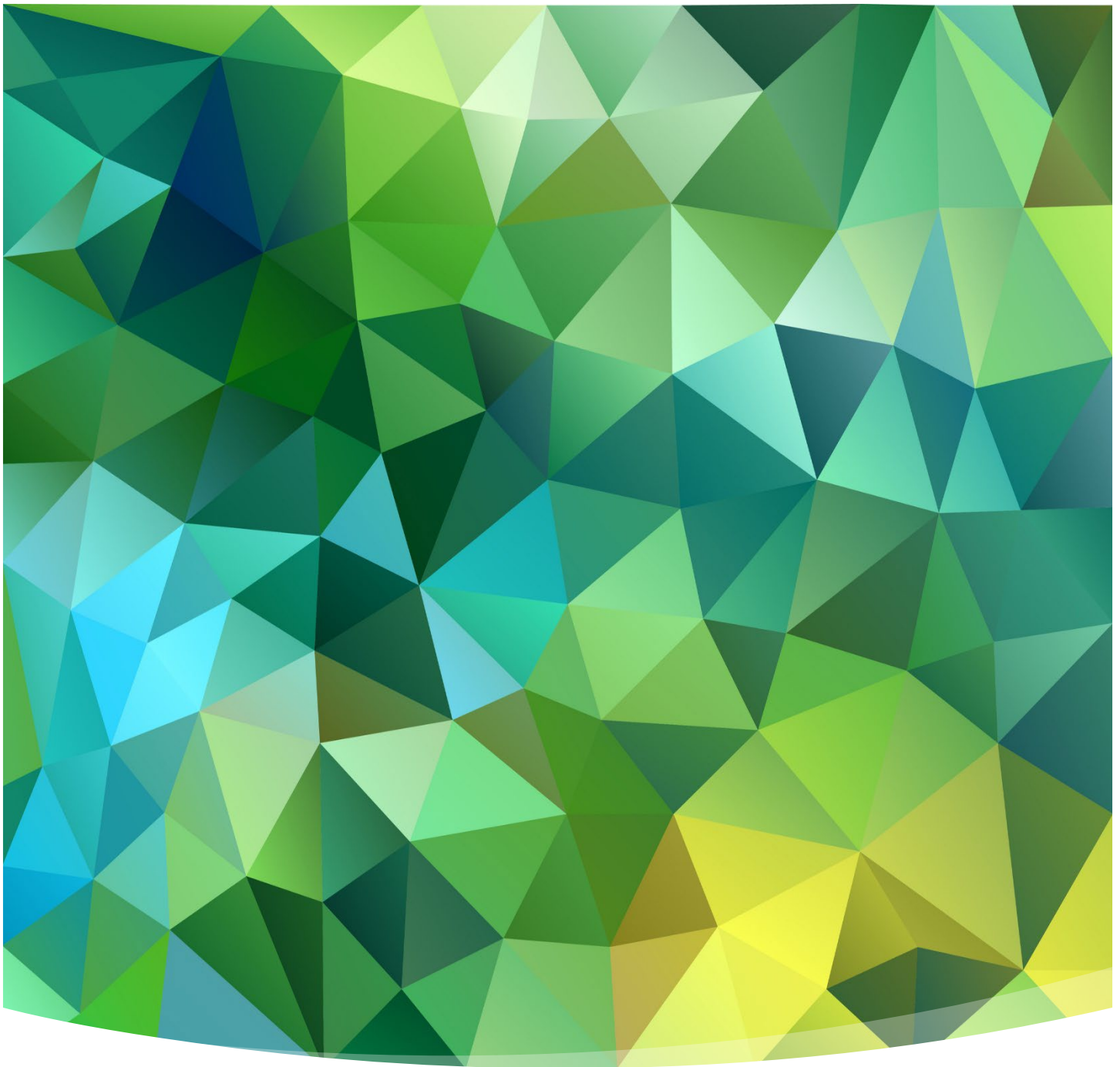




ALBERTA SCHOOL BUSINESS OFFICIALS ASSOCIATION BYLAWS

February 10, 2026



ASBOA

Alberta School Business Officials Association

Amended By-laws

The Alberta School Business Officials Association (hereafter referred to as the "Association") is a professional association, under the Societies Act, dedicated to supporting our members and providing leadership in school business management.

These bylaws were last amended and approved by special resolution at the Annual General Meeting of Members held February 10th, 2026.

Herby duly authorized by the following board of directors:

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Alberta School Business Officials Association

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1. DEFINITIONS

- “**Act**” means the Societies Act, RSA 2000, c S-14.
 - “**ASBOA**” means the Alberta School Business Officials Association and is used for ease of reference throughout the by-laws.
 - “**Bylaws**” means the bylaws of the Association that have been approved in accordance with the process established by the bylaws.
 - “**Board of Directors**” or “**Board**” means the Executive of the Association as defined in the Act and Regulation.
 - “**Chief Executive Officer**” means the executive director of the Association as defined in the Act and Regulation.
 - “**Electronic Means**” means a telephonic, electronic, or other communication method that permits all participants to communicate adequately with each other during a meeting.
 - “**Regulation**” means Alberta Regulation 122/2000, Societies Regulation.
 - “**Schedule**” means Certified School Business Official (CSBO) by-laws, attached hereto as Schedule “A”.
 - “**School Jurisdictions**” means Alberta school divisions, Francophone regional authorities, charter schools, the Lloydminster Public School Division, the Lloydminster Roman Catholic Separate School Division, First Nations school authorities primarily located in Alberta, independent schools as defined by Alberta Education, and K-12 education bodies of the Northwest Territories.
 - “**School Business**” means the functions related to the areas of practices of the Association including Administration, Financial Resources Management, Human Resources Management, Facility Management, Property acquisition and management, planning and evaluation, Communication and engagement, technology management, and transportation.
 - “**Zone**” means a group of members who work within a geographic area of the Association designated in these bylaws under Section 9.
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2. MEMBERSHIP AND CERTIFICATION

2.01 Membership Categories

The membership of the Association shall consist of all parties who are admitted as members by resolution of the Board of Directors of the Association, and all such members shall fall within one of the following categories:

a. **Regular Member**

A person may be registered as a regular member if they meet the following criteria and have been approved by the Board.

- Is employed by a school jurisdiction as a senior leader with responsibilities in matters related to ASBOA's areas of practice.

A senior leader includes individuals at the Director level or above, and within two reporting levels to the Superintendent.

- pays the membership fee.

b. Associate Member

A person may be registered as an associate member if they meet the following criteria and have been approved by the Board.

- Is employed by a school jurisdiction with managerial or supervisory responsibilities in matters relating to school business;
- Pays the membership fee.

c. Affiliate Member

A person may be registered as an associate member if they meet the following criteria and have been approved by the Board.

- Is employed by a school jurisdiction in a school business position not defined as a Regular or Associate Member; or
- Is an employee of a private school in Alberta or the Northwest Territories in a senior leadership, management, or supervisory role with responsibilities in the area of practices of school business; or
- Is employed or contracted by the provincial or territorial government in support of school jurisdictions; or
- Is a faculty member of a postsecondary institution in a program of studies related to school business; and,
- Pays the membership fee.

d. Life Members

A person may be entitled to be registered as a life member if they meet the qualifications outlined in the Schedule.

- e. Honorary Member** A person may be entitled to be registered as an honorary member if he/she meets the qualifications as outlined in the Schedule.

2.02 Membership Fee

All members, except life and honorary members, shall pay an annual membership fee or be included within a jurisdiction's group annual membership payment plan, as may be determined by a majority vote of the members at an Annual General Meeting of the Association. For school jurisdiction membership plans, voting rights shall be limited to 2 votes per jurisdiction.

2.03 Withdrawal

A member may request to withdraw from membership by providing notice in writing to the Board for approval.

2.04 Payment Arrears

- a. A member whose fees are in arrears for a period longer than six (6) months shall be struck from the register.
- b. A member whose membership has terminated by reason of non-payment of the annual membership fee shall be entitled at any time, to be restored to full membership on payment of the annual membership fee, in full, for the year current.

2.05 Expulsion of Members

(1) In addition to withdrawal and termination for arrears, a member may be expelled from the Association for cause, including but not limited to:

- (a) violation of the Association's Code of Ethics;
- (b) conduct detrimental to the interests or reputation of the Association;
- (c) failure to comply with the bylaws or policies of the Association.

(2) The Board of Directors shall provide written notice of the proposed expulsion to the member, including the grounds for expulsion, and shall afford the member an opportunity to respond in writing or in person before a decision is made. Expulsion shall require a resolution of the Board of Directors passed by a two-thirds majority. A member expelled under this section may appeal the decision to the membership at the next annual general meeting, whose decision shall be final.

2.06 Certified Members

- a. A person who is a regular member is entitled to be registered annually as a Certified School Business Official if they meet the qualifications outlined in the Schedule.
- b. A person who is a regular, honorary, or life member is entitled to be registered as a Fellow Certified School Business Official if he/she meets the qualifications as outlined in the Schedule.
- c. Association members registered as a certified school business official or fellow certified school business official shall be a "regulated member". The registration of a regulated member shall not be cancelled at the request of the regulated member unless the Board of Directors approves the request for cancellation.

3. RIGHTS AND PRIVILEGES OF MEMBERS

3.01 Voting Rights

- a. Each regular member of the Association in good standing shall be entitled to one vote at all meetings of the Association and may vote in person or by proxy.
- b. Associate, affiliate, life, and honorary, members shall not have voting rights at meetings of the Association and shall not be eligible to hold an Executive position in the Association.
- c. The individual who is appointed to serve as the public member representative for the Association shall be deemed to be a regular member with voting rights.

3.02 Code of Ethics

All members shall be governed by the Association's Code of Ethics. Registration of certification and/or membership registration may be canceled or suspended for a violation of the Code of Ethics following due process.

3.03 Appointments

Any members of the association may be appointed to Association standing, external, and/or ad-hoc committees by the Board of Directors.

4. MEETINGS of the MEMBERS

4.01 Annual General Meeting

- a. An annual general meeting shall be held prior to June 30 in each calendar year; the date and location of the meeting are to be determined by the Board of Directors.

4.02 Special Meeting

- a. The Board of Directors may call a special meeting of the Association when deemed necessary to consider urgent matters of business, which cannot be held over until the annual general meeting. Special meetings shall be convened in the same manner as required in calling an annual general meeting.
- b. The Board shall call a special meeting if requested, in writing, by not less than twenty (20%) percent of the regular members in good standing.

4.03 Notice

- a. Written notice of the time and place of all annual general and special meetings of the Association and the nature of the business to be transacted shall be mailed by regular first-class mail or e-mailed to the membership at least thirty (30) days prior to the date of the meeting.
- b. Notice of an annual general meeting will be posted on the Association's website at least thirty (30) days prior to the date of the meeting.

4.04 Persons Entitled to be Present

- a. The only persons entitled to be present at an annual general meeting or special meeting shall be members of the Association, the Board of Directors, and such other persons who are entitled or required under any provision of the Act or Regulation to be present at the meeting.
- b. Any other person may be admitted only on the invitation of the President of the meeting or by resolution of the regular members.

4.05 Proxy

- a. The instrument appointing a proxy shall be signed by the appointer and shall be in such form as approved by the Board of the Association.
- b. No person shall act as a proxy unless (s) he is a member of the Association.

4.06 Quorum

- a. Quorum constitutes the presence of at least thirty (30%) percent of all regular members, in good standing, at an annual general meeting or special meeting. The President will conduct a roll call and it will be recorded in the minutes.
- b. A regular member or their duly appointed proxy holder participating in a meeting in-person or by electronic means is deemed to be present at the meeting.
- c. If a quorum is present at the opening of a meeting, the members may proceed with the business of the meeting, even if a quorum is not present throughout the meeting and such loss of quorum shall not invalidate any of the actions taken or business transacted at the meeting.

4.07 Voting

At any general meeting or special meeting every question shall, unless otherwise provided by the Act, Regulation, or Bylaws, be determined by a majority of the votes

cast on the question. The President does not have a vote. In case of an equality of votes, the motion shall be defeated.

4.08 Remote Voting

- a. Notwithstanding 3.01, where circumstances do not allow for a meeting, the Board of Directors may direct that a mail vote, vote by facsimile transmission, or vote by electronic transmission may be taken on any matter that requires the approval of the regular members.
- b. At least 30% of regular members must return properly marked ballots for a vote to be considered valid. The resolution must be approved by $\frac{3}{4}$ of the voting members. Notice of the result of the mail and/or electronic ballot shall be mailed or electronically forwarded forthwith to each member of the Association.
- c. The Board shall determine the form and wording of the ballot and the method of voter identification for security purposes and shall include, as part of the ballot, a clear explanation of the matter to be voted on. The ballot shall be mailed or sent by facsimile transmission or by means of electronic transmission, including but not limited to electronic mail to each regular member in good standing.
- d. In order to be counted for or against the matter the ballots must be properly marked and mailed back or returned to the Chief Executive Officer within the time period specified by the Board and indicated plainly on the ballots which will not be less than 14 days.
- e. Upon the expiry of the specified time the ballots shall be counted by the Chief Executive Officer in the presence of not less than two regular members of the Association in good standing.

4.09 Rules of Order

The rules in the Act, Regulation, and including Robert's Rules of Order shall govern participation in meetings.

5. BOARD OF DIRECTORS POWERS

5.01 Composition

The business of the Association shall be determined by the Board of Directors, which will consist of:

- a. One (1) Zone Director elected from each of the four (4) Zones.
- b. the President
- c. the Vice-President;

- d. The Board on behalf of the members may appoint one additional member to meet strategic needs. This member may come from the general membership or public and shall have voting rights. The term of the appointment shall be established by the Board.
- e. Each member who at the time of his/her election or appointment to office, or within ten (10) days thereafter and throughout the term of office, shall be a regular member of the Association.

The Board shall, subject to the Act, the Regulation, these by-laws and direction given them by a majority vote at any annual general meeting or special meetings of the Association, have full control and management of the business affairs of the Association, including the approval and adoption of a Code of Ethics for the Association.

5.02 Term Date

- a. the President - 2-year term
- b. the Vice-President - 2-year term and
- c. Zone Directors – 2-year term

The term of office shall commence on July 1st of the incoming year and shall expire on June 30th of their outgoing year.

5.03 Election and Appointments

a. **Board Officers**

At the annual general meeting of the Association, an election for Vice-President shall be held, if required, to serve a two-year term. Upon completion of such election, the outgoing Vice-President shall assume the office of President. All appointments under this section shall take effect on July 1 following the annual general meeting. Where a vacancy occurs in the office of President prior to the expiry of the term, the Vice-President shall assume the office of President for the remainder of the term. The Board of Directors may, at its discretion, hold a by-election prior to the annual general meeting to fill the office of Vice-President.

b. **Zone Directors**

- i. The members of each Zone shall, prior to the annual general meeting specified below, elect one Zone Director to the Executive for a two-year term commencing as of July 1. Election of the Zone Directors shall take place as follows:
 - in evenly numbered years, elections shall be held in Zones 2 and 4

- in odd numbered years, elections shall be held in Zones 1 and 3.
- ii. Each Zone Director shall hold office until June 30th following the second annual general meeting after his/her election.
- iii. A Zone Director shall not hold office for more than two (2) consecutive terms. A partial term that exceeds twelve (12) months shall, for the purpose of this clause, be considered to be one term.

5.04 Meetings of the Board

- a. Board meetings shall be held as often as the business of the Association shall require, but not less than once in each year, and shall be called by the Board President.
- b. A special Board meeting may be called at the written request of two (2) members of the Board stating the business to be brought before the meeting.
- c. Notice for board meetings or special board meetings shall be at least seven (7) days if notice is in writing and mailed to each member of the Board, or with at least three (3) days notice if notice is by telephone or e-mail.
- d. A member may participate in a meeting by electronic means or another communication method if the electronic means enable the members participating in the meeting to hear each other.
- e. A majority shall constitute a quorum and the meeting may be held without notice if notice is waived by all members of the Board. Members participating in a meeting of the Executive by electronic means are deemed to be present at the meeting, and any resolution passed shall be as effective as a resolution passed if the member(s) were present in person.

5.05 Departures and Vacancies

a. Board Officers

- i. If a vacancy occurs in the office of the President, it shall be automatically filled by the Vice-President, whose office, in turn, shall be vacated and filled by appointment by the Board from the sitting Board members.
- ii. After the annual general meeting and before July 1, if a vacancy occurs in the President-elect position (current Vice-President), the President-elect may, at his/her discretion, assume the position of President-elect. In the event the Vice-President elect declines the position of President-elect, the Board shall appoint a former

President/President, or the current President, to the position of President-elect.

- iii. If the President position becomes vacant for any reason on or after July 1, and the Vice-President is appointed to the office of President, then at the next annual general meeting there would be an election for Vice-President and the President appointed automatically would then continue to serve for another complete term.
 - iv. If a vacancy occurs in the office of the Vice-President, it shall be filled by appointment by the Board from the sitting Board members with the appointment lasting to the end of the term.
 - v. Notwithstanding 5.05(i) and 5.05(ii), if, in the process of regionalizing and amalgamating school jurisdictions, the President, or Vice-President, should cease to be employed by a school jurisdiction, he or she may elect to continue serving in his or her respective office until the next annual general meeting.
- b. **Zone Directors**
- i. If the position of Zone Director becomes vacant, then, within sixty (60) days of such vacancy arising, a new Zone Director shall be elected by the applicable Zone for the balance of the current term in accordance with the Zone Operational Rules.
 - ii. If the Zone fails to elect a Zone Director within the time period specified, the Association President may fill the vacancy by appointment from the membership of the applicable Zone.
 - iii. The office of a Zone Director shall be vacated if the Zone Director is removed from office in accordance with the Zone Operational Rules.

5.06 Appointment of the Chief Executive Officer

The Chief Executive Officer shall be appointed by the Board and shall hold office for such time as designated by the Board.

5.07 Remuneration

Board members shall serve without remuneration but may be reimbursed from the funds of the Association, in the amount of any reasonable traveling and other expenses necessarily incurred in discharging their duties as a member of the Board of Directors.

6. DUTIES OF THE BOARD OF DIRECTORS

The role of all members of the Board of Directors is to provide strategic direction, oversight, and guidance to the Association as a whole, to ensure that it is fulfilling its mission, and meeting the needs of the membership and relevant stakeholders.

6.01 Role of Directors

Directors shall:

- a. Participate in board meetings and contribute to the decision-making process.
- b. Review and approve the strategic plan, annual budget, and financial statements.
- c. Provide guidance and support to the staff and volunteers of the Association.
- d. Represent the Association to internal and external stakeholders, with members, education partners, and the public community.
- e. Help recruit and onboard new board members and volunteers.
- f. Ensure the Association is operating in compliance with applicable laws and regulations, including alignment with the ASBOA Code of Ethics.
- g. Participate in meetings of the Association including professional learning activities.
- h. Volunteer to chair committees of the Board.
- i. Provides an update to the Board of Directors after each Zone meeting.
- j. Represents ASBOA at stakeholder events and conferences.

6.02 Role of the President

The President shall:

- a. Preside at all annual general meetings and special meetings of the Association and all meetings of the Board, and exercise such supervision of the Association's affairs as may best promote its activities and welfare.
- b. In the case of a tie vote at any meeting, shall have a casting vote.
- c. May recommend to the Board, committees as they may deem advisable and must recommend to the Board such committees as are required by Regulation.
- d. Submit an annual report to members for the annual general meeting.
- e. Is an ex officio member of all committees.
- f. Represents ASBOA at stakeholder events and conferences.
- g. Build and maintain a constructive working relationship with the Chief Executive Officer to support effective strategy, accountability and communications with the Board.
- h. Act, in consultation with the Chief Executive Officer, as the principal interface between the Board and the Minister /elected officials.
- i. Facilitate the performance evaluation of the Chief Executive Officer in consultation with the other Board Members.
- j. Following the performance evaluation, review the contract and remuneration of the Chief Executive Officer and recommend changes to the Board.

7. DUTIES OF THE CHIEF EXECUTIVE OFFICER

7.01 Role of the Chief Executive Officer

The Chief Executive Officer shall:

- a. Perform the duties and responsibilities as established in the job description, by the Board of Directors and these bylaws.
 - b. Be the Registrar pursuant to the Schedule.
 - c. Have custody of the seal of the Association and shall affix the seal to any instrument requiring the signatures of the signing officers of the Association.
 - d. Prepare and have custody of the minutes of proceedings of meetings of the Association and of the Executive and all other books and records of the Association.
 - e. Circulate copies of minutes of all meetings to the Board immediately following such meetings and shall post such minutes to the Association website upon Board approval.
 - f. Invest surplus funds as may become available in accordance with the investment policy of the Association.
 - g. Represents ASBOA at stakeholder events and conferences.
-

8. COMMITTEES

- a. The Board may, at its discretion, establish committees and working groups deemed necessary to carry out the work of the Association.
 - b. Terms of reference and goals for committees shall be determined by the Board when at the time the committee is established.
 - c. The Board may assign funding to committees and working groups to allow the completion of their goals.
 - d. Committees and working groups are accountable to the Board.
 - e. Committees and working groups shall dissolve when the assigned task or goals are completed.
 - f. The Terms of Reference for committees shall be determined by the Board and reviewed on a regular basis by the Board and must comply with the requirements of the Act and Schedule.
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9. ZONES OF THE ASSOCIATION

9.01 Zone Composition

- a. Each Zone shall comply with:
 - i. these bylaws
 - ii. all applicable legislation and regulations,
 - iii. policies issued by the Board of Directors, and
 - iv. the Zone Operational Rules described in Section 10 of these bylaws.
- b. All members of the Association in good standing shall belong to a Zone based upon the geographic place of employment of the workplace of the member (or the last place of employment of an Honorary or Life Member).
- c. The Board may recommend to the membership changes to the number of Zones and/or to the assignment of School Jurisdictions to the Zones as may be required.
- d. The Association shall maintain and keep updated a schedule of each zone with its assigned school jurisdiction. The Association will have 4 Zones.

9.02 Zone Purpose

The purpose of each Zone is to:

- a. promote ASBOA's areas of practice, leadership opportunities, awards, events, and other activities related to school business.
- b. encourage co-operation and sharing of information among its members;
- c. encourage co-operation and sharing of information among members of other organizations with a role or an interest in school business;
- d. encourage the dedication of its members to the advancement of school business officials individually and as a group;
- e. elect an Executive and through the Zone Chair, bring to the Board of Directors any suggestions for professional learning, general issues or concerns of its members

9.03 Zone Clarification

The Association's Zones are internal governance structures established for the purpose of member representation, professional development, and information sharing. Zones are not separate legal entities and shall not be deemed branch societies under section 31 of the Societies Act. All powers and authorities of the Association remain vested in the Association and its Board of Directors.

10. ZONE OPERATIONAL RULES

10.01 Introduction

Each Zone and its members shall comply with these Zone Operational Rules and the Association Bylaws. In addition to the Zone Operational Rules, each Zone may establish supplemental procedures specific to its Zone operations in accordance with these bylaws.

10.02 Membership

Zone Membership shall consist of all members of the Association as defined by the Association bylaws Section 2 and Section 9.

10.03 Voting

Each Regular and Associate member of the Association within the Zone shall be entitled to one vote at any Zone meeting.

10.04 Zone Meetings

Annual Meeting

- a. The Zone shall hold an annual meeting a minimum of 30 days prior to the Association's Annual General Meeting (see Section 4). At the Annual Meeting, the following business shall be included:
- b. When applicable, election of Zone Executive, including a Zone Director who will serve also as a member of the provincial Board of Directors.
 - i. Election of Zone Chair, if applicable.
 - ii. Review Zone finances.
 - iii. Establish an annual Zone levy, if desired.
 - iv. Approve any supplementary procedures to the Zone Operational Rules specific to its Zone.
- c. Quorum for the zone annual meeting shall consist of 30% of the Zone Members, participating either in person or by electronic means.
- d. Notice of annual meetings shall be delivered by electronic transmission to the Zone Members at least 10 days prior to the meeting date.

Regular Zone Meeting

- a. Zone Members may invite other employees of their respective School Jurisdiction to participate in Zone meetings or activities, as approved by the Zone Membership, for professional development or information sharing opportunities.

- b. Zone meetings may be conducted in person or via electronic means or combinations thereof.

Special Meeting

The Zone Chair, with approval of the Zone Executive, may call a special meeting with less than 10 days' notice in the event of urgent or time-sensitive matters.

10.05 Zone Executive

Zone Executive shall consist of one Zone Chair, Zone Vice-Chair, and Zone Secretary-Treasurer. Term of office shall be 2 years commencing July 1. No member shall hold the office of Zone Secretary Treasurer for more than two consecutive terms.

i. Zone Chair – Role & Responsibilities

- a. The Zone Chair shall be elected by the Zone Membership at the Zone's annual meeting.
- b. The Zone Chair is responsible to preside at all Zone meetings and exercise such supervision of the Zone's affairs as may best promote its activities and welfare.
- c. No member shall hold the office of Zone Director for more than two consecutive terms. The Zone Chair will serve as the Zone's Director on the provincial Board of Directors. The Zone Chair shall submit annually a Zone Annual Report to the Association.
- d. The Zone Chair shall represent and act on behalf of the members of his/her Zone as a member of Association Executive by:
 - communicating with the members of the Zone.
 - informing the members of the Zone of policy changes or other items of interest arising from the provincial Board of Directors.
 - seeking the input or opinions of members of the Zone on items of concern.
 - undertaking designated projects as approved by the provincial Board and in response to Zone interests.

Vacancy

In the event of a vacancy of the Zone Chair, the Zone Vice Chair, shall assume the duties of the Zone Chair for the remainder of the term. An election by the Zone Membership is to be held at the next general or annual meeting, whichever occurs first, to elect a new Zone Vice Chair for the remainder of the term. If the Zone Vice Chair position is vacant, the remaining Zone Executive shall appoint a Zone Chair to assume office until such time as an election can be held at the next general or annual meeting, whichever occurs first.

Zone Vice Chair – Role & Responsibilities

- a. The Zone Vice Chair shall be elected at the Zone's annual meeting.
- b. The Zone Vice Chair will assume the role of Zone Chair when the Zone Chair is absent and/or unable to fulfil his/her duties. Term of office shall be 2 years commencing July 1. No member shall hold the office of Zone Vice Chair for more than two consecutive terms.

Zone Secretary Treasurer – Role & Responsibilities

- a. The Zone Secretary Treasurer shall be elected at the annual meeting.
- b. The Zone Secretary Treasurer shall be responsible for maintaining records of Zone meetings and any financial transactions of the Zone.

10.06 Removal

A member of the Zone Executive shall be removed from office if the member:

- a. resigns his/her office by notice in writing to the Zone Chair,
- b. is appointed by the Executive to fill the position of Vice-President of the Association,
- c. becomes medically unfit,
- d. ceases to be a member of the Association,
- e. ceases to be a member of the Zone,
- f. ceases to be employed by a school jurisdiction,
- g. fails to fulfill his/her duties as a member of the Zone Executive, or
- h. fails to comply with the Code of Ethics of the Association and similar Codes of the Association or any professional Code of Conduct applicable to the member, provided that such determination on whether a failure to comply has occurred shall be made by the Board of Directors of the Association.

10.07 Zone Finances

- a. Zone financial matters shall be transacted through the Association. The Zone shall submit all approved invoices for payment to the Association office in a timely manner. Invoices shall be submitted prior to August 15 to be included in the Association's current fiscal year accounting.
- b. At the annual meeting, the Zone membership may establish an annual Zone levy to be assessed to each member in the Zone, to cover Zone operations as determined by the Zone Membership. The levy will be collected by the Association.
- c. If a Zone has established a levy, the details shall be submitted to the Association office by June 30th in any year for it to be invoiced for the following fiscal year.
- d. The Association shall provide monthly reports of Zone transactions to the Zone Secretary-Treasurer.

10.08 Rules of Procedure

Any Rules of Procedure or Rules of Order not covered elsewhere in these by-laws shall be governed by the rules and practices of the current edition of Robert's Rules of Order. The Act and Regulations supersede the bylaws in the event of a conflict.

11. FINANCIAL

11.01 Books and Accounts

- a. The books and accounts of the Association shall be, at a minimum, audited each year by an independent third party appointed for that purpose by the Board of Directors.
- b. A complete and proper statement of the standings of the books for the previous year shall be submitted by such auditors at the next annual general meeting of the Association.
- c. August 31st in each year shall be the end of the fiscal year of the Association.
- d. The books and accounts of the Association shall be open to the inspection by members at such reasonable time and place as the Board may decide after receipt of notice of the request in writing or e-mail.
- e. Each member of the Board shall at all times have access to such books and records.

11.02 Signing Authorities

Signing officers for the Association shall be any two (2) of the following officers:

- i. President
- ii. Vice President
- iii. Chief Executive Officer / Executive Director

11.03 Borrowing Powers

For the purpose of carrying out its objective, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit, subject to the approval of a special resolution of the Association.

11.04 Inspection of Records

The books and records of the Association, including minutes of meetings of the Association and of the Board of Directors, shall be open to inspection by any regular member of the Association in good standing at the registered office of the Association during normal business hours, subject to reasonable notice. The Board may prescribe

procedures to protect confidentiality of sensitive information, provided that such procedures do not unreasonably restrict member access.

12. AFFILIATION

The Association, by resolution, may affiliate with any society or incorporated body having similar aims and/or objectives.

13. ORDER OF PRECEDENCE

- a. Any Rules of Procedure or Rules of Order not covered elsewhere in these by-laws shall be governed by the rules and practices of the current edition of Robert's Rules of Order.
 - b. The Act and Regulations supersede the bylaws in the event of a conflict.
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14. RESCINDING OR AMENDING BY-LAWS

- a. These by-laws may be rescinded, altered, or added to by special resolution of the Association passed in accordance with the following procedures.
 - b. A resolution to amend the bylaws must be approved by a majority of not less than three-quarters (75%) of the votes cast, in person or by proxy, at an annual general meeting or special meeting provided:
 - i. Twenty-one (21) days' notice of the intent to propose the resolution to amend the bylaws is given to all members by the Executive Director who must receive the draft resolution at least fourteen days prior to circulating of said notice; or
 - ii. If less than twenty-one (21) days' notice of the intent to propose the resolution to amend the bylaws is given to all members, and one hundred percent of the regular membership present at the meeting agree to waive the right to the twenty-one (21) day notice period prior to voting on the special resolution; or
 - iii. A resolution consented to in writing or in e-mail by not less than three-quarters of the regular members who would have been entitled to vote on the resolution in person at an annual general meeting.
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15. SCHEDULE A: Certified School Business Official (CSBO)

1. Definitions In this Schedule,

- a. **“Association”** means the Alberta School Business Officials Association;
- b. **“Association Registrar”** means the Registrar of the Association appointed under the bylaws;
- c. **“bylaws”** means the bylaws of the Association;
- d. **“certified school business official”** means a person whose name is entered in the register of certified school business officials;
- e. **“Discipline Committee”** means the Discipline Committee established pursuant to section 14;
- f. **“Executive”** means the Executive of the Association established under the bylaws;
- g. **“fellow certified school business official”** means a person whose name is entered in the register of fellow certified school business officials;
- h. **“honorary member”** means a person whose name is entered in the register of honorary members;
- i. **“life member”** means a person whose name is entered in the register of life members;
- j. **“Practice Review Committee”** means the Practice Review Committee established pursuant to section 10;
- k. **“Registration Committee”** means the Registration Committee established pursuant to section 2;
- l. **“regular member”** means a person whose name is entered in the register of regular members;
- m. **“regulated member”** means a certified school business official or a fellow certified school business official;
- n. **“school business administration”** means the provision of corporate and business services to public or separate school boards.

2. Registration Committee

- 2.1** The Registration Committee is established consisting of
- a. one certified school business official who is a member of the Executive, and
 - b. at least 2 other certified school business officials who are not members of the Executive, one of whom must be appointed as Chair.
- 2.2** The members of the Registration Committee must be appointed by the Executive in accordance with the bylaws.
- 2.3** The Registration Committee must meet at the call of the Chair.
- 2.4** A quorum at a meeting of the Registration Committee is a majority of the members appointed.

3. Registers

- 3.1** The Association Registrar must maintain, in accordance with this Schedule and the bylaws, and subject to the direction of the Executive
- a. a register of certified school business officials,
 - b. a register of fellow certified school business officials,
 - c. a register of regular members,
 - d. a register of life members, and
 - e. a register of honorary members.
- 3.2** The Association Registrar must enter in the appropriate register
- a. the name of an individual who has paid the fee prescribed by the bylaws and whose registration has been approved by the Executive or the Registration Committee, and
 - b. the business address, if any, of that individual.

4. Powers and duties of Registration Committee

- 4.1** The Registration Committee must consider applications from persons to be registered as certified school business officials in accordance with this Schedule and may
- a. approve the registration,
 - b. refuse to approve the registration, or
 - c. defer approval until the applicant has satisfied the requirements of section 8.
- 4.2** The Registration Committee must send a written notice of any decision made by it to the applicant.

4.3 If the decision made by the Registration Committee is to refuse the registration of the applicant, written reasons for the decision must be sent to the applicant.

5. Review of application

5.1 An applicant whose application for registration under section 4 is refused by the Registration Committee may, by notice in writing served on the Association Registrar within 30 days of receiving a notice of refusal and the reasons for it, appeal the refusal to the Executive.

5.2 The notice of appeal must set out the reasons why, in the applicant's opinion, the application for registration should be approved.

5.3 An applicant who appeals a decision of the Registration Committee under this section

- a. must be notified in writing by the Association Registrar of the date, place and time that the Executive is to hear the appeal, and
- b. is entitled to appear with counsel or an agent and make representations to the Executive when it hears the appeal.

5.4 A member of the Registration Committee who is also a member of the Executive may participate in the appeal but may not vote on a decision of the Executive or be counted for the purposes of a quorum at a meeting of the Executive under this section.

5.5 On hearing an appeal under this section, the Executive may make any decision the Registration Committee may make, and must give written notice of its decision to the applicant.

6. Certificate of registration

6.1 On entering the name of a person in the register of certified school business officials or fellow certified school business officials, as the case may be, the Association Registrar must issue a certificate of registration to that person.

7. Payment of fees

7.1 A regulated member must pay the annual fee prescribed by the bylaws to the Association Registrar or to any person authorized by the Association Registrar to accept payment of the fee.

7.2 A regulated member who applies for renewal of registration after the annual renewal date prescribed by the Executive must pay the late renewal fee prescribed

by the bylaws to the Association Registrar or to any person authorized by the Association Registrar to accept payment of the fee.

8. Eligibility for registration

8.1 An applicant is eligible to be registered as a certified school business official

- a. if the applicant
 - i. is a regular member,
 - ii. is of good character and reputation,
 - iii. meets any one of the following requirements:
 - (A) the applicant has acquired a Diploma in Business Administration.
 - (B) The applicant has a recognized degree, diploma, or equivalent designation at the post-secondary level relevant to the administration of school business;
 - (C) the applicant has a Chartered Professional Accountant (CPA) designation or equivalent;
 - (D) The applicant is eligible to write the CPA Alberta Entrance Exam.
 - (E) the applicant has acquired the Local Government Studies Certificate from the University of Alberta prior to 2004;
 - (F) the applicant has completed a program of studies that in the Registration Committee's opinion is substantively equivalent to the requirements described in paragraphs (A), (B) or (C),
 - iv. has at least 3 years of experience satisfactory to the Registration Committee in the practice of school administration in Canada, and
 - v. has successfully completed a school law and school administration course recognized by the Executive,
- b. if the applicant is registered in good standing with a profession in another jurisdiction that is recognized by the Executive as having substantively equivalent competence and practice requirements, or
- c. if the applicant has a combination of education, practice requirements, examinations and other requirements that in the opinion of the Registration Committee demonstrates the competence required for registration.

8.2 The Association Registrar must register as a fellow certified school business official a certified school business official who has contributed outstanding service in the practice of school business administration and whose nomination is approved by the Executive.

8.3 The Association Registrar must, with the approval of the Executive, register as a regular member an applicant who is employed in the practice of school business administration by a school board in Alberta or the Northwest Territories.

8.4 The Association Registrar must register as a life member a person

- a. who has been actively involved in the practice of school business administration for at least 10 years,
- b. who has rendered distinguished service to the Association, but is retired or has resigned from the practice of school business administration, and
- c. whose nomination is approved by the Executive.

8.5 The Association Registrar must register as an honorary member a person who

- a. is not actively involved in the practice of school business administration,
- b. has rendered distinguished service to the Association, and
- c. has been nominated for registration as an honorary member by the Executive and whose nomination has been approved by a majority of members of the Association voting at an annual meeting of the Association.

9. Renewal of registration

9.1 A regulated member who applies for an annual renewal of registration is entitled to have the registration renewed if the applicant provides evidence that in the 3 years immediately preceding the application for an annual renewal of registration the applicant has completed at least 100 hours of continuing education or professional development activities acceptable to the Registration Committee in the practice of school business administration. Inclusive of these hours must be a verifiable minimum of hours of ethics professional development as prescribed by the Charter Professional Accountants of Alberta.

9.2 Notwithstanding subsection (1), if a regulated member who applies for an annual renewal of registration does not meet the requirements described in subsection (1), the Registration Committee may renew the person's registration subject to any conditions that the Registration Committee considers appropriate with respect to completing those requirements.

10. Practice Review Committee

10.1 The Practice Review Committee is established consisting of

- a. one certified school business official who is a member of the Executive, and
- b. at least 2 certified school business officials who are not members of the Executive, one of whom must be appointed as Chair.

10.2 The members of the Practice Review Committee must be appointed by the Executive in accordance with the bylaws.

10.3 The Practice Review Committee must meet at the call of the Chair.

10.4 A quorum at a meeting of the Practice Review Committee is a majority of the members appointed.

11. Powers and duties of Practice Review Committee

11.1 The Practice Review Committee may, on its own initiative, and must, at the request of the Executive, inquire into, report to and advise the Executive in respect of

- a. the assessment and development of educational standards and experience requirements that are conditions precedent to registration as a regulated member,
- b. the evaluation of desirable standards of competence of regulated members generally,
- c. any other matter that the Executive from time to time considers necessary or appropriate in connection with the exercise of its powers and the performance of its duties in relation to competence in the practice of school business administration generally under this Schedule, and
- d. the practice of school business administration generally.

12. Notice

12.1 The Practice Review Committee must give reasonable notice to a regulated member of its intention to conduct a review of the practice of the regulated member.

13. Reports and recommendations

13.1 After each inquiry or review under section 11, the Practice Review Committee

- a. must make a written report to the Executive on the inquiry or review and, where appropriate, on its decision,
- b. may make recommendations to the Executive regarding the matter inquired into or reviewed, together with reasons,
- c. may make recommendations to a regulated member as to that person's conduct in the practice assessment, and
- d. must, if it is of the opinion that the conduct of a regulated member constitutes or may constitute either unskilled practice of the profession or professional misconduct within the meaning of section 19 of the By-laws, forthwith refer the matter relating to that conduct to the President

of the Discipline Committee to be dealt with under Part 3 of the By-laws.

14. Discipline Committee

- 14.1** The Discipline Committee is established consisting of
- a. one certified school business official who is a member of the Executive, and
 - b. at least 2 certified school business officials who are not members of the Executive, one of whom must be appointed as Chair.

14.2 The members of the Discipline Committee must be appointed by the Executive in accordance with the bylaws.

14.3 The Discipline Committee must meet at the call of the Chair.

14.4 A quorum at a meeting of the Discipline Committee is a majority of the members appointed.

15. Costs

15.1 The Discipline Committee, with respect to hearings before it, and the Executive, with respect to reviews by it, may order the investigated person to pay the following costs:

- a. the fee payable to the counsel advising the Discipline Committee or Executive at the hearing or review and the fee payable to the counsel acting in a prosecutory role at the hearing or review;
- b. the cost of recording the evidence and preparing transcripts;
- c. the expenses of the members constituting the Discipline Committee, including, without limitation, the daily allowances of those members;
- d. any other expenses incurred by the Association that are incidental to the hearing or review.

16. Cancellation and suspension

16.1 The registration of a regulated member of the Association is cancelled or suspended when the decision to cancel or suspend the registration is made in accordance with the by-laws or this Schedule.

16.2 The Association Registrar must enter a memorandum of the cancellation or suspension of the registration in the appropriate register indicating

- a. the date of the cancellation or suspension,
- b. the period of the suspension, and
- c. the nature of any finding under Part 3 of the By-laws.

16.3 If the registration of a member of the Association is cancelled, the person whose registration is cancelled must, on request, surrender to the Association Registrar all documents relating to the registration.

17. Cancellation on request

17.1 The Association Registrar must not cancel the registration of a regulated member at the request of the regulated member unless the request for cancellation is approved by the Executive.

18. Non-payment of fees, etc.

18.1 The Executive must direct the Association Registrar to cancel or suspend the registration of a regulated member of the Association who is in default of payment of annual fees, penalties, costs or any other fees, dues or levies payable under this Schedule or the bylaws after the expiration of 30 days following the service on that person of a written notice by the Executive, unless that person complies with the notice.

18.2 The notice under subsection (1) must state that the Association Registrar must cancel or suspend the registration unless the fees, penalties, costs, dues or levies are paid as indicated in the notice.

19. Registration in error

19.1 The Executive must direct the Association Registrar to cancel the registration of any person that is entered in error in a register.

20. Use of title

20.1 A certified school business official may use the title “Certified School Business Official” and the abbreviations “C.S.B.O.” and “CSBO”.

20.2 A fellow certified school business official may use the title “Fellow Certified School Business Official” and the abbreviations “F.C.S.B.O.” and “FCSBO”.

21. Transitional

21.1 In this section, “previous regulation” means the School Business Officials Regulation (AR 149/93 and AR 37/2004).

21.2 The Association Registrar must enter in the register of certified school business officials, fellow certified school business officials, regular members, life

members or honorary members, the name of a person who, on the coming into force of this Schedule, was registered as a certified school business official, fellow certified school business official, regular member, life member or honorary member, as the case may be, under the previous regulation(s).