

ASEC BYLAWS



PROPOSED FOR RATIFICATION MARCH 21, 2021

Vision

Shaping the future of Alberta's post-secondary sector.

Mission

To engage and empower Alberta post-secondary student leaders through professional development, collaborative networking, and proficient advocacy.

Values

<i>Collaboration</i>	Leveraging the collective knowledge, skills, and expertise of members.
<i>Professionalism</i>	Operating the organization using best practices and standards.
<i>Integrity</i>	Acting honestly and sincerely while remaining fair and ethical in all situations.
<i>Effectiveness</i>	Promoting excellence and continuous improvement while attaining demonstrable results.
<i>Diversity</i>	Commitment to equity, mutual respect, and acceptance of others without biases based on differences.

Advanced Education Sector Foundational Principles

<i>Accessible</i>	Learning outcomes should be delivered in a manner that promotes and fosters student success.
<i>Accountable</i>	Systemic checks and balances incentivize all Advanced Education stakeholders towards improving the sector.
<i>Affordable</i>	The total cost of education should never be a barrier preventing a student from enrolling or graduating.
<i>High Quality</i>	Education should be delivered using up-to-date knowledge while incorporating new technologies when appropriate.
<i>Predictable</i>	The total cost of education should increase by the fifteen-year rolling average rate of inflation.
<i>Relevant</i>	Learning and employment outcomes should be responsive to local and global trends while enabling student success.

Proposed for ratification on March 21st, 2021

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Bylaws

Section 1 - DEFINITIONS

1. DEFINITIONS
 - 1.1. For the purpose of this bylaw the fiscal year for ASEC shall be from May 1 to April 30.
 - 1.2. For the purpose of this bylaw the academic year for ASEC shall be from September 1 to August 31.
 - 1.3. For the purpose of this bylaw a Full Load Equivalent (FLE) is defined by the Alberta Government as a measure used to compare student enrolment by institution and sector within the Alberta post-secondary education system. FLE is measured by taking the load of the student enrolled (instructional hours + practicum hours) and dividing by the full load of that program.

Section 2 - NAME

2. NAME

- 2.1. In accordance with the agreement by its members, this entity shall be known as the Alberta Students' Executive Council, or ASEC, for short.

Section 3 – AUTHORITY

3. AUTHORITY

- 3.1. These bylaws shall be the governing document of ASEC.
- 3.2. These bylaws shall set forth the structure, governance, and operations of ASEC.
- 3.3. These bylaws supersede policies and procedures set out by ASEC.
- 3.4. These bylaws are further clarified and explained in the ASEC Policy Manual.

Section 4 – MEMBERSHIP

4. MEMBERSHIP

4.1. Qualification

- 4.1.1. Membership in ASEC is open to the students' association of any Alberta post-secondary institution.

4.2. Membership Dues

- 4.2.1. Member associations must pay annual membership dues.
- 4.2.2. Membership dues are to be paid according to the ASEC Policy Manual.
- 4.2.3. Each association shall pay membership dues of \$4.00 per FLE.
- 4.2.4. Starting in 2020-2021, fees per FLE shall rise by the fifteen (15) year rolling average inflation rate, in accordance with ASEC's fiscal year as defined in the Policy Manual.
- 4.2.5. An individual member association shall have a limit of \$55,000 per year for membership dues.
 - 4.2.5.1. Starting in the 2025-2026 fiscal year, and every five years following, the membership dues limit shall increase by \$5,000.
- 4.2.6. Membership fees paid up to the date of effective withdrawal or expulsion are non-refundable.

4.3. Withdrawal of Membership

- 4.3.1. To cease being a member of ASEC, a member association must vote internally, in favour of leaving, in two (2) consecutive academic years and by two (2) consecutive student councils.
- 4.3.2. Any member wishing to withdraw from ASEC shall provide ASEC with at least twenty (20) business days advance written notice of their organization's intent to hold the initial vote to leave.

- 4.3.3. The requested change of ASEC membership status must be submitted as a written notice to the ASEC office. This request will take effect upon the receipt of approved and signed minutes noting the success of the motion to cease membership.
- 4.3.4. Member associations or individuals may be expelled from ASEC by a two-thirds (2/3) majority vote of the delegates.
- 4.3.5. The Board of Directors may nominate a member association to be expelled only on the following grounds:
 - 4.3.5.1. Significant breach of ASEC bylaw or policy; and/or
 - 4.3.5.2. Publicly tarnishing the reputation of ASEC; and/or
 - 4.3.5.3. Financial impropriety; and/or
 - 4.3.5.4. Inappropriate behaviour, meaning any conduct which is unwarranted and is reasonably interpreted as demeaning or offensive.
- 4.3.6. The Board of Directors may nominate an individual student member, delegate, or member of the Board of Directors to be expelled only on the following grounds:
 - 4.3.6.1. Significant breach of ASEC bylaw or policy; and/or
 - 4.3.6.2. Consistent lack of participation; and/or
 - 4.3.6.3. Publicly tarnishing the reputation of ASEC; and/or
 - 4.3.6.4. Financial impropriety; and/or
 - 4.3.6.5. Inappropriate behaviour, meaning any conduct which is unwarranted and is reasonably interpreted as demeaning or offensive.
- 4.4. Rights of Members
 - 4.4.1. Members shall be entitled to send delegates to participate in any activity of ASEC, including conferences and all committees.
 - 4.4.2. Any member may inspect the financial records and documents of ASEC at any time upon giving reasonable notice to, and arranging a satisfactory time and place with the Executive Director.

4.4.3. Member in good standing means a member who has not breached these Bylaws and paid their membership dues by set deadlines.

4.4.3.1. Any member in good standing is entitled to:

4.4.3.1.1. Exercise speaking and voting privileges through their elected delegate or by proxy.

4.4.3.1.2. Have a current student executive appointed to an ASEC Board position.

4.5. Admission of Members

4.5.1. Students' associations applying for membership shall submit a letter of application, as described in the ASEC Policy Manual, to the ASEC Office.

4.5.2. The Board of Directors approves submitted applications by 2/3 majority votes.

4.5.3. Candidates will be contacted in writing within seven (7) business days after the decision is made.

4.6. Obligations of Members

4.6.1. Members, delegates, and the Board of Directors must abide by ASEC bylaws and policies, including the ASEC Code of Conduct, and the objectives therein.

Section 5 – DELEGATES

5. DELEGATES

5.1. Members' Delegates

- 5.1.1. Each member association shall be entitled to one (1) voting delegate.
- 5.1.2. Member associations may send non-voting delegates to conferences and meetings.
- 5.1.3. Member associations may have non-voting staff delegates attend conferences and meetings.
- 5.1.4. Member associations shall select their delegates by their own internal process and submit the name of their selected representative to the ASEC office no later than two (2) business days prior to each general meeting.
- 5.1.5. Delegates shall vote on policies and procedures.
- 5.1.6. Delegates shall vote on the approval of the auditor.
- 5.1.7. Delegates shall vote on the approval of the audited financial statements.
- 5.1.8. Delegates shall vote on the selection of a Federal Advocacy Delegate during the Leadership conference as described in the ASEC Policy Manual.

5.2. Federal Advocacy Delegates

- 5.2.1. ASEC shall appoint two (2) Federal Advocacy Delegates at the Goals conference as described in the ASEC Policy Manual.
- 5.2.2. Federal Advocacy Delegates shall fulfill their responsibilities and duties as described in the ASEC Policy Manual.
- 5.2.3. Federal Advocacy Delegates shall assume their responsibilities once appointed and shall serve a term of office until the next Leadership Conference.

Section 6 – BOARD OF DIRECTORS

6. BOARD OF DIRECTORS

6.1. The Board shall consist of:

6.1.1. Six (6) elected voting delegates.

6.1.1.1. Two (2) Board members shall be from the associations that make up the top 1/3 largest schools by FLE.

6.1.1.2. Two (2) Board members shall be from the associations that make up the middle 1/3 largest schools by FLE.

6.1.1.3. Two (2) Board members shall be from the associations that make up the bottom 1/3 largest schools by FLE.

6.1.1.4. Board members will be elected by a vote of delegates at the Leadership Conference as described by the ASEC Policy Manual.

6.1.1.5. Voting shall be done by a single transferable vote for two nominees per sector where the nominees are endorsed by their respective sector.

6.1.1.6. An elected voting delegate shall not be eligible to be a sortition allocated voting delegate.

6.1.2. Two (2) sortition allocated voting delegates;

6.1.2.1. Board members will be selected by lottery at the Leadership Conference as described by the ASEC Policy Manual.

6.1.2.2. Nominees will receive an equal number of ballots corresponding to the number of protected classes the Nominee self-identifies with as described by the ASEC Policy Manual.

6.1.2.3. A sortition allocated voting delegate shall not be eligible to be an elected voting delegate.

6.1.3. Two (2) staff members from the member associations (non-voting).

6.1.4. The Executive Director (non-voting, ex-officio).

6.1.5. No member association may have more than one voting board member.

- 6.2. The two staff members shall be appointed by the Board.
 - 6.2.1. No one-member association shall be represented by both staff members.
 - 6.2.2. A member association may have a voting board member and an appointed staff advisor.
- 6.3. Members elected to be on the Board of Directors shall assume their responsibilities at the conclusion of the Leadership Conference at which they are elected and shall serve a term of office until they resign, are removed, or when the new Board of Directors is elected.
- 6.4. The Board shall elect a Chair and Vice Chair from among the voting Board members.
 - 6.4.1. The Chair and Vice Chair shall fulfill the responsibilities of their roles as outlined in the ASEC Policy Manual.
- 6.5. The Board shall have the following responsibilities:
 - 6.5.1. Determine the direction and strategic priorities of ASEC;
 - 6.5.2. Approve of the annual budget;
 - 6.5.3. Select an auditor annually for the membership to approve;
 - 6.5.4. Create ASEC policies and procedures for the Delegates; and
 - 6.5.5. Hire and supervise the Executive Director.
- 6.6. The Board shall have the ability to strike ad-hoc committees on topics relating to their representation of students in Alberta.
- 6.7. In the event that ASEC must hire an Executive Director, the Board shall strike a hiring committee.
- 6.8. The hiring committee shall consist of:
 - 6.8.1. The Chair of the Board;
 - 6.8.2. Two Board Members; and
 - 6.8.3. Two member-association General Managers or Executive Directors.
- 6.9. Board meetings shall have a quorum of at least five (5) voting members and one (1) non-voting member.

- 6.10. In case of a vacant Board position the following procedure applies:
 - 6.10.1. The Executive Director will arrange a by-election for the vacant position.
 - 6.10.2. The by-election will be held at the earliest convenience.

Section 7 – EXECUTIVE DIRECTOR

7. EXECUTIVE DIRECTOR

- 7.1. The Executive Director shall have the following duties:
 - 7.1.1. Supervise the full and part-time staff;
 - 7.1.2. Oversee the day-to-day finances of ASEC;
 - 7.1.3. Produce an annual budget for approval by the Board;
 - 7.1.4. Ensure all ASEC meetings and conferences are organized;
 - 7.1.5. Arrange Board meetings, and distribute Board agendas and minutes;
 - 7.1.6. Be the chief executive officer of the organization and shall be responsible for implementing the strategic plans and policies of the organization;
 - 7.1.7. Maintain all ASEC minutes, records, and files at the registered office;
 - 7.1.8. Shall, subject to the authority of the Board, have general supervision of the affairs of the association and for the engagement, supervision, direction, and discharge of all employed personnel in accordance with the personnel policies established by the Board of Directors.
 - 7.1.9. Shall maintain a Register of Members in accordance with the Alberta Societies Act and ASEC policy and procedure; and ensure a copy is kept at the registered office of ASEC.
- 7.2. The Executive Director shall be responsible for the care and custody of the ASEC seal on behalf of the Board.
 - 7.2.1. The creation and any changes to the design of the ASEC seal must be approved by the Board of Directors.
 - 7.2.2. Officers of ASEC by way of motion may be authorized to use the ASEC seal. The seal must be accompanied by the signatures of two (2) Officers.

Section 8 – MEETINGS AND CONFERENCES

8. MEETINGS AND CONFERENCES

8.1. Leadership Conference

8.1.1. The Executive Director shall organize a Leadership conference of delegates each year.

8.1.2. The Board shall be elected at the Leadership conference.

8.1.3. The election of the Board shall be conducted by secret ballot.

8.1.4. The Executive Director or Auditor shall present the audited financial statements for the previous fiscal year to the membership at the Leadership Conference.

8.1.5. At the Leadership Conference, the Board shall select an auditor for the current year.

8.1.6. At the Leadership Conference, delegates shall discuss options for organizational goals and policies for the academic year.

8.2. Goal Setting Conference

8.2.1. The Executive Director shall organize a Goal Setting conference of delegates each year.

8.2.2. At the Goal Setting conference, the Board shall select the advocacy priorities for the following academic year.

8.3. Assessment Conference

8.3.1. The Executive Director shall organize an Assessment conference of delegates each year.

8.3.2. At the Assessment conference delegates will review the progress of the organizational goals.

8.3.3. This conference shall occur no earlier than the eighth (8) and no later than the eleventh (11) month of the current fiscal year.

8.4. Board Meetings

- 8.4.1. The Executive Director shall organize a meeting of the Board once per month, either in person, online, or by teleconference, except for the months of May and December.
- 8.4.2. A Special Board Meeting may be called by the Executive Director upon request of at least 2/3 of the voting Board Members at any time.
 - 8.4.2.1. A notice period of ten (10) business days must be given to the Executive Director to accommodate for the special meeting when reasonable.
 - 8.4.2.2. The request must be submitted to the ASEC office in writing and stating the Board Members desire and rationale for having a special meeting.
- 8.4.3. Notice of each Board meeting, including the nature of business to be transacted, shall be communicated in writing to all Board members at least five (5) business days in advance.
- 8.4.4. The Executive Director may change the date and location of a Board meeting upon obtaining unanimous consent from all Board members.
- 8.4.5. Board meeting minutes must be presented and adopted by motion at the subsequent Board meeting.

8.5. General Meetings

- 8.5.1. General meetings are called by the Executive Director or by the Executive Director upon request by two-thirds of member schools.
- 8.5.2. Including the Leadership Conference, meetings of ASEC shall be held during each conference, with one meeting designated as the Annual General Meeting.
- 8.5.3. The Executive Director may change the date and location of a regular meeting upon obtaining unanimous consent from all members.
- 8.5.4. Members will be notified of all general meetings by telephone, email, or in person at least 10 business days before said meeting.
- 8.5.5. Minutes of meetings must be approved by those in attendance at the next meeting.

- 8.6. The Leadership Conference shall be a Special Meeting of ASEC
 - 8.6.1. Members will be notified of all special meetings by telephone, email, or in person at least thirty days in advance of said meeting.
- 8.7. Quorum
 - 8.7.1. General and Special Meetings shall have a quorum of at least 50% of members.
- 8.8. Minutes
 - 8.8.1. The Executive Director shall be responsible for the preparation and custody of the minutes of all meetings of ASEC and meetings of the Board of ASEC.
 - 8.8.2. Minutes of meetings must be approved by those in attendance at the next meeting.

Section 9 – AMENDMENTS

9. AMENDMENTS

9.1. The bylaws may be amended, rescinded, or rewritten at any meeting of ASEC by special resolution.

9.2. Special resolution means:

9.2.1. A resolution passed

9.2.1.1. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and;

9.2.1.2. by a vote of not less than 75% of those members who, if entitled to do so vote in person or by proxy.

9.2.2. A resolution proposed and passed as a special resolution at a general meeting with less than twenty-one (21) days notice, if all the members entitled to attend and vote at the general meeting so agree, or;

9.2.3. A resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

Section 10 – REMUNERATION

10. REMUNERATION

10.1. ASEC Board members and delegates shall receive no remuneration.

10.2. The Executive Director’s remuneration shall be determined by the Board of Directors.

Section 11 – FINANCIAL AFFAIRS

11. FINANCIAL AFFAIRS

- 11.1. The fiscal year for ASEC shall be from May 1 through April 30.
- 11.2. There shall be an annual audit of ASEC’s finances conducted by an accredited external auditing firm.
- 11.3. ASEC may, for the purposes of fulfilling its mandate, borrow up to \$10,000 with the prior approval of the Board.

Section 12 – INSURANCE

12. INSURANCE

12.1. ASEC shall be required to purchase corporate liability insurance.

12.2. Protection of Officers

12.2.1. ASEC shall indemnify the Board of Directors, the membership, and their heirs, and their legal representatives against all costs, charges, and expenses reasonably incurred by them – including an amount paid to settle an action or justify a judgement – in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being a Board of Directors or members of ASEC if:

12.2.2. They were acting in their capacity as a member of the Board of Directors or the membership and they acted honestly and in good faith with a view to the best interest of ASEC.

12.2.3. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful.