

## **CONSTITUTION and By-Laws**

### **Canadian Association of Student Financial Aid Administrators**

#### **Constitution**

##### Article I      NAME

The organization shall be called the Canadian Association of Student Financial Aid Administrators, hereinafter referred to as the Association.

##### Article II      OBJECTIVES

The objectives of the Association shall be:

1. To promote the professional and educational development of its members.
2. To foster communication among student financial aid personnel at post-secondary institutions in Canada in regard to need-based programs and scholarship programs.
3. To review all government financial assistance policies and administrative processes and, on behalf of our members, make recommendations for appropriate changes in student assistance programs to promote accessibility and affordability, support retention and encourage scholarship.
4. To initiate or conduct studies on financial aid as required.
5. To cooperate with other agencies and councils, as appropriate.

#### **By-Laws**

##### Article III      MEMBERSHIP

1. Membership in the Association shall be limited to those interested in furthering the objectives of the Association and shall consist of those whose applications for membership have received approval from the Treasurer, acting on delegated authority from the Directors of the Association.
2. Any member can withdraw from the Association by submitting a written withdrawal request to the Treasurer.
3. Full Membership is transferable within the post-secondary institution. Other categories of membership are not transferable.
4. Categories of Membership:
  - 4.1 Full Members
    - A) Membership shall be open to representatives of public or private not-for-profit post-secondary educational institutions in the area of student financial aid.

- B) Each institution may send any number of representatives to duly constituted meetings of the Association; however, only one member per institution may vote at these meetings.

Voting representatives are referred to as Full Members (Primary) and the additional representatives from the same institution are referred to as Full Members (Secondary).

#### 4.2 Associates

- A) The Associates membership category shall be open to representatives of private for-profit post-secondary educational institutions who are directly involved in student financial aid.
- B) Associates may attend duly constituted meetings of the Association, participate in debate and serve on Association committees, but may not vote, nominate or hold office.

#### 4.3 Affiliate Members

- A) Affiliate membership shall be open to:
- Individuals not directly involved in student financial aid at a public or private not-for-profit post-secondary educational institution; or
  - Individuals, organizations, associations and government agencies who, by virtue of their functions or interest, share the aims of the Association.
- B) Affiliate members may attend duly constituted meetings of the Association and may participate in debate, but may not vote, nominate or hold office.

#### 4.4 Student Members

- A) Student membership shall be open to individuals who do not meet the criteria for Full or Associate membership, are enrolled at a post-secondary institution and have an interest in the field of student financial aid.
- B) Student members may attend duly constituted meetings of the Association and may participate in debate, but may not vote, nominate or hold office.

#### 4.5 Life Members

- A) Members who have retired from their positions at Canadian post-secondary institutions in financial aid may be granted life membership. Such membership shall be granted to an individual by approval of the Board of Directors.
- B) Life members may attend duly constituted meetings of the Association and may participate in debate, but may not vote, nominate or hold office.

#### 4.6 Honorary Members

- A) Individuals, for reasons of their functions or interests or because they have rendered outstanding service to the Association, the Association wishes to recognize by offering Honorary Membership.
- B) Honorary members may attend duly constituted meetings of the Association and may participate in debate, but may not vote, nominate or hold office.

#### 4.7 Corporate Members

- A) Corporate membership shall be open to corporations and for-profit organizations.
- B) Corporate members may attend duly constituted meetings of the Association but may not participate in debate, nominate or hold office.

Article IV            OFFICERS AND TERMS OF OFFICE

1. Officers of the Association shall include:
  - A) A President
  - B) A Vice-President (Executive)
  - C) A Vice President (Conference Chair)
  - D) A Member-at-large – University
  - E) A Member-at-large – College/Technical Institute
  - F) A Secretary
  - G) A Treasurer
  - H) A Past-President
2. Election of officers, with the exception of Vice-President (Conference Chair), will be held at the Annual General Meeting, with newly elected officers assuming office immediately upon their election. The Vice-President (Conference Chair) shall be selected by the Directors.
3. Terms of Office shall be one year in duration, unless otherwise specified. Normally Officers cannot serve more than four (4) consecutive years in the same position.
4. Officers shall be subject to removal by resolution of the Directors at any time. Two-thirds of the Directors must support this action.
5. There shall be no remuneration of Officers.
6. Signing authority rests with two of the President, Treasurer and Vice-President (Executive).

Article V            BOARD OF DIRECTORS

1. The Directors of the Association shall consist of the President, the Vice-President (Executive), the Vice-President (Conference Chair), Members-at-large, the Secretary, the Treasurer, the Past-President, and the Regional Representatives.
2. Regional Representatives: Each region (as defined by the Officers of the Association) shall have representation by a Full Member on the Board of Directors. Regional Representatives shall be selected by the Association's Full Members in each region. The term of office for Regional Representatives shall be one year in duration, with selections normally made by the regions immediately prior to the Annual Meeting of the Association each year. Regional Representatives selected by the regions can be removed by the Full Members in their region. There shall be no remuneration of Regional Representatives. Normally Regional Representatives cannot serve more than four (4) consecutive years.
3. The Directors shall have the power to manage the Association.

Article VI      COMMITTEES

1. A Nominating Committee shall be appointed by the Directors, chaired by the Past President, and consist of two other members of the Association who are not currently members of the Directors.
2. Standing Committees may be established by the Association at any duly constituted meeting. Membership of Standing Committees, and the term of their membership, shall be established by the Directors. Committee members can be removed by resolution of the Directors at any time.
3. Committees may be established from time to time by the Directors.

Article VII      DUTIES OF OFFICERS AND REGIONAL REPRESENTATIVES

1. President

The President shall:

- A) Coordinate the activities of the Association.
- B) Preside at all meetings of the Association.
- C) Act as the official spokesperson for the Association, except as otherwise determined.
- D) Draw up the agenda for each meeting after consultation with the chairpersons of committees and the Secretary.
- E) Assume overall responsibility for external communications.

2. Vice-President (Executive)

The Vice-President (Executive) shall:

- A) Assume all responsibilities of the President in the President's absence.
- B) Work cooperatively with the President to carry out the objectives of the Association.
- C) With the approval of the President, represent the Association on external organizations, committees, task forces, and the like.
- D) Assume overall responsibility for internal communications.
- E) Fulfill duties as assigned by the Directors.

3. Vice-President (Conference Chair)

The Vice-President (Conference Chair) shall:

- A) Be responsible for all aspects of the Annual Conference, including planning, finances, fund-raising and programming.
- B) Act as liaison with the Board on all conference matters.

4. Members-at-Large – University and College/Technical Institutes

The Members-at-Large shall:

- A) Fulfill duties as assigned by the President or the Directors.
- B) With the approval of the Directors, represent the Association on external organization, committees, task forces and the like.

5. Secretary

The Secretary shall:

- A) Circulate agendas for Membership and Board of Directors meetings, and forward official notices and communications to the membership through the CASFAA list-serve and other means as appropriate.
- B) Record minutes and, in the case of Board of Directors meetings, distribute minutes within 30 days of each meeting.
- C) Coordinate translation.
- D) Arrange postings to the CASFAA website.
- E) Be responsible for maintaining Association records.
- F) With the approval of the Directors, represent the Association on external organizations, committees, task forces, and the like.

6. Treasurer

The Treasurer shall:

- A) Submit a proposed annual budget to the Board of Directors.
- B) Submit year-to-date financial statements to the Board of Directors and/or to the President upon request.
- C) Be responsible for all financial transactions and maintenance of financial records of the Association.
- D) Be responsible for maintenance of membership records, and act as the liaison with the administrator of the CASFAA list-serve.
- E) Be holder of the Association corporate seal.
- F) Be the official address of the Association head office.
- G) With the approval of the Directors, represent the Association on external organizations, committees, task forces, and the like.

7. Past-President

The Past-President shall:

- A) Chair the Nominating Committee.
- B) With the approval of the Directors, represent the Association on external organizations, committees, task forces, and the like.
- C) Fulfill duties as requested by the President or Directors.

8. Regional Representatives

The Regional Representatives shall:

- A) Serve as Directors of the Association.
- B) Promote membership in the Association by identifying potential members in the region.
- C) Maintain a liaison with CASFAA members in their region on Association issues.
- D) Identify the professional development needs of members.
- E) Promote participation in regional and national CASFAA conferences.
- F) Fulfill duties as assigned by the President or the Directors.
- G) Provide information and updates to the membership regarding financial assistance programs in their region.

Article VIII      MEETINGS

1.      Annual

A meeting shall be held in conjunction with the CASFAA Annual Conference, at which time:

- A) The Officers shall be elected for the succeeding year, with the exception of the Vice-President (Conference Chair).
- B) The budget for the ensuing year will be submitted for approval.
- C) Standing Committees shall report.
- D) Representation from one-quarter of the institutions with Full Members shall constitute a quorum at an annual meeting provided due notice of the meeting has been sent to all members.
- E) One Full Member from each institution will be designated to vote on behalf of all members from that institution.
- F) The mailing of a Notice of Meeting by the Secretary in sufficient time to reach members 30 days before the date of the meeting shall constitute due notice. Mailing can be by surface or electronic mail. The Notice of Meeting will include a proposed agenda and appropriate supporting documentation.

2. Special Meetings

Special meetings of the Association can be held by resolution of the Directors. Special Meetings of the Association must be called by the Directors if a formal request for such a meeting, signed by at least 25% of the Full Members (Primary) of the Association, is received by the Secretary. The mailing of a Notice of Meeting by the Secretary in sufficient time to reach members 30 days before the date of the meetings shall constitute due notice. Mailing can be by surface or electronic mail. The Notice of Meeting shall include a proposed agenda and appropriate supporting documentation.

3. Directors of the Association

Meetings of the Directors shall be held at least twice annually, one of which is held in conjunction with the CASFAA Annual Conference. Additional meetings can be called at the request of the President. Directors' meetings must be called if a formal request for such a meeting is received by the President from at least three Directors. The Quorum at Directors' meetings is 50% plus 1. Notices of Meetings, including time, place and proposed agenda, are to be mailed to Directors at least fourteen (14) days prior to the meeting. Mailing can be by surface mail, electronic mail or fax.

Telephone participation: The Directors of the Association may meet by teleconference provided that either a majority of the Directors consents to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the Board of Directors at a meeting of the Directors.

Meetings by Other Electronic Means: The Directors of the Association may meet by other electronic means that permits each Director to communicate adequately with each other, provided that:

- A) the Board of Directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- B) each Director has equal access to the specific means of communication to be used;
- C) each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

4. Conduct of Meetings

The conduct of meetings shall follow the procedures outlined below:

- A) The procedures for all meetings shall be according to Robert's Rules of Order.
- B) All meetings shall be "Open", unless moved in-camera by a two-thirds vote of the members present.

Article IX      VACANCIES

Should the position of President become vacant, the Vice-President (Executive) shall assume the duties of the President for the balance of the term.

Should the positions of Vice-President (Executive), Vice-President (Conference Chair), Members-at-large, Secretary, or Treasurer become vacant, the Directors of the Association shall select another member of the Association to fill the vacant position within 30 days of the occurrence of the vacancy. The President shall advise the membership of the name of this person within 7 days of the selection. Should the position of Past-President become vacant, the Directors of the Association shall select another member of the Association, with preference to a member of the current elected Board, to perform the duties of the position within 30 days of the occurrence of the vacancy. The President shall advise the membership of the name of this person within 7 days of the selection.

Article X      MEMBERSHIP FEES

Annual membership fees, as approved from time to time at an annual meeting by a majority of the Full Members representing individual institutions voting at a duly called meeting, shall be assessed as a "Full", "Associate", "Affiliate", "Student" or "Corporate" Member to meet the cost of operating the Association.

Article XI      LANGUAGES

The official languages of Canada shall be the official languages of the Association.

Article XII      BY-LAWS

The by-laws of the Association not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering said by-law, with at least 30 days notice given of such meeting, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Article XIII      AMENDMENTS TO THE CONSTITUTION

The Association may, at its Annual Meeting, by affirmative vote of two-thirds of the Full Members representing individual institutions present, make such amendments to this Constitution as is deemed necessary provided that Notice of Motion is given to the membership in writing at least 30 days before the Annual Meeting at which the amendment is proposed.

Article XIV      AUDITOR

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors. The auditor may not be a director, officer, or employee of the Association, or an affiliated Association, without the consent of all members.