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## DEFINITIONS

### Organization Name

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

### Language

The Council will use either or both of Canada's official languages in the conduct of its affairs. The Council will endeavor to provide services and programs in both of Canada's official languages. The Council will use gender-neutral language in its correspondence and official documents.

### Employment Equity

CCAIE hires on the basis of merit and is committed to the principles of employment equity. CCAIE encourages applications from qualified women and men, visible minorities, Indigenous people, persons of any sexual orientation or gender identity and expression; and people with disabilities. Preference will be given to Canadian citizens and permanent residents of Canada.

“Advancement Professionals” means employees of Member Schools as defined in section 1a) who work in related advancement areas (alumni relations, communications, fund raising (also called development), external relations, advancement services, public affairs, government relations, enrolment management, or related disciplines). These are the individuals CCAIE works to support.

“The Act” means the *Canada Not-for-profit Corporations Act*, the legislation that governs CCAIE.

“Voting Representatives” means the Advancement Professionals identified annually by the Member Schools to represent and vote on behalf of the Member Schools at the annual general meetings and other meetings of members.

## PART A – GENERAL

### 1. Membership – CCAE's membership falls into the following categories:

#### a) Member Schools

The following organizations are eligible to join CCAE as Member Schools upon payment of annual membership fees and approval by the President & CEO of an application.

- I. an ordinary provisional or probationary member institution of the Universities Canada;
- II. an affiliated body or unit of an institution, which holds regular or provisional membership in the Universities Canada;
- III. a member institution of the Colleges & Institutes Canada, Polytechnics Canada, or equivalent provincial counterpart;
- IV. 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,
- V. any Canadian Independent School or Private School that is a registered charity or that has an associated registered charity, a member of the Fédération des Cégeps, or equivalent provincial counterpart.

#### b) Associate Membership

- I. Educational Organizations or non-profit associations – entities that have as their principal mandate the support of education – within Canada or globally may be granted, upon payment of fees and approval of the President & CEO, non-voting associate membership in the Council.
- II. Business or Commercial Organizations- Business or commercial firms that serve or have served the advancement professions, and support the Canadian education system, may be granted, upon payment of fees and approval of the President & CEO, non-voting commercial membership in the Council.
- III. 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 the President & CEO, non-voting associate membership in the Council.

#### c) Honorary Membership

The Council's Board of Directors may accord individuals non-voting honorary membership in the Council.

#### d) Revocation of Membership

For just cause, any CCAE member school may have their membership in the Council revoked by a majority of the Directors voting at a meeting of the Board. Other than for non-payment of

dues, membership in the Council may only be revoked after the CCAE member school in question is given at least 30 days' written notice of the proposed action and the reasons for revocation. The CCAE member shall be provided an opportunity to submit an explanation in writing. Decisions of the Directors shall be final.

e) Non-Discrimination

The Council insists that its Member Schools identify representatives regardless of gender, race, colour, creed, disability, sexual preference, age or national origin and will not accept any membership application that denies participation privileges on such grounds.

2. Voting

Each Member School (as described in 1(a)) has voting privileges based on the following charts, at CCAE's annual general meeting or at special meetings of the members.

Member Schools with more than one vote may appoint more than one Voting Representative, or may authorize Voting Representatives to exercise more one vote.

<b>Membership Step</b>	<b># of Full-Time Students</b>	<b># of AGM Votes</b>
1	0 - 499	1
2	500 – 999	2
3	1,000 – 1,999	3
4	2,000 – 4,999	4
5	5,000 – 9,999	5
6	10,000 – 14,999	6
7	15,000 – 29,999	7
8	Greater than 30,000	8

Each Member School will be asked annually to identify the representatives that will carry the voting responsibility at the annual general meeting or other meeting of the members.

3. Absentee Voting

a) Pursuant to section 171(1) of the Act a voting representative, identified and entitled to vote on behalf of a member school at a meeting of member schools, may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Council has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification, and
- permits the tallied votes to be presented to the Council without it being possible for the Council to identify how each representative voted.

- b) Proxy Voting: Voting representatives may vote by proxy in accordance to the regulations pursuant to the Act.
- c) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the member schools is required to make any amendment to the by-laws of the Council to change this method of voting by representatives of member schools not in attendance at a meeting of members.

#### 4. Non-Voting Members

All other membership categories (as described in 1 b, c), shall be entitled to attend and participate in the CCAE annual general meeting and other meetings of members, but will not have voting privileges. All Advancement Professionals as defined above shall also be eligible to attend and participate in meetings of members, but shall not be entitled to vote.

#### 5. Membership Fees and Finances

##### (a) Annual Membership Fees

All Member Schools will be assessed an annual membership fee as determined by the Board of Directors.

##### (b) Financial Year

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

##### (c) Use of Funds/Accountability

Council funds are used only to fulfill the purposes of the Council. No funds may accrue to Member Schools.

##### (d) Financial Statements

The Board will account to the Member Schools through annual reports on the finances through audited financial statements.

##### (e) Payment of Fees

Fees shall be paid to the Council and received by the President & CEO or the Council's agent.

##### (f) Non-Payment of Fees

Member Schools whose fees are unpaid as of November 1, will have their membership in the Council revoked until such time as their fees for that fiscal year have been received by the President & CEO or the Council's agent.

6. Affairs of the Council

The Board of Directors shall manage or supervise the management of the activities and affairs of the corporation

7. Annual General Meeting

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

a) Notice

CCAE member schools, and their representatives, will receive notice of the meeting, by mail, fax, e-mail or by other means, at least thirty (30) and not more than thirty-five (35) days in advance. The notice shall include the date, time, place, agenda and general nature of the business to be transacted. Any notice of motion or proposal to place an item on the agenda shall be delivered to the Chair of the Board of Directors and/or President & CEO at least ten (10) days prior to such a meeting.

b) Business

At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the public accountant shall be presented and the public accountants appointed for the ensuing year. The Member Schools may consider and transact any business either special or general at any meeting of the members.

c) Eligibility

All Advancement Professionals are eligible to attend.

d) Quorum

Voting Representatives of twenty (20) of the Member Schools constitute quorum at the annual general meeting or other meeting of members.

e) Special Meetings

Special meetings of the Council may be called by a majority of the Board of Directors or by a minimum of 5% of the CCAE member schools.

f) Errors or Omissions in Notice

No error or omission in giving notice of any meeting of the Council required by this by-law or any adjourned meeting of the Council shall invalidate such meeting or make void any proceedings or decisions taken thereat and any Member School may at any time waive notice

of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

g) The Council may hold a meeting of the Voting Representatives of the Member Schools solely by means of “remote communication” to:

1. Participate,
2. Be deemed present, and
3. Vote,

provided that

- I. the Council shall implement reasonable measures to verify that each advancement professional deemed present and permitted to vote at the meeting by means of remote communication is eligible,
- II. the Council shall implement reasonable measures to provide advancement professionals and proxyholders a reasonable opportunity to participate in the meeting and to vote on all matters submitted, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and
- III. if any advancement professional or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action shall be maintained by the Council.

## 8. Amendments to By-Laws

The Board of Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Council without having the by-law, amendment or repeal confirmed by the Member Schools by ordinary or special resolution, as required by the Act. The by-law, amendment or repeal is only effective on the confirmation of the Member Schools and in the form in which it was confirmed.

## **PART B – GOVERNANCE**

### **1. Board of Directors**

#### **a) Composition**

The Board of Directors is elected by a majority vote of the Voting Representative at the annual general meeting and is composed of from 10 to 15 individuals.

The President & CEO, and other members of the CCAE Staff Team, shall be entitled to attend and participate in Board meetings but have no votes.

#### **b) Officers**

The Officers of the Council will be appointed by a resolution of the Board of Directors immediately following the annual general meeting. The Nominating Committee will recommend to the Board proposed names for Officer positions.

Removal of an Officer - An Officer shall automatically cease to hold office if:

- I. A resolution to that effect is passed by a majority of the Board of Directors voting at a meeting duly called for that purpose; or
- II. The Officer otherwise ceases to be eligible as an Advancement Professional.

#### **c) Eligibility**

Directors must be eligible to be a Voting Representative, must be employed at a Member School and may not serve on the Board in more than one officer capacity at a time.

#### **d) Terms of Office**

Directors shall hold office for a term of three (3) years. No director shall be eligible to serve more than two consecutive terms except in the case of officers. Terms of office shall be staggered so as to provide reasonable continuity and renewal.

#### **e) Powers**

Subject to the Act, the Board of Directors manages or supervises the management of the activities and affairs of the corporation; determines the Council's policies and planning objectives within the limits of the by-laws; pursues the Council's purposes, vision, mission and mandate; and, ensures prudent and proper management of the Council's resources. It has the power to appoint agents and employees, establish general frameworks for the Council's human resources and discharge its responsibilities for the governance of the Council.

The Board may exercise all such other powers and do all such other acts as the Council is by the Act, its Articles of Continuance or by-laws authorized to exercise or do. 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; however, the Board retains ultimate responsibility and accountability for the Council.

f) Meetings

The Board of Directors meets at least three times per year as determined by the Chair of the Board and the President & CEO. Directors 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 Chair or at the request of at least two thirds of the Directors.

g) Voting

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

h) Quorum

A quorum of the Board must include the Chair or Vice-Chair (s) and shall consist of a majority of Directors.

i) Authority Between Meetings

Action taken by a vote of the Board via mail, electronic, telephone, fax or other means must be reported at the next regular or special meeting of the Board in order to be deemed valid. During the intervals between meetings of the Board, business may be conducted by mail, electronic, telephone, fax, e-mail or by other means but must be reported at the next regular or special meeting of the Board in order to be deemed valid.

In other circumstances, the Executive Committee shall possess and may, subject to ratification of the Board, exercise all powers of the Board in the governance and direction of the Council in such manner as the Executive Committee shall deem best for the interests of the Council subject to any specific directives imposed by the Board, by these by-laws or any other statutory or common law.

j) Removal of a Director - A director shall automatically cease to hold office if:

- I. A resolution to that effect is passed by a majority of member schools voting at a meeting duly called for that purpose; or
- II. The director otherwise ceases to be eligible as an Advancement Professional.

k) The Member Schools may by ordinary resolution at a special meeting of members remove any director or directors from office.

2. Roles and Responsibilities of Officers and Directors

a) Chair

The Chair of the Board, serving a two-year term:

- I. chairs the Council's annual meeting, meetings of the Board of Directors and the Executive committee;
- II. is responsible for enforcing the Council's by-laws and such policies and regulations that may be established from time to time by the Board of Directors or by the Council's membership;
- III. represents the Council to other organizations and speaks on the Council's behalf;
- IV. assigns portfolio responsibilities to the Council's directors;
- V. reports annually to the members on the Council's activities;
- VI. is an ex officio member of all standing and ad hoc committees;
- VII. co-ordinates the Council relations with other agencies deemed by the Board of Directors to have similar or complementary interests to the Council;
- VIII. ensures that the activities of the Board are consistent with strategic plan objectives;
- IX. supervises the President & CEO and as such chairs the performance appraisal on behalf of the Board.

b) Vice-Chair (s)

There shall be three Vice-Chairs, each serving a two-year term. One vice-chair shall assume the responsibilities of the Chair in his/her absence.

In the 2<sup>nd</sup> year of the Chair's term, a Chair-Elect will be identified from among the vice-chairs.

The vice-chairs shall:

- I. serve on the Executive committee;
- II. perform such duties as may be assigned by the Chair or the Board including responsibility for chairing a standing committee of the Board or ad hoc committees

c) Directors

Directors, serving three-year terms:

- I. are responsible for such program areas or involvement as may be assigned to them by the Chair; and,
- II. may be asked to serve as a member of a standing or ad hoc committee of the board

d) President & CEO

The Board may appoint an President & CEO to manage the affairs of the Council under the general direction of the Board. The President & CEO shall be entitled to attend and participate in Board meetings but has no vote. The President & CEO shall hold office based on contractual terms with the Board or until he/she resigns the office. The President & CEO shall:

- I. be accountable to the Board for the proper and legal conduct of the business of the Council;
- II. be responsible for the execution of Board policy, by-laws, and other direction and for determining the means, organizational structure and management processes necessary to achieve the Council's objectives;
- III. assume responsibility for the financial management of the organization;
- IV. assume responsibility for the human resources management of the organization;
- V. assist the Chair to plan and execute Board, Executive and annual meetings;
- VI. have signing authority within pre-approved budgetary limitations set by the Board; and,
- VII. have other responsibilities as outlined in the job description.

### 3. Terms of Office and Vacancies

- a) The Chair, Vice-Chairs, and Past-Chair each serve two-year terms and will generally not serve more than two consecutive terms. In the 2<sup>nd</sup> year of the Chair's term, one of the Vice-Chairs will be designated as Chair-Elect and will automatically succeed to the position of Chair of the Board following the Chair's term and the outgoing Chair will be appointed to the office of the Past-Chair.

- b) Past-Chair

Following the completion of a two-year term, the Chair shall automatically succeed to the position of Past-Chair. The Past-Chair may be entitled to attend and participate in Board meetings but has no vote. In the event that the office of Past-Chair becomes vacant, the Board may, at its discretion, fill the vacancy by appointing the most immediate prior Past-Chair.

The Past-Chair may be assigned other duties and responsibilities by the Chair of the Board, including serving as chair of the nominating committee of the Board and being a member of the Executive Committee.

- c) Chair

Following the completion of a two-year term, the Chair-Elect shall be recommended for the Chair of the Board by the nominating committee. In the event that the Chair becomes vacant, a majority of the Board, voting at a meeting of the Board, may fill the vacancy until the next annual meeting.

- d) Vice-Chairs

In the event that one of the offices of Vice-Chair becomes vacant, a majority of the Board, voting at a meeting of the Board, may fill the vacancy until the next annual meeting

- e) Directors

Directors serve three-year terms. No director shall be eligible to serve more than two consecutive terms except in the case of officers. Terms of office shall be staggered so as to provide reasonable continuity and renewal. In the event of a vacancy, a 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.

#### 4. Committees

The Board may establish standing committees with duties and powers as it deems to be in the best interest of the Council. Except as otherwise established in this by-law, each committee shall be chaired by the Chair, one of three Vice-Chairs, Past-Chair or director of the Council. The membership and terms of reference shall be approved by resolution of the Board, shall keep records of its activities and recommendations and shall report to the Board at such intervals as required by the Board. Standing Committees may include, but will not be limited to, the following:

##### a) Executive Committee

The Executive Committee shall be composed of the Chair, and the three Vice-Chairs. The Past-Chair, at the invitation of the Chair, may also be a member of the Executive Committee. The Executive Committee shall exercise such powers and accept such duties as are authorized and delegated by the Board of Directors. In the event that one of the offices on the Executive Committee becomes vacant, a majority of the Board, voting at a meeting of the Board, may fill the vacancy until the next annual meeting.

The Executive Committee will serve as the Performance Appraisal Committee for the position of President/CEO. This group shall be responsible for the annual review of the President & CEO's performance, seek input on the development and measurement of the President & CEO's annual performance goals and communicate with the President & CEO on all formal performance management issues.

##### b) Nominating Committee

The Nominating Committee shall be composed of the Past-Chair as Chair, the Chair, and two or three other members of the Board, except for those members seeking election or re-election as a director. The duties shall include recruiting the appropriate individuals for election as directors in accordance with the organization's by-laws.

##### c) Finance and Audit Committee

The Finance and Audit Committee shall be composed of a Board Vice-Chair as Chair, a director of the board as Vice-Chair; and other members of the Board. The Committee may recruit other advancement professionals of the Council appointed by the Board. The Finance and Audit Committee shall exercise such powers and accept such duties as are authorized and delegated by the Board of Directors including working with the auditor and presenting recommendations to the Board on accounting, financial management, and other issues that are being reviewed.

##### d) Other Committees

The Board may, from time to time, establish ad hoc committees or task forces to advance the interests of the Council. These committees will have an advisory function to the Board, be time-limited and be established for specific purposes.

## 5. Elections and Appointments

### a) Candidates for Vacant Positions

The Nominating Committee will present a slate of candidates at the annual meeting for election by the voting representatives of the Council.

### b) Additional Nominees

Any representatives of the Council may make additional nominations no fewer than 10 days in advance of the annual general meeting provided that the signatures of at least five voting representatives in support of the nomination accompany nomination and include the written consent of the nominee. The Chair will present the additional nominations for each vacancy at the annual meeting.

### c) Voting Procedures

- I. In the event that there are no such nominations, the slate shall be deemed elected by acclamation;
- II. In the event that additional nominees are identified as a result of nominations from the membership, a secret ballot shall be ordered to determine the successful candidate(s);
- III. 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.

## 6. Board of Director Meetings

### a) Notice

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

### b) Special Meetings

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

### c) Errors or Omissions in Notice

No error or omission in giving notice of any meeting of the Board required by this by-law or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings or decisions taken thereat and any Director of such Board 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. Indemnification

Subject to the Act, each director or officer of the Council and their executors, administrators and estates shall be indemnified and saved harmless, out of the funds of the Council, from and against:

- a) All costs, charges and expenses whatsoever that the director or officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or persecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution, in good faith, of the duties of their office or in respect of any such liability.
- b) All other costs, charges and expenses that they sustain or incur in or about or in relations to the affairs thereof, except as such costs, charges or expenses as are occasioned by their own willful neglect or default. The Council shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Council.

8. Procedure and Parliamentary Authority

Robert's Rules of Order shall apply to all questions of procedure and parliamentary law not specified in the by-laws.