executive for review and action. The member in question may choose to submit an appeal for membership reinstatement as a process of the review by the ELAA Executive.
- 8.5. Any decision of the ELAA Executive at the end of the dispute resolution process shall be considered final and binding, and no further appeals on the same issue will be considered during the current membership year.

## **9. Meetings**

- 9.1. Meetings of the Executive will be held as often as may be required, but at least once every two months. All Executive meetings shall be called by the President, by the Secretary, or by any two Executive Members
  - 9.1.1. Meetings shall be called with a minimum of ten (10) days' notice.
  - 9.1.2. Any four (4) Executive Members shall constitute a quorum and meetings shall be held without notice if a quorum of the Executive is present, provided, however, that any business transacted at such a meeting shall be ratified at the next meeting of the Executive. Otherwise any such business shall be null and void.
- 9.2. An Annual General Meeting (AGM) of the membership shall be held once a year within the Province of Alberta at a place and on a date to be fixed by the Executive. Thirty (30) days' notice must be provided to each member.
  - 9.2.1. At every AGM, in addition to other business that may be transacted, the Reports of the Executive, the Financial Statement, Proposed Budget, and the Report of the Auditors shall be presented.
- 9.3. A General Meeting (GM) of the membership, set aside from the Annual General Meeting, shall be held once a year in the province of Alberta on such a date as the Executive shall appoint. Thirty (30) days' notice must be provided to each member.
  - 9.3.1. At every GM, in addition to other business that may be transacted, the ELAA Executive nominations and election shall be held and the auditors appointed for the following AGM.

- 9.4. Additional Special General Meetings (SGM) of the membership shall be held upon receipt of a request by members in good standing setting forth the reasons for calling such a meeting. The President shall be required to call a SGM within seven (7) days of receipt of such a request. Fourteen (14) days' notice must be provided to each member.
- 9.5. A quorum for the transaction of business at any Annual General, General, or Special Meeting shall consist of no less than seven (7) Member Institutions, to include representatives on the ELAA Executive.
- 9.6. Accidental omission to give or non-receipt of notice to any member shall not invalidate the proceedings at any meeting of the Association.
- 9.7. The Annual General and the General Meetings are the only meetings held for the membership, unless a Special General Meeting is called as per Article 9.4.

## **10. Executive**

10.1 The Executive shall be composed of seven (7) representatives elected by the membership at the General Meeting, to fill the position of:

- 10.1.1. President
- 10.1.2. Vice President/Treasurer
- 10.1.3. Secretary
- 10.1.4. Member at Large
- 10.1.5. Communications Coordinator
- 10.1.6. Special Events Coordinator
- 10.1.7. Post-Secondary Events Coordinator

The Executive shall also include the position of PS-ARM Representative which shall be appointed by the Post-Secondary Alberta Recruitment Managers group.

- 10.2. The immediate Past President shall be an ex-officio member of the Executive and does not carry voting privileges.
- 10.3. The President, Vice President/Treasurer, PS-ARM Representative and PSE Coordinator each shall serve a two-year term of office. The Member at Large, the Special Events Coordinator, the Communications Coordinator and the Secretary will serve a one-year term of office. All elected Executive may stand for re-election.
- 10.4. The position of President and the positions of Vice-President and PS-ARM Representative will have terms that run opposite each other.
- 10.5. The newly elected Executive will begin transition of its duties effective at the conclusion of elections. The outgoing Executive will cease its duties at the conclusion of the Annual General Meeting.
- 10.6. The Executive shall, subject to the Bylaws of the Association or by majority vote at any meeting properly called and constituted, have full control of the affairs of the Association.
- 10.7. The Executive members shall receive no remuneration for their services but may be compensated for their meeting travel expenses, as per the Travel and Expense Policy. Any additional expenses incurred in carrying out their responsibilities as Executive members may be reimbursed by resolution of the Executive, and ratified by the membership at the passing of the accounts at the Annual General Meeting.
- 10.8. All documents and financial transactions to be executed on behalf of the Association shall be signed by two of: the President, the Vice President/Treasurer, or the Secretary.

## **11. Responsibilities of Executive Members**

- 11.1. The President shall, when present, preside at all meetings of the Association and the Executive. The President shall also be charged with the general management and supervision of the affairs and operations of the Association.

- 11.2. The Vice President/Treasurer shall assist the President and perform the duties assigned by the President. In the absence of or inability of the President, the Vice President/Treasurer shall be responsible for membership. In addition he/she shall properly receive, deposit, and account for the funds of the Association and shall keep such books as may be required in order to regularly report to the Executive and to facilitate an annual audit.
- 11.3. The Secretary shall be responsible for preparing and maintaining the records of all correspondence, and minutes of the Association and the Executive.
- 11.4. The Member at Large shall be responsible for liaising with member institutions to ensure they are fulfilling their responsibilities of membership as per Bylaw 12. The Member at Large shall also maintain the ELAA membership listserv and perform those duties assigned by the President or by the Executive
- 11.5. The Communications Coordinator shall be responsible for writing, editing, and supervising production of the ELAA publications, including but not limited to Dates-at-a-Glance publications. . In addition he/she shall serve as the contact for ELAA Website maintenance and updates and shall communicate with the company selected by the Executive to provide website support, hosting, and maintenance.
- 11.6. The Special Events Coordinator shall be responsible for organizing and coordinating Orientation, Professional Development Days, ELAA Counsellor Updates, the GM, AGM and SGM of the membership, and any other special events as decided by the Executive.
- 11.7. The Post-Secondary Events Coordinator shall work to design and maintain the Post-Secondary Events (PSE) annual schedule. The PSE Coordinator shall also manage scheduling problems or discrepancies as well as liaise between ELAA members and PSE school hosts.
- 11.8. The PS-ARM Representative shall serve as an advisor to the President and the Executive and does not carry voting privileges.
- 11.9. The Past President shall serve as an advisor to the President, the Executive, and to the membership as required. This position does not carry voting privileges.

## **12. Responsibilities of Membership**

- 12.1. All representatives of Member Institutions must sign and adhere to the Individual ELAA Ethics Agreement. Each member institution must sign the Institutional ELAA Ethics Agreement.
  - 12.1.1. Those members whose representatives have not signed a current Individual ELAA Ethics Agreement will not be entitled to participate in ELAA membership benefits, including but not limited to, scheduled Post-Secondary Events as per the ELAA PSE Policy.
- 12.2. Member representatives shall conduct their business at Post-Secondary Events and Counsellor Updates within their allotted space and in a manner that does not disrupt or impede other members' activities or business.
- 12.3. Members shall be responsible for reading and responding in a timely manner to all relevant communication sent out by the ELAA Executive.
- 12.4. Members are responsible to notify the Member at Large of any personnel changes in order to accurately maintain the ELAA Listserv and to ensure that all representatives have signed the ELAA Ethics Agreement.

## **13. Committees**

- 13.1. The Executive shall establish such standing and ad hoc committees as it deems necessary and may delegate to such committees authority to exercise such of its powers as the Executive sees fit. A report must be submitted to the Executive in bi-monthly intervals.

## **14. Audit of Accounts**

- 14.1. The books, accounts and records of the previous seven years, shall be kept by the Vice President/Treasurer. The account shall be audited at least once each year, by a duly qualified

external accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditors at the AGM of the Association. The fiscal year end of the Association shall be December 31.

14.2. The records of accounts of the Association may be inspected by any member of the Association at any time or at any Annual Meeting by giving reasonable notice and arranging a time and a place satisfactory to the officer or officers having charge of the same, as well as all interested parties. Each member of the Executive shall at all times have access to such books and records.

14.3. The society has not adopted a society seal.

## **15. Remuneration**

15.1. A representative other than a member of the Executive may upon authorization of the members at a General Meeting receive remuneration for his/her services.

## **16. Vacancies and Removal of Executive**

16.1. Any Executive member may be removed from office if that person is found to be incapable of maintaining his/her responsibilities of the Association as outlined in Bylaw 11.

16.2. All resignations must be made in writing, duly setting forth the reason for resigning and must be submitted to the Secretary of the Association. No resignation shall be considered valid until accepted by the Executive of the Association.

16.3. Any vacancies in Executive positions occurring on or after the Annual General Meeting shall be filled by appointment of the Executive, if deemed necessary, with the exception of the position of President which shall be filled by the Vice President/Treasurer. Vacancies in the Executive, however caused, may so long as quorum remains in office be appointed by the Executive or left vacant until the next Annual General Meeting. Should the vacant position remain unfilled at the next AGM, an election will be called to fill the position until the normally scheduled expiration of the term for the position. If there is no longer a quorum of Executive, the remaining Executive shall forthwith call a Special Meeting of the Association to fill the vacancies.

## **17. Review and revision of Bylaws and Policies**

17.1. A thorough review of all Bylaws shall be completed by the ELAA Executive every three years.

17.2. Policy reviews shall take place on an ongoing basis, by the ELAA Executive. Any alterations, additions or deletions to the Policies shall be accomplished through a majority vote of the members of the Executive at a scheduled Executive Meeting as per Bylaw 9.1. Any changes to the existing policies shall be communicated to the general membership, via the ELAA Listserv, within 7 days of the date upon which the Executive Meeting took place.

17.3. The Bylaws may be rescinded, altered or added to by a special resolution passed by a majority vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy as per Bylaw 2.2. Abstentions will not count in the calculation of the 75% majority of votes cast, only votes for or against a motion will be used.

## **18. Borrowing Powers**

18.1. For the purpose of carrying out its objectives, the Association 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 shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a special resolution of the Association.

## **19. Dissolution**

19.1. In the event of dissolution, all assets shall be assigned by the Executive to qualifying non-profit organizations.

19.2. No assets shall inure to the benefit of individual members.

DATED this 5<sup>th</sup> Day of February, 2016

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Title

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Witness Name

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Signature

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Signature