

Bylaws of the Alberta Student Assessment Network (AAC)

The name of the Society is the Alberta Student Assessment Network, hereinafter also referred to as "Alberta Assessment Consortium", "AAC", or the "Consortium".

1. MEMBERSHIP PRINCIPLES AND GUIDELINES

**Date
Amended**

The Alberta Assessment Consortium acknowledges the importance of inclusivity in membership and respects disparities in financial means among members, while recognizing that AAC is a not-for-profit organization maintained primarily through membership dues.

Sept. 24,
2015

Membership is open to school authorities including private, charter and First Nations schools having a central role in the education of children, as well as to postsecondary institutions. Such school authorities and postsecondary institutions may become a member on payment of the annual membership fee.

AAC memberships may be granted to other educational organizations with approval of the Board of Directors, and on subsequent payment of the annual membership fee.

1.1 School authority membership entitles all teachers and administrators within the school authority to

- access online assessment materials and professional learning resources;
- receive significant discounts on registration fees for the AAC fall conference; and
- receive significant discounts on AAC publications.

1.2 School authorities will be designated as regular members or associate members based on student enrollment of the school authority.

Oct. 3,
2013

School authorities serving 2000 students or more will be designated as regular members and the annual membership fee is \$5500 CAD. Regular membership entitles the jurisdiction representative or designate to attend, provide input and vote at the Annual General Meeting.

School authorities serving fewer than 2000 students will be designated as associate members and the annual membership fee is \$1100. Associate membership entitles the jurisdiction representative or designate to attend and provide input at the Annual General meeting, but associate membership does not include voting privileges.

A school authority serving fewer than 2000 students may choose to be designated as a regular member by paying the \$5500 membership fee and would then be granted all the privileges of regular membership. However, a school authority serving 2000 or more students shall not have the option of being designated as an associate member.

1.3 Educational organizations and post-secondary institutions membership entitles employees of an educational organization, faculty members of a post-secondary

Oct. 3,
2013

institution, and registered students within a faculty of education to

- access online assessment materials and professional learning resources;
- receive significant discounts on registration fees for the AAC fall conference; and
- receive significant discounts on AAC publications.

Membership by an organization or post-secondary institution does not allow transfer of access or benefits to school jurisdictions or other groups served by their organization or post-secondary institution.

Educational organizations and post-secondary institutions may elect to join as regular members by paying the annual \$5500 membership fee or as associate members by paying the annual \$1100 membership fee. The educational organization or post-secondary faculty representative or designate is entitled to attend and provide input at the Annual General Meeting but only regular organization representatives or post-secondary faculty representatives are entitled to vote.

- 1.4 The invoice for the annual membership fee will be sent in April of each year and payment is due by June 30th. In the case of a new regular member joining after September 30th, the annual membership fee will be prorated on the basis of the months remaining in the year, to a minimum of 50% of the yearly membership fee.

If any member is in arrears for membership fees or other indebtedness for any year, such member shall be automatically suspended after June 30th and shall thereafter be entitled to no membership privileges or powers in the Consortium until reinstated.

- 1.5 Any member wishing to withdraw from membership may do so in writing to the Chairperson of the Members' Representative Council. Membership shall then be allowed to elapse, as no part of the annual membership fee will be returned.

- 1.6 Any member on a two-thirds vote of the Members' Representative Council may be expelled from membership for any reasonable cause.

2. MEMBERS' REPRESENTATIVE COUNCIL

- 2.1 The Members' Representative Council shall mean the body of representatives, one from each member group. When the Council meets, it shall consist of a voting representative from each regular member school authority and educational organization, and a non-voting representative from each associate member. Non-voting guests may be invited at the discretion of the Board of Directors if their presence is deemed to be of benefit to the work of the Consortium.

- 2.2 The Members' Representative Council delegates direction of the Consortium to the Board of Directors.

- 2.3 The Chairperson of the Board of Directors shall also serve as chair of the Members'

Representative Council.

- 2.4 This Consortium shall hold the annual meeting on or before November 30 in each year, of which due notice of meeting shall be given to all members. Such notice shall be in writing, and sent by mail, fax, email or electronic posting notice on the consortium website no less than twenty-one (21) days prior to the annual meeting date.
- 2.5 General meetings of the Members' Representative Council may be called at any time by the Chairperson on the instructions of the Board of Directors by notice in writing ten (10) business days prior to the meeting.
- 2.6 A special meeting of the Members' Representative Council shall be called by the Chairperson on receipt of a petition signed by one-third of the members in good standing, setting forth the reasons for calling such meeting. Members shall be notified in writing by mail, fax or email at least five (5) working days prior to the special meeting date.
- 2.7 A Notice of Motion to amend bylaws by Special Resolution or propose motions that will affect the budget shall be communicated to the members through the Board Chair a minimum of twenty-one (21) days prior to the AGM.
- 2.8 A quorum at any AGM shall consist of 15% of voting members.
- 2.9 Each regular member of the Consortium shall have the right to vote at any meeting of the Consortium Council.
- A jurisdiction representative may delegate the responsibility for attending and voting on behalf of the jurisdiction to another individual from the jurisdiction.
- If a jurisdiction representative is unable to attend a meeting in person, he/she may join the meeting via teleconference or video conference where such technology is available at the Annual General Meeting venue. In the case of a regular member, the representative may vote orally or via email. In such cases, the jurisdiction representative acknowledges that there is no opportunity for a vote to be cast through secret ballot.
- 2.10 The business of the AGM shall consist of:
- reviewing the annual reports of the Chair and the Executive Director;
 - approving bylaw changes;
 - reviewing the audited financial statement;
 - approving the annual budget;
 - approving annual membership fees;
 - approving the annual work plan; and
 - voting for members to serve on the Board of Directors.

3. BOARD OF DIRECTORS

- 3.1 The Board of Directors shall consist of seven voting members. Six members shall be duly elected by the Members' Representative Council. One position shall be a yearly appointment by the Alberta Teachers' Association. Additional ex-officio members may sit at the invitation of the Board of Directors.
- 3.2 Members of the Board of Directors should be cognizant of the vision and objectives of the consortium and committed to bringing them to fruition in the interest of advancing student learning.
- 3.3 The Board of Directors shall appoint the Chairperson, Vice Chairperson and Treasurer at the first Board of Directors' meeting following the Annual General Meeting.
- 3.4 Vacancies on the Board of Directors shall be elected from the Members' Representative Council by ballot or by acclamation at the Annual General Meeting.
- 3.5 The term of membership on the Board of Directors by any elected individual shall be limited to a maximum of two three-year terms.
- 3.6 Should a vacancy on the Board of Directors occur outside of the regular rotation, the Board of Directors shall appoint a jurisdiction representative from the Members' Representative Council to serve as an interim member of the Board of Directors until elections at the next AGM.
- 3.7 The Board of Directors, subject to the by-laws or directions given it by majority vote at any general meeting of the Members' Representative Council, shall have responsibility for direction of the Consortium.
- 3.8 The Board of Directors directs the Consortium by
- reviewing and approving proposed activities that may cause risk to or fall outside of the vision, mission and mandate of the organization;
 - annually review and propose bylaw changes where necessary;
 - developing and approving policy in response to issues;
 - forming committees and/or subcommittees as necessary;
 - providing input into the proposed annual work plan and budget;
 - recommending the proposed work plan and the proposed budget for presentation to the Members' Representative Council;
 - approving the audited financial statement;
 - evaluating the performance of the Executive Director in accordance with Executive Director evaluation policy;
 - approving the employment contract for the Executive Director of the Consortium;
 - overseeing efficient and effective operations of the Consortium; and
 - supporting effective communication strategies with Members' Representative Council and external organizations.

The Board of Directors delegates the day-to-day operation of the Consortium to the Executive Director in accordance with existing policy.

- 3.9 The official seal of the Consortium shall be kept by the Executive Director, and shall only be used for business duly sanctioned by the Board of Directors.
- 3.10 Meetings of the Board of Directors shall be held as often as may be required and shall be called by the Chairperson. A minimum of three meetings shall be held each year.
- 3.11 Any five members of the Board of Directors shall constitute a quorum.
- 3.12 A member of the Board of Directors may be removed from office by a majority vote of the Board of Directors should it be determined by the Board of Directors that the member is not able to effectively fulfill his or her duties. Notice of such intent shall be given in writing by the Chair to the member at least thirty (30) days prior to a vote being called. The member shall have the right to be heard prior to a vote.

4. BOARD OF DIRECTORS' POSITIONS

- 4.1 The Chairperson of the Consortium shall be an ex-officio member of all committees. The Chair may appoint another member of the Board of Directors to serve in his/her place.
- 4.2 The Chairperson shall, when present, preside at all meetings of the Members' Representative Council and of the Board of Directors. In the Chairperson's absence, the Vice Chair shall assume the Chair. In the absence of both the Chairperson and the Vice Chairperson, a member of Board of Directors shall be appointed by a majority vote.
- 4.3 The Chairperson of the Board of Directors shall be non-voting except in the event of a tie vote.
- 4.4 The Treasurer will act as an additional signing authority for accounts, monitor and review the bookkeeping practices undertaken by staff and approve expense claims on behalf of the Executive Director when necessary.

5. CONSORTIUM EXECUTIVE DIRECTOR

- 5.1 The Consortium shall employ a Consortium Executive Director. The duties and functions of the Executive Director are specified in the policy of the organization. These duties include the responsibility for preparing and maintaining all records and books of the Consortium, apart from those designated the responsibility of the Treasurer.

5.2 The Consortium Executive Director is an ex-officio member of the Members' Representative Council and the Board of Directors, and has no vote. The Consortium Executive Director shall be employed by the Board of Directors and responsible to the Board of Directors for a term-certain period.

6. AUDITING

6.1 A professional accountant, licensed in the province of Alberta shall conduct an audit of the financial records in accordance with existing policy. A complete and proper statement of the standing of the books for the previous year shall be presented by such accountant at the Annual Meeting of the Members' Representative Council.

6.2 The fiscal year shall be from July 1st to June 30th.

6.3 The financial records of the Consortium may be inspected by any member of the Consortium at the annual meeting or at any time on giving reasonable notice and arranging a time satisfactory to the officer or officers having charge of same. Each member of the Board of Directors shall have regular and ready access to financial records.

7. BORROWING MONEY

7.1 The Board of Directors may borrow money to meet emergent cash flow purposes of the organization. Monies borrowed shall not exceed secured revenues within a fiscal year.

8. REMUNERATION

8.1 Members of the Board of Directors shall receive reimbursement only for travel and subsistence expenses to carry out Board of Directors' business.

8.2 Unless authorized at any meeting and after notice of same shall have been given, no officer or representative of a member of the Consortium shall receive remuneration for his or her services.

9. DISTRIBUTION OF ASSETS

9.1 If the Consortium is dissolved or wound up, the remaining assets of the Consortium, after payment of all debts and liabilities, shall be distributed to a registered charity with objects similar to those of the Consortium as determined by the Board of Directors.

10. BYLAWS

10.1 Bylaws shall only be rescinded, altered or added to by Special Resolution of the Members' Representative Council.