
ALBERTA ASSOCIATION OF SERVICES FOR CHILDREN AND FAMILIES (AASCF)

BYLAWS

Amended by Special Resolution at Special Meeting on February 12, 2004

Amended by Special Resolution at Annual General Meeting on June 23, 2006

Amended by Special Resolution at Annual General Meeting on September 30, 2009

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By-Law 1 - Alberta Association of Services for Children and Families (hereunto referred to as AASCF)- GENERAL

1. The AASCF is an organization whose members are agencies, associations, or corporations that provide services to children and families in Alberta. Other organizations, or individuals, with an interest in services for children and families, may also be members.
2. The AASCF is an Association under the Societies Act of Alberta.
3. The AASCF members elect the Board of Directors.
4. The Board of Directors may commission Committees for action on issues.

By-Law 2 - ELIGIBILITY

1. Organizations and Individuals are eligible for membership in the AASCF:
 - Member: Any organization or individual providing direct service to children and/or families within Alberta. Voting.
 - Associate Member: Any organization, or individual, with interest specific to children and/or families, but not providing direct service. Associate members are non-voting members and cannot hold office or be members of the Board of Directors.
 - Honorary Lifetime Member: The AASCF may choose to approve an individual as an honorary lifetime member. Honorary Lifetime Members are non-voting members and cannot hold office or be members of the Board of Directors.
 - Corporate Member: Any corporation that supports the principles and objectives of the AASCF. Corporate Members are non-voting members and cannot hold office or be members of the Board of Directors.
 - Sustaining member: Any member who wished to provide additional financial support to the AASCF beyond their regular membership fee. (2006)
2. Anyone wishing to become a member must complete an application, pay a fee (set by the Board of Directors) and must agree to support the principles and objectives of the AASCF.
3. Membership shall cease automatically if:
 - A Member resigns in writing;
 - A Member is in arrears of payment of fees for a period determined by written policy of the Board of Directors;
 - Seventy-five percent of the Board of Directors, in attendance at a Board of Directors, Meeting, where quorum has been met, vote in favor of the expulsion of any Member, based on the Member acting in a way that contravenes with the principles and/or objectives of the AASCF. The decision of the Board of Directors is final.

By-Law 3 – FINANCIAL YEAR

1. The Association's year for membership and financial purposes shall be April 1 to March 31.

By-Law 4 - BOARD OF DIRECTORS

1. The Board of Directors leads the AASCF on provincial strategic issues and has the following responsibilities:
 - To promote the vision of the AASCF.
 - To draft the Strategic Plan for presentation to members.
 - To delegate action on the Strategic Initiatives.
 - To develop strategies on AASCF policy issues.
 - To be accountable for fiduciary functions.
 - To make decisions on current policy issues.
 - To act as the decision-making authority, for the AASCF, on governance issues.
 - To delegate day-to-day operations of AASCF and office management to the Executive Director.
 - To act as a liaison with the government, industry and the community.
2. The membership of the Board of Directors will consist of:
 - The President, President-Elect, Secretary-Treasurer, are elected by the membership.
 - The Past President.
 - The Chairpersons or a committee member of each of the Strategic Initiative Committees.
 - **Two members of member agencies that serve Aboriginal clients and who themselves are Aboriginal.**
 - Chapters will elect one member each to the Board of Directors, in each region, as defined by the AASCF.
 - The Board of Directors may appoint replacements for any Board opening between annual meetings for a term not to exceed the date of the next annual meeting.
3. The term of office for each Director is two years and no Director shall serve more than two, full consecutive terms. An exception is made for Directors who serve on the Executive, whose total length of service must not exceed eight (8) consecutive years.
4. **In exceptional circumstances the maximum terms maybe exceeded by a motion of the Board on a case by case basis.**
5. When a Director has served the maximum terms on the Board of Directors, a full term must pass prior to the Director serving on the Board of Directors again.
6. A person ceases to be a Director when he/she:
 - Completes a term at the time of the Annual General Meeting.
 - Resigns as a Director;
 - Fails to attend two consecutive Board of Directors Meetings, the Board of Directors may vote to remove this individual from the Board;
 - No longer is the representative of a Member;
 - Ceases to be a Canadian resident; or

- Dies.
7. No more than two Directors can be representatives of the same Member organization.
 8. Each Director has one vote
 9. Fifty percent, plus one member of the Board of Directors, shall constitute a quorum at a Board meeting
 10. Paid employees of the AASCF may not sit on the Board of Directors until at least one year has passed since their resignation for their staff position
 11. The Board of Directors may appoint individuals who are Associate or Corporate members or non-members to the Board of Directors (limited to four (4) such members) as it relates to the business of the Board.

By-Law 5 - EXECUTIVE COMMITTEE

1. The Executive Committee will meet at the call of the President, or upon written request of any two Executive Committee officers. A simple majority of the Executive Committee shall constitute a quorum.
2. The Executive Committee officers are:
 - **President;** The President assumes the Presidency after a year as President-Elect at the Annual General Meeting and presides at Membership, Special, Board of Directors, Executive Committee and Annual General Meetings of the AASCF and serves as AASCF Ex-officio member of all committees. The President supervises the AASCF Executive Director and keeps well informed on the activities of the AASCF.
 - **President-Elect;** The President-Elect is elected at the Annual General Meeting by the Members one year prior to the President's term end and is understood to be the next President. The President-Elect jointly attends and participates in the functions of the President with the President. The position is an apprenticeship for the President's role where the President-Elect becomes informed and prepared for the transition to President. The President-Elect serves as Vice President for the year prior to assuming the Presidency. The President-Elect performs the duties and exercises the powers of the President in the absence of the President, or during such period as the President may request the Vice President to do so. The President-Elect shall perform such other duties as may be assigned by the Board of Directors.
 - **Past-President;** The Past President shall serve as Chair of the Nominations Committee and the Bylaws Revisions Committee and provides a historical perspective to the Board of Directors and President. The Past-President serves as Vice President for one year directly following their term(s) as President. The Past-President performs the duties and exercises the powers of the President in the absence of the President, or during such period as the President may request the Vice President to do so. The Past-President shall perform such other duties as may be assigned by the Board of Directors.
 - **Secretary-Treasurer;** The Secretary-Treasurer is elected at the Annual General Meeting by the Members and shall review the minutes of the membership meetings, Special,

Board of Directors, Executive Committee or Annual General Meetings. The Secretary-Treasurer assures that procedures used in meetings are consistent with policy set by the Board of Directors, attends to significant projects as assigned by the Board of Directors, prepares and presents, for approval, the financial budgets, monitors the financial activities, attends to long term financial projections, is responsible for the audited financial statements, and consults the AASCF Executive Director on financial matters.

- **The Board of Directors may appoint other members of the Board of Directors to the Executive Committee as the work of the Executive Committee may warrant. The specific duties of these members will be as directed by the President.**

3. The President and Secretary-Treasurer may serve a maximum of two, two-year terms in each role.

In exceptional circumstances the maximum terms maybe exceeded by a vote of the membership on a case by case basis.

4. Year one, the President-Elect is elected at the Annual General Meeting. The President-Elect serves as Vice President of the Board of Directors over that year. Year two, the President-Elect assumes the Presidency, and the Past President assumes the Vice Presidency. Year three, the newly elected President-Elect assumes the Vice Presidency, the current President remains as the President and the Past President leaves the Board.
5. Responsibility for keeping of minutes of the Special, Board of Directors, Executive Committee and Annual General Meetings shall be the responsibility of the Secretary-Treasurer of the Board of Directors.
6. The Executive Committee members have the following responsibilities:
 - To prepare the agenda for the Board of Directors.
 - To make decisions between Board of Directors meetings, to assure that the work of the AASCF can proceed. These decisions must be presented, for approval, to the Board of Directors at the next Board meeting.
 - To perform liaison and public relations functions.
7. A vacancy of President, President-Elect or Secretary/Treasurer is filled at the next Membership meeting by a vote of the membership.
 - President-Elect will assume presidency if position is vacant.

By-Law 6 - CHAPTERS - GENERAL (removed council)

1. The term of office for each Chapter Chair is two years and no Chapter Chair shall serve more than two consecutive terms. The Chapter Chair must be an employee or owner of an AASCF member organization.
 - When a Chapter Chair has served the maximum terms on the Chapter, a full term must pass prior to serving as the Chapter Chair again.
 - Any representative of a Member is eligible for election to any Chapter.
2. If, in the majority decision of the Board, any Chapter is acting in ways that are detrimental to the AASCF Bylaws, policies or best interests, the Board may vote to suspend or terminate that Chapter.

3. Upon the suspension or termination of a Chapter, all books and assets become the property of the AASCF.

By-Law 7 - REGIONAL CHAPTERS

1. A motion of the Board of Directors forms Regional Chapters.
2. The membership meets in Regional Chapters to address common concerns of a regional nature.
3. The members from each region elect a Regional Representative to serve as a Director on the Board of Directors.
4. **Where a region does not have an active Chapter, the Board may appoint a member from that region to represent the region as a Director on the Board of Directors.**

Bylaw 8 Aboriginal Community council - deleted

By-Law 8 - COMMITTEES, and CHAPTERS - GENERAL

1. The Board may create committees or chapters of any type (standing, strategic or ad hoc) at any time to assist in the work of the Association.
2. The Board may appoint a member of a committee, or chapter to the Board of Directors.

By-Law 9 - MEMBERSHIP MEETINGS

1. Membership Meetings identify and address the issues of the members' service sectors and the business of the Association.
2. Member organization senior management and staff, AASCF staff and guests, may attend. The Board of Directors or the members may designate any membership meeting or portions of a membership meeting as for members only and exclude all non-members from attendance.
3. Membership Meetings are called at the discretion of the Board of Directors, a minimum of twice per year.
4. Ten percent (10%), or fifteen (15) voting members, of the Membership in good standing, constitutes a quorum at Membership Meetings.

By-Law 10 - ANNUAL GENERAL MEETINGS

1. The Annual General Meeting shall be held by June 30th each year.
2. The business of the Annual General Meeting will include, but not be limited to:
 - Approval of Minutes of previous Annual General Meeting;
 - President's Report;
 - Approval of audited financial statements;
 - Appointment of Auditors;
 - Confirmation of the members of the Board of Directors;
 - Election (every two years) of President-Elect and Secretary-Treasurer.

3. Ten percent (10 %), or fifteen (15) voting members, of the membership in good standing, constitutes a quorum at the Annual General Meeting.

By-law 11 - SPECIAL MEETINGS

1. Upon written request to the Board, signed by one-third of all AASCF members, a Special Meeting will be held. The request must give the reason for the meeting and must specify the business to be conducted at the meeting.
2. The Board may, for any reason and at any time, call a special meeting of the membership.
3. Ten percent (10 %), or fifteen (15) voting members, of membership in good standing, constitutes a quorum for Special Meetings, with the exception of a Special Meeting called to dissolve the Society.

By-Law 12 - RULES OF ORDER

1. "Robert's Rules of Order Revised" shall govern all meetings of the Board, Chapters and Membership.

By-Law 13 - VOTING

1. The Senior Staff Member of the Member organization is the voting member at Membership, Special and Annual General Meetings. The Senior Staff Member may designate, in writing, another representative from the Agency to vote on behalf of the Agency. Each member has one vote.
2. The Senior Staff Member of the Member organization is the voting member at Membership, Special and Annual General Meetings. The Senior Staff Member may designate, in writing, a representative from another member organization to vote on behalf of the member.
3. In special circumstances, the Board of Directors may pass a motion without a meeting and may institute a ballot of members by mail, fax and/or e-mail.
 - A simple majority of those ballots, returned within two weeks of the distribution date, shall be sufficient to pass or defeat the motion.

By-Law 14 - NOTIFICATION OF MEETINGS

1. Notices and agendas of the Membership, Special and Annual General Meeting shall be mailed, faxed, e-mailed or otherwise electronically communicated, to all members at their usual place of business, or residence, at least fourteen days in advance of the Meeting.

By-Law 15 - SEAL

1. The AASCF shall have a common seal, which shall be affixed to all documents as required, by the appropriate signing officers as appointed by the Executive Committee.
2. The custody of the seal shall be retained at the AASCF office.

By-Law 16 - AMENDMENTS

1. Any Member may propose amendments to the Bylaws, in writing, to the Board of Directors.
2. Notice of motion to amend the Bylaws must be submitted, in writing, to the membership thirty days before an Annual General Meeting or Special Meeting.

3. Approval of three-quarters of the Voting Members present shall be required for the passage of any amendments to the Bylaws.
4. Bylaws can only be changed by a special resolution of the members at a Special or Annual General Meeting. If quorum is not made at a Special or Annual General Meeting, the Board of Directors may submit a motion without a meeting and may institute a ballot of members by mail, fax and/or e-mail. All ballots returned within two weeks of the distribution date will be counted.

By-Law 17 - DISBURSEMENTS OF FUNDS

1. Funds disbursed must be within the limits set out in the operating and/or capital budgets approved by the Board annually. A Board motion must approve extraordinary expenses outside of the operating and/or capital budgets.
2. All cheques issued shall be signed by any two of the following; President, Past President, President Elect, Secretary-Treasurer, Executive Director or two Board members appointed by a motion of the Board of Directors.
3. The AASCF may borrow monies in such manner as it sees fit through a Board motion.
4. The Board of Directors, Committee, Council or Chapter members shall not be remunerated for their services, but may be reimbursed for their out-of-pocket expenses incurred while acting for the AASCF.
5. The preparation and keeping of the books, accounts and records shall be the responsibility of the Secretary-Treasurer of the Board of Directors and may be delegated to the Executive Director.

By-Law 18 - BOOKS AND RECORDS

1. The books and records of the AASCF may be inspected by any member at the Annual General Meeting, or at any time upon giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of the same. Each Director of the Board shall, at all times, have access to such books and records.
2. Financial statements (balance sheets and statements of income and expenses) must be presented to the Board, at a minimum of quarterly, by the Secretary-Treasurer.

By-Law 19 - AUDIT

1. A duly qualified accountant shall audit the books, accounts and records of the AASCF at least once each year. Such auditor, at the Annual General Meeting, shall submit a complete and proper statement of the standing of the books for the previous fiscal year.
2. The fiscal year shall be April 1 to March 31.

By-Law 20 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

1. The AASCF may be dissolved by Special Resolution, of the members, at a Special Meeting.

2. Quorum at a Special Meeting, called to dissolve the Society, is a minimum of 75% of all members.
3. A Motion to Dissolve the AASCF must be passed by a minimum of 75% of members in attendance at the Special Meeting.
4. If quorum is not made at a Special meeting called to dissolve the Society, the Board of Directors may submit a motion without a meeting and may institute a ballot of members by mail, fax and/or e-mail. All ballots returned within two weeks of the referendum will be counted. This process can be continued until ballots are received from a minimum of 75% of Members.
5. If the AASCF is dissolved, any funds or assets remaining, after paying all debts, are paid to a registered and incorporated charitable organization(s). The members shall select this organization(s) by Special Resolution. In no event, shall the assets of the AASCF be distributed to any members.