

SASKATCHEWAN ASSOCIATION OF SCHOOL BUSINESS OFFICIALS
(in accordance with *The Non-Profit Corporations Act, 1995*)

A R T I C L E S

The Corporation

Article 1 In these articles:

- (a) name of the corporation is the Saskatchewan Association of School Business Officials
- (b) There shall be two categories of membership:
 - (i) regular members are entitled to all privileges of membership, including the right to vote at meetings of members and the right to be elected as a director;
 - (ii) associate members are entitled to all privileges of membership, except the right to vote at meetings of members and the right to be elected as a director.
- (c) the number of directors shall be no less than five (5) and no more than ten (10).
- (d) the corporation is a membership corporation.
- (e) a director is required to be a member of the corporation.
- (f) no director shall be a salaried employee of the corporation.
- (g) no director shall receive any remuneration for acting as such; however, a director may be indemnified for expenses incurred on behalf of the corporation as a director.

B Y L A W S

Short Title

Bylaw 1 These bylaws may be cited as the *Saskatchewan Association of School Business Officials Bylaws*.

Interpretation

Bylaw 2 In these bylaws:

- (a) “Act” means *The Non-Profit Corporations Act, 1995*.
- (b) “Member” means regular member of the corporation.

Administrative

- Bylaw 3**
- (1) The location of the head office of the corporation shall be at the address of the Executive Director or at such other place in the Province of Saskatchewan as determined by the executive board.
 - (2) The operating year of the corporation shall be from the 1st day of September to the 31st day of August following.
 - (3) The corporation shall have a seal and no written document or agreement affecting the corporation shall be valid or binding upon the corporation unless executed under the seal of the corporation and attested by the signatures of the authorized signing officers.
 - (4) The signing authority for the corporation’s management shall be two (2) of the following: president or president-elect and Executive Director or executive assistant.
 - (5) The executive board shall arrange for a review of the financial records of the corporation. Such review shall be performed through the appointment of two (2) members of the corporation who are not members on the executive board.

General Meetings

- Bylaw 4** (1) The corporation recognizes and adopts the use of electronic mail to serve notices of meetings of the corporation and executive board, as well as notices of special events and other corporation business to members of the register at their last known email address.
- (2) An annual general meeting of the corporation shall be held at least once in every year on dates and locations to be determined by the executive board.
- (3) Two (2) weeks notice giving the time, date and place of the annual general meeting shall be sent by electronic mail or by ordinary post to every member and associate member on the register at their last known address.
- (4) The president shall call a special meeting of the corporation for the transaction of the business that is specified in the resolution or demand is to be held:
- (a) on resolution of the executive board; or
- (b) on the demand in writing signed by at least ten (10) members.
- (5) Two (2) weeks notice giving the time, date and place of the special meeting shall be sent by electronic mail or by ordinary post to every member and associate member on the register at their last known address.
- (6) The order of business at the annual general meeting shall be in accordance with the agenda prepared by the executive board and the order of business at a special meeting shall be in accordance with the agenda prepared by the president.
- (7) A simple majority of the membership of the corporation constitutes a quorum for the purpose of conducting an annual general meeting or a special meeting of the corporation.
- (8) Voting at the annual general meeting or special meeting shall be by show of hands or by ballot as the meeting may decide, except as otherwise may be provided for in a bylaw. All general questions shall be decided by a majority of votes of the membership in attendance.
- (9) Except with the unanimous consent of members at the annual general meeting, no amendments to the bylaws of the corporation shall be proposed or introduced for which notice was not submitted to the Executive Director at least five (5) weeks prior to the annual general meeting and subsequently circulated to the membership two (2) weeks prior to the annual general meeting.
- (10) The president may require the resolutions to be presented to the meeting be in writing. In such case, the resolution shall bear the name of the mover. Seconders are not required.

Bylaw Procedures

- Bylaw 5** (1) The executive board with the approval of not less than a two-thirds (2/3's) majority of the members of the executive may make bylaws for any purpose for the good of the corporation.
- (2) A bylaw made by the executive board pursuant to subsection (1) has effect only until the next annual or special meeting of the corporation and, unless confirmed or varied by the members in accordance with subsection (3), ceases to have any effect after that time.
- (3) With the approval of a two-thirds (2/3's) majority of those members who vote at an annual or special meeting, the corporation may:
- (a) make bylaws for any purpose for the good of the corporation; and
- (b) confirm, vary or revoke any bylaw made by the executive board pursuant to subsection (1).
- (4) The variation or revocation of a bylaw pursuant to subsection (3) does not affect the operation or application of the bylaw prior to its revocation or variation, and everything done, omitted to be done or authorized pursuant to the bylaw is valid and effective against all persons notwithstanding the revocation or variation.
- (5) The Executive Director shall forward copies of proposed bylaws to all members at least 14 days before the date of the annual or special meeting at which the bylaws are to be presented.

- (6) The Executive Director shall notify each member of each bylaw made pursuant to subsection (1) or (3), or confirmed, varied or revoked pursuant to subsection (3), within 150 days after the bylaw is made, confirmed, varied or revoked.
- (7) The corporation shall file two (2) copies certified by the Executive Director to be true copies of all the bylaws with the Minister of Justice.
- (8) Every member and associate member shall comply with the bylaws.

Membership

Bylaw 6 (1) A person may be registered as a member if the person provides satisfactory proof of:

- (a) having paid the prescribed fees;
 - (b) currently employed as a chief financial officer, superintendent, supervisor or equivalent position as a senior management officer of a school division or the division scolaire francophone.
- (2) A person may be registered as an associate member if the person provides satisfactory proof of:
- (a) having paid the prescribed fees;
 - (b) currently employed in a non-senior management or financial position with a school division or division scolaire francophone;
 - (c) currently employed in a position of related educational activities by an organization or a group recognized by the corporation.
- (3) A member is entitled:
- (a) to attend, participate in and vote at all meetings of the corporation and vote in elections;
 - (b) to be elected a director and for appointment to committees of the corporation;
 - (c) to receive any notices and newsletters from the corporation.
- (4) An associate member is entitled:
- (a) to attend all meetings of the corporation;
 - (b) to be appointed to committees; but is not eligible to stand for, vote for, be elected to or appointed to the executive board;
 - (c) to receive any notices and newsletters from the corporation;
- (5) In accordance with the bylaws, the Executive Director shall keep a register in which the name and address of every member and associate member is to be recorded.
- (6) The register is to be:
- (a) kept at the head office of the corporation; and
 - (b) open for inspection by all persons, without fee, during normal office hours of the corporation.
- (7) The executive board may delegate to the Executive Director the power to register persons as members or associate members.
- (8) When a power is delegated pursuant to this section, the exercise of that power by the Executive Director is deemed to be an exercise of the power by the executive board.
- (9) The executive board may impose any terms and conditions that it considers appropriate on a delegation of its powers.
- (10) A person who is aggrieved by a decision of the Executive Director made pursuant to a delegated power may apply to the executive board to review that decision.
- (11) On a review pursuant to subsection (4), the executive board shall hear the review and may:

- (a) direct the Executive Director to exercise the power in a manner that the executive board considers appropriate; or
 - (b) confirm the Executive Director's decision.
- (12) On a review pursuant to subsection (4), the person aggrieved by the decision of the Executive Director has the right to appear in person before the executive board or be represented by an agent appointed by that person in support of the application.
- (13) The executive board shall cause the applicant to be informed, in writing, of its decision regarding the review.

Membership Fees

- Bylaw 7** (1) A person upon being granted membership in the corporation shall be required to pay to the corporation an administration fee for an amount as determined by the executive board.
- (2) The annual membership fee for members and associate members for the ensuing fiscal year shall be set by the executive board and any change to the fee shall be approved by the members at the spring meeting of the corporation.
- (3) The annual membership fee shall be paid in full or in ten (10) equal monthly installments from September to June.
- (4) A member or an associate member employed or contracted on the basis of less than one hundred percent (100%) shall be assessed an annual fee as determined by the executive board.
- (5) Any person who commences employment and is granted membership during the year shall pay a pro-rated fee based upon the number of months remaining in the fiscal year.
- (6) No fees shall be payable to the corporation by a life member or an honorary member unless that person returns to the employ of a school division for a period greater than six (6) months.
- (7) A member or an associate member whose fees are in arrears for a period greater than six (6) months shall be struck from the register.
- (8) A person whose name has been struck from the register for non-payment of any fees payable to the corporation and who otherwise qualifies as a member or an associate member may have his or her name reinstated in the register by applying in writing to the Executive Director with payment of the appropriate fees.

Elections

- Bylaw 8** (1) The executive board shall consist of the president, president-elect and seven (7) directors.
- (2) The president and president-elect shall be elected from members at large at the spring annual general meeting.
- (3) The president and president-elect shall hold office for one (1) year with elections for president-elect being held each year at the annual general meeting. The president-elect shall automatically become the president following the term of office as president-elect.
- (4) For the purpose of electing seven (7) directors to positions on the executive board, members shall each declare their primary employment role and the membership, based upon the declarations received, shall then be divided into seven (7) primary employment categories: Chief Financial Officer, Financial, Payroll/Human Resources, Communications, Facilities, Transportation and Information Technology.
- (5) Members as declared for each primary employment category shall elect two members from within their representative committee to serve as a director and a deputy director to the executive board who shall hold office for two (2) years with elections to these positions being conducted in accordance with Bylaw 9 (2).
- (6) The term of office for all positions on the executive board shall be that period of time commencing the day following the elections and ending on the last day of the elections in the following year.

- (7) In the event that the office of the president becomes vacant, the president-elect shall act in the president's place and stead until the next annual general meeting of the corporation.
- (8) In the event that the office of the president becomes vacant, and if the vacancy cannot be filled by the president-elect, the executive board shall appoint an acting president from the executive board who shall act in their place and stead until the next annual general meeting of the corporation.
- (9) In the event that the office of president-elect becomes vacant, the executive board shall appoint an acting president-elect from the executive board who shall act in the president-elect's place and stead until the next annual general meeting of the corporation.
- (10) In the event there are no nominations received from any primary employment category for a director or deputy director position, then a nomination for that respective position will be accepted from a member of a secondary employment category.
- (11) Similarly, the primary employment categories shall each elect a deputy director for each category, who shall fill the respective position of director should a vacancy occur, and will hold office until the next annual general meeting of the corporation.
- (12) In the event that both the offices of director and deputy director for a primary employment category become vacant for any reason, the membership of the primary employment category so affected shall appoint one of their members to represent that employment category on the executive board until the next annual general meeting of the corporation.
- (13) The immediate past-president shall serve as chairman of the nominating committee.
- (14) Any elections of office to the executive board of the corporation shall be by ballot, or by show of hands, as the general meeting may decide. Elections will be determined by a simple majority of votes submitted.

Representative Committees

- Bylaw 9** (1) Each of the primary employment categories shall elect four (4) members from their category to a representative committee for two-year terms with two (2) members to be elected in even-numbered years and two (2) members to be elected in odd-numbered years at the annual general meeting of the corporation. A member is limited to serve for two (2) consecutive terms or maximum four (4) years.
- (2) In compliance with Bylaw 8 (5) pertaining to election of directors and deputy directors:
 - (a) The primary employment categories for Chief Financial Officers, Financial and Payroll/Human Resources having each elected two (2) members in even-numbered years shall appoint one (1) of the members so elected to serve as Director on the Executive Board who shall automatically serve as chairperson for their respective representative committee and the second member so elected shall serve as Deputy Director.
 - (b) The primary employment categories for Communications, Facilities, Transportation and Information Technology having each elected two (2) members in odd-numbered years shall appoint one (1) of the members so elected to serve as Director on the Executive Board who shall automatically serve as chairperson for their respective representative committee and the second member so elected shall serve as Deputy Director.
 - (3) The Executive Director is an ex-officio member on each representative committee. The Executive Director will assist the representative committees with any clerical needs and make arrangements for committee-sponsored workshops and seminars as required.
 - (4) Subject to executive board approval, each representative committee may establish its own procedures, duties and powers toward leadership development, policy and professional development specific to their member group, advocacy issues, networking and mentorship for its members.

- (5) Each representative committee following the annual general meeting each year shall review the committee's terms of reference, plans for professional development, including any other business of the association and shall compile a report and submit to the executive board for approval.
- (6) The executive board will review each representative committee's annual plans and subsequent reports and will facilitate a cooperative approach between all the representative committees prior to the executive board approving the plans and tasks being considered by each committee.
- (7) Representative committees may work with government representatives, staff of partners in education and other organizations involving areas of interest to the association membership. Any official discussions, agreements and expressed positions on behalf of the Association are the sole responsibility of the executive board.
- (8) Each representative committee shall keep minutes, records of discussion and briefing notes from their meetings and other activities and submit to the executive board on a regular basis.

Committees

- Bylaw 10**(1) The executive board may establish as many committees that it deems necessary or that is deemed necessary by the membership to conduct specified business and shall approve the appointment of persons to the committee it has established pursuant to this section.
- (2) The past president and the Executive Director shall prepare a list of vacant positions required to be filled on committees and corporate appointments and shall distribute this listing to the membership along with a call for nominations at least thirty (30) days prior to the annual general meeting. All names received for the various positions will be placed on the list and a further call for nominations will be made at the annual general meeting.
 - (3) Members of committees and appointees for the corporation shall be reimbursed for attending meetings of committees and for attending to any authorized business of the corporation at rates approved by the executive board using the prescribed expense forms as provided for that purpose.
 - (4) In the event a vacancy occurs in the elected position on a standing committee, the Executive Director shall issue a call for nominations and, if required, an election will be conducted by voting using electronic mail to fill the vacancy until the expiry of the term of office of the member who vacated their position on the committee.
 - (5) In the event a vacancy occurs in any appointed position as a corporation representative on a provincial board or committee, the Executive Director shall issue a call for nominations and the executive board will subsequently appoint a member or associate member to fill the vacancy for that position.
 - (6) A vacancy in the membership of any committee does not impair the power of the remaining committee members to act.
 - (7) Each committee shall review annually their duties and responsibilities and make recommendations for change to the executive board.

Executive Board

- Bylaw 11**(1) The executive board shall manage and regulate the affairs and business of the corporation.
- (2) The executive board shall hold meetings as often as the business of the corporation warrants, and shall be called on the decision of the president. At least seven (7) days before the date of the meeting, a written notice calling the meeting, giving the date, place and hour of such meeting, as well as the business to be brought before the meeting shall be sent to each executive member by electronic mail or by ordinary post at their last known address.
 - (3) Majority of the executive board shall constitute a quorum.
 - (4) All members of the executive board shall have a vote and all questions shall be decided by a majority of votes. In the event of a tie, the question shall be decided in the negative. Seconders for motions shall not be required.

- (5) Members of the executive board shall be reimbursed for any authorized reasonable expenses for attending meetings of the executive board and for attending to business of the corporation at rates approved by the executive board using the prescribed expense forms as provided for that purpose.
- (6) No member of the executive board shall publish or cause to be published any matter whatsoever concerning the corporation that is still under consideration by the executive board of the corporation.
- (7) A member of the executive board shall vacate his or her office if the member is absent from three (3) or more consecutive meetings of the executive board without authorization of the executive board to be absent.
- (8) An elected member of the executive board may resign by giving written notice of his or her resignation to the executive board.
- (9) The resignation of a member of the executive board is effective on the date stated on the written notice or, if no date is stated, then it is effective on the date the written notice is received by the executive board.
- (10) A vacancy in the membership of the executive board does not impair the power of the remaining members of the executive board to act.
- (11) If a member serving as an elected member of the executive board is suspended from the corporation, the member's powers and duties as an elected member of the executive board are suspended for the same period.
- (12) If a member serving as an elected member of the executive board is expelled from the corporation, the member ceases to be an elected member of the executive board on the day the member is expelled.

Duties of Officers

Bylaw 12(1) President

- (a) The president shall, when present, preside over all meetings of the executive board, the annual general meeting and any special meeting of the corporation.
 - (b) The president shall be an ex-officio member of all special and standing committees of the corporation.
 - (c) The president, with the executive board, shall assign and coordinate the duties of the Executive Director.
 - (d) The president shall cause to be submitted to the annual general meeting a report on the affairs of the corporation.
- (2) President-Elect
- (a) In the absence of the president, the president-elect shall act in the president's place and stead.
- (3) Directors
- (a) Directors shall assist the president of the corporation and the Executive Director in formulating policy, promoting and enhancing the stature of the corporation and conducting the business of the corporation.
 - (b) Directors shall represent and act on behalf of the members and associate members in their respective primary employment categories.
 - (c) Directors shall communicate with the members and associate members in their respective employment categories by:
 - (i) informing the membership of policy change or other items of interest;
 - (ii) seeking the input or opinions of membership on items of concern;
 - (iii) coordinating membership activities within the primary employment category;

- (iv) providing assistance to new members within the primary employment category.
- (d) Directors shall undertake designated projects as approved by the executive board and in response to member interests.
- (e) Directors shall represent the corporation at conventions or meetings when requested to do so by the president.

Employees

Bylaw 13(1) The executive board shall appoint an Executive Director.

- (2) The executive board may engage any employees that it considers necessary to carry out the duties and functions of the administration.
- (3) The Executive Director:
 - (a) shall possess qualifications for membership in the corporation or as otherwise set out by the executive board.
 - (b) shall be designated the chief executive officer of the corporation and report to the executive board.
 - (c) shall provide leadership in achieving, developing and maintaining the corporation's programs and services and shall administer and supervise or cause to be administered or supervised all activities of the corporation.
 - (d) shall faithfully, efficiently, loyally and conscientiously perform the duties and services as outlined in the addendum to the Executive Director contract of employment and in accordance within the direction as determined by the executive board.
 - (e) shall maintain a close working relationship with the president and president-elect in respect to all activities of the corporation.
 - (f) shall, as directed, negotiate a contract with the administrative assistant and any other staff of the corporation.
 - (g) shall be responsible for the overall operation and management of the corporation and shall perform all other such duties which may be assigned from time to time by the executive board.

Code of Ethics

Bylaws 14 Every member in the spirit of cooperation and integrity shall:

- (1) Perform all duties to the fullest extent of their capabilities.
- (2) Consider stewardship of a school business official one of public trust and therefore all duties shall be performed with the highest ethical standards that will enhance the honour and dignity of the corporation, the corporation membership and the employing school boards.
- (3) Ensure that all confidential information that is made available to the member by virtue of their position is not divulged without written permission. Ensure compliance with *The Local Authority Freedom on Information and Privacy Act* and the regulations pursuant to that Act.
- (4) Avail themselves of information and material that will improve their effectiveness for all matters relating to the business or profession of a school board employee.
- (5) Actively participate in all activities of the corporation including liaison with other members in the exchange of information and professional development.
- (6) Retain a copy of the corporation's Professional Standards Handbook as a professional guide.

Conduct of the General Affairs of the Corporation

Bylaw 15 No member or associate member of the corporation shall:

- (1) (a) be or become directly interested or in conflict with any contract entered into by or on behalf of the corporation;
- (b) participate directly in the profit or in any benefit arising from a contract entered into by or on behalf of the corporation; or
- (c) perform any duty, transact any business or do anything whatever in any character or capacity for or in expectation of any fee, gain or reward for or on behalf of the corporation.