

**STATEMENT OF INTENTION
WITH RESPECT TO
BYLAWS
OF THE
CAREER DEVELOPMENT ASSOCIATION OF ALBERTA**

WHEREAS the Bylaws of the Career Development Association of Alberta came into effect on the incorporation of the Association;

AND WHEREAS the Bylaws have been subject to amendments since the incorporation;

AND WHEREAS it is in the best interests of the Association to have Bylaws which set out in an accurate and organized manner the general procedures governing the business and affairs of the Association;

THE BOARD hereby submits these new Bylaws, repealing all previous Bylaws of the Association, for approval and ratification by the Members under The Societies Act.

S-14 RSA 2000

DATED in Edmonton, Alberta, this 3rd day of May 2007.

Board of Directors
Career Development Association of Alberta

CAREER DEVELOPMENT ASSOCIATION OF ALBERTA
BYLAWS
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I – INTERPRETATION

1.01 Name

The name of the organization is the Career Development Association of Alberta or Association or CDAA.

1.02 Legislation:

When interpreting these Bylaws, words and expressions have the same meaning as when used in The Societies Act, unless the context otherwise requires.

1.03 Definitions:

The following definitions are understood:

- a) "Act" means The Societies Act.
- b) "Board" means the Board of Directors of the Association.
- c) "Standards and Certification Committee" means the Standards and Certification Committee established by the Board according to policy.
- d) "CCDP" means the Certified Career Development Professional designation.
- e) "Code of Ethics" means the Code of Ethics, approved by the Association in accordance with policy.
- f) "Director" means a member of the Board of Directors.
- g) "Discipline Committee" means the Committee established to handle complaints against Members according to policy.
- h) "Ex Officio" means positions held by virtue of office and without vote.
- i) "Member in Good Standing" means a Member in any category whose dues are paid in full and who is not otherwise suspended.
- j) "Notice" means the minimum advice period required for an Annual General, General, or Special meeting of the Association, being twenty-one (21) days or for the Board, being forty-eight (48) hours.
- k) "Officers" means the Chair, Vice Chair, Secretary, and Treasurer of the Board.
- l) "Quorum" means the minimum number of Members in Good Standing who must be present to conduct the business of the Association at a meeting of Members, that being twenty-five (25) Members in good standing, and for the Board, a majority of Directors plus one (1).
- m) "Registrar" means the Registrar of the Association appointed by the Board according to policy.

- n) "Registration Committee" means the Registration Committee established by the Board according to policy.
- o) "Resolution" means a vote passed by a majority of votes cast.
- p) "Special Resolution" means a vote passed by three-quarters (75 per cent) of the Members in good standing eligible to vote at a meeting for which proper notice was given.

1.04 Policies

The Board may make, amend, or repeal policies relating to the management and operation of the Association as it deems expedient, provided they are not contrary to the Act or the Bylaws. Where the Act and these Bylaws are silent, Association policies apply.

1.05 Headings:

The division of these Bylaws into sections and paragraphs and the insertion of headings and index are for convenience and reference only and shall not effect the interpretation of these Bylaws.

II – MEMBERSHIP AND REGISTRATION

2.01 Eligibility

Membership is open to all professionals working in, or interested in, the field of career development that declare their intention to support the goals of the Association, adhere to the Code of Ethics, and to follow the Bylaws and policies of the Association.

2.02 Categories and Conditions of Membership

The Association has the following categories of membership, the conditions of which are set out in Board policy. The Board may introduce other categories of membership and their admission criteria, including types of honorary membership.

- a) "Certified Member" means any Member who has satisfied the requirements for admission, completed the certification process and recertification process, if any, and has paid the dues established by the Board. A Certified Member in good standing is entitled to one (1) vote on all matters at Member meetings, to seek election to the Board.
- b) "Associate Member" means any Member who is in the career development profession or who works in a capacity that supports career development professionals but who is not Certified. Associate Members must satisfy the requirements for admission and pay the dues established by the Board. An Associate Member is entitled to one (1) vote at Member meetings on all matters except those related to certification. An Associate Member may seek election to the Board.

- c) "Student Member" means any full-time student in a post-secondary institution that has satisfied the requirements for admission and has paid the dues established by the Board. A Student Member is not entitled to vote at Member meetings or to seek election to the Board.
- d) "Life Member" means a Certified or Associate Member in Good Standing who is recognized for long term, active service in the CDAA and the profession and who has been elected a Life Member by the Board according to policy. A Life Member will remain a Member of the Association and has all privileges of a Certified or Associate Member as the case may be, but does not normally pay annual dues.
- e) "Retired Member" means a Certified or Associate Member in Good Standing who has primarily retired from the career development profession and who has met the criteria of a Retired Member according to Board policy. A retired Member is not normally entitled to vote at Members' meetings or to seek election to the Board. A Retired Member may receive a fee reduction according to Board policy.
- f) "Honorary Member" means any non-member who has made, or is making, a significant contribution to the career development field and who has been elected by the Board according to policy. An Honorary Member will become a Member of the Association and has all privileges of a Member except voting or seeking election to the Board. An Honorary Member does not pay annual dues.

2.03 Registration Committee

The Registration Committee shall be appointed by the Board to carry out the duties and for the terms identified in Board policy. The Registration Committee shall review all membership applications, make further inquiries if appropriate, and determine whether applicants should be admitted as Members.

Notwithstanding the need for a Registration Committee, the Registration Committee may task a Registrar and/or an Administrator with many of its functions.

2.04 Application

Every application for membership in any category shall be submitted in the form prescribed by the Board. The Registration Committee or its designate shall review all applications for membership. A decision to refuse admission shall be communicated in writing to the applicant. An applicant may appeal a decision to the Board and the Board's decision shall be final.

2.05 Register

The Association shall keep a register of Members for each membership category at the head office of the Association. Members must advise the Association of any changes in contact information within twenty-one (21) days of the change.

2.06 Rights of Members

In addition to any rights listed in 2.02, the Board may establish or revoke other rights and privileges to Members as it sees fit, so long as the Act is not contravened.

2.07 Obligations of Members

All Members in all categories must pay the dues assessed to them to remain Members in good standing. All Members in all categories must comply with the Bylaws, policies, Code of Ethics, and standards of the Association.

2.08 Discipline Committee

- a) The Discipline Committee shall be appointed by the Board to carry out the duties and implement the procedures related to discipline that are identified in Board policy, and for the terms established in Board policy.
- b) Notwithstanding 2.08a above, the Discipline Committee may task a Registrar and/or an Administrator with some of its functions in accordance with the Bylaws and Board policy.

2.09 Discipline

A Member in any category may be disciplined for failing to comply with the Code of Ethics or for actions or inactions that cause or can be seen to cause harm to the profession. Discipline shall be in accordance with the Discipline Policy established by the Board.

The Discipline Policy shall set out the procedure for investigating complaints, hearing allegations, conducting hearings or alternate dispute resolution mechanisms, deciding, remedies, reporting, costs, enforcement, publication, review, appeals to the Board, and other provisions including the separation of the investigation, hearing, and appeal process. It also sets out the occasions when the discipline may take the form of a warning, reprimand, suspension, probation, cancellation, or revocation of the CCDP designation as well as the terms, conditions, and limitations of the penalty.

2.10 Standards and Certification Committee

The Standards and Certification Committee shall be appointed by the Board to carry out the duties and for the terms identified in Board policy. The Standards and Certification Committee shall assess and develop educational standards, experience requirements, and continuing competency requirements for Certification and membership and other matters related to the career development profession.

2.11 Code of Ethics

All Members in all categories must adhere to the Association's Code of Ethics. The Code of Ethics and any statements of interpretation are meant to help Members understand the requirements of the Code and to clarify the Association's investigative and disciplinary process in interpreting the Code.

2.12 Unprofessional Conduct

Any conduct of a Member that in the opinion of the Discipline Committee when authorized under these Bylaws to form an opinion:

- a) Contravenes the Code of Ethics;
- b) is detrimental to the best interests of the public;
- c) harms or tends to harm the standing of the career development profession; or
- d) displays a lack of knowledge or a lack of skill or judgment in the career development profession,

whether or not that conduct is disgraceful or dishonourable, constitutes either unskilled practice or professional misconduct, whichever the Discipline Committee finds according to Board policy.

2.13 Dues and Fees

Members shall pay dues applicable to their category of membership as determined by the Board. The Board may levy other fees for determined purposes and amounts. Voluntary or involuntary withdrawal does not entitle a Member to a refund of paid dues or fees, except at the discretion of the Board.

2.14 Transferability, Suspension or Cancellation, Resignation, Obligations, and Re-Admission of Members

- a) **Transferability:** Membership is not transferable and automatically terminates on death, resignation, revocation, or otherwise in accordance with the Bylaws.
- b) **Suspension or Cancellation:** Where the dues or fees of a Member in any category are not paid within a time established by the Board and where the Member has been sent notice for payment, the membership may be suspended or cancelled. Further consideration for reinstatement of membership shall not occur until all dues or fees payable are remitted and any other conditions imposed are fulfilled to the satisfaction of the Registration Committee or its designate. A cancelled Certified Member must surrender the Certificate, and may no longer use the CCDP designation.
- c) **Resignation:** Members in any category may resign from the Association by providing written notice to the Association. The resignation is effective when approved by the Registration Committee or its designate. Unless decided otherwise, the Registration Committee will not accept the resignation of a Member who is subject to investigation, charges, or other review by the Discipline Committee or from a Member who has not fully complied with an order of the Discipline Committee. A resigned Certified Member must surrender the Certificate, and may no longer use the CCDP designation.

The Registrar may authorize the investigation, charging, or review of a resigned Member in any category if the complaint is received within one year of the resignation and may operate as though that Member had not resigned.

- d) Continuing Obligations: The discontinuance of membership in the Association no matter how caused does not extinguish any debts or obligations of that Member.
- e) Reinstatement/Re-admission: A suspended or former Member may apply for reinstatement or readmission to the Association by submitting a written statement in the form prescribed by the Association. The statement shall attest that conduct since the membership was suspended or cancelled was not in violation of the Code, Bylaws, or policies of the Association.

An appropriate fee determined by the Association shall be paid and other conditions including, but not limited to, experiential and educational requirements that must be fulfilled before membership is re-established.

The Registration Committee or its designate shall deliver written notice of the decision with respect to reinstatement or re-admission.

Former Members who are refused reinstatement or re-admission may appeal to the Board and the decision of the Board is final.

2.15 Meetings of Members

There shall be Annual General, General, and Special Meetings of Members.

- a) Annual General Meeting: The Annual General Meeting shall normally be held in conjunction with the annual consultation or conference at any place in Alberta.

At the Annual General Meeting the Board shall report to the membership on its activities and shall request the adoption of financial statements for the last fiscal year, provide a recommendation for auditor(s), present a slate of nominees for election to the Board, and address any other business that may properly be brought before the meeting.

- b) General Meeting: A General Meeting may be convened by the Board at any time with proper notice stating the business to be brought before the Meeting.
- c) Special Meeting: A Special Meeting may be convened by the Board at any time and shall be convened by the Board if a petition in writing is issued and signed by ten (10) Members in good standing stating the purpose of the meeting. A Special Meeting shall be held within twenty-one (21) days of receiving the petition. Discussion is limited to the initial purpose of the meeting unless a majority agrees to introduce other agenda items.

2.16 Decisions in Lieu of Meetings

Meetings can be held, or votes can be decided, by sending proper notice, identifying the decision required, and inviting the eligible Members to vote by mail or electronically. A signed resolution or special resolution is as valid as one passed at a meeting. The

date on the resolution is the date the meeting was held and the resolution was addressed.

2.17 Notice

The time and place of every Annual General, General, or Special Meeting shall be given to each Member twenty-one (21) days before the date fixed for the meeting. All notices shall contain the time, place, and proposed business of the meeting, including the text of any special resolution or Bylaw to be considered. Notices shall be delivered in accordance with the Bylaws.

2.18 Quorum

A quorum for the transaction of business at any Annual General, General, or Special Meeting shall be twenty-five (25) Certified or Associate Members in good standing. If the meeting numbers fall below quorum, no further business may be transacted until a quorum returns, except to set a meeting date.

2.19 Voting

Resolutions at an Annual General, General, or Special Meeting may be passed by simple majority of the votes cast in person by eligible Members in good standing, unless the issue must be decided by special resolution. In the event of a tie, the motion is lost. At Member meetings, questions will be decided by a show of hands unless a poll is demanded. No Member is entitled to vote by proxy on any matter.

III – BOARD OF DIRECTORS

3.01 Powers

The Board of Directors governs the affairs of the Association and supervises, controls, and directs all its activities. The Board actively pursues the mission and goals of the Association and may adopt policies for the conduct of its business, including:

- a) making contracts, exercising powers, and carrying out actions it is authorized by its objects to do;
- b) regulating admission of Members, requirements of membership, standards and certification, and termination of membership;
- c) governing and regulating the operations, management, and control of the Association and all its activities;
- d) appointing committees as will benefit the Association;
- e) interpreting the intent of any Bylaw, rule, policy, resolution, or report in connection with the Association and determining any dispute in that regard.

Without limiting its general responsibility, the Board may delegate powers and duties to a Registrar and/or an Administrator.

3.02 Eligibility

In order to be elected as a Director, a person must be a Certified or Associate Member in good standing.

3.03 Composition of Board

The number of elected Directors shall be no fewer than seven (7) and no more than thirteen (13). The immediate Past Chair is an automatic position and, if willing to serve, is counted within the range. Public Members, if any, are also counted within the range.

3.04 Terms/Continuity

Directors are elected for two (2) year terms and take office immediately following the Annual General Meeting at which they are elected. The terms are on a staggered basis and no Director may serve more than three (3) consecutive terms. Directors who have served the maximum number of consecutive terms are not eligible for re-election for a period of one (1) year following the end of the final term and then may serve only one (1) additional term.

3.05 Nominations

- a) Nominating Committee: Each year the Board shall appoint a Nominating Committee chaired by a Past Chair and including up to two (2) other Members in good standing who are not seeking election to the Board. The Nominating Committee is responsible for presenting a full slate of candidates for election to the Board.
- b) Nominations: The Nominating Committee will make a call for nominations at least sixty (60) days before the Annual General Meeting. In addition to nominees identified by the Nominating Committee, individuals may nominate themselves or others in the form prescribed by the Nominating Committee. All nominations must be filed with the Nominations Committee at least thirty (30) days before the Annual General Meeting.

3.06 Elections

All duly nominated candidates shall be included on the slate for election of Directors at the Annual General Meeting. In the event of an incomplete slate, the Nominating Committee will recommend election of a partial slate and direct the Board to appoint the remaining Directors within a reasonable period. Notwithstanding this, the Nominating Committee may, at its sole discretion, accept nominations from the floor from candidates who are willing to serve.

In the event of an equal number of nominees to available Board positions, the slate shall be acclaimed. In the event of more nominees than positions, an election will be held. If an election is required, the Nominating Committee shall appoint two (2) scrutineers who are not candidates for election to the Board. The scrutineers will count the votes and report to the membership in accordance with procedures prescribed by the Board.

3.07 Removal or Resignation

- a) Resignation: A Director may resign in writing to the Chair and it is effective when accepted by the Board.
- b) Deemed Resignation: If a Director is absent from two (2) Board meetings in a year, the Director is deemed to have resigned. The Board, in its sole discretion, may accept the resignation and establish the effective date.
- c) Removal: A Director may be removed from the Board before the expiration of the term by a special resolution of Members present and voting at a Special Meeting of Members duly convened for that purpose. A Director whose membership has been suspended or cancelled shall be removed from the Board.

3.08 Vacancies on the Board

So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors from among the qualified Members in good standing if they see fit to do so, and such appointments will be held until the next Annual General Meeting. Otherwise, the vacancy will be filled at the next Annual General Meeting at which the Directors are elected.

3.09 Meetings of the Board

- a) Frequency: The Board meets following the Annual General Meeting to name its Officers. It shall meet at least three (3) times per year at such times and places and using any communication methods, providing the methods are available to all Directors and are acceptable to a majority of Directors.
- b) Notice: Notice of Board meetings shall be given to all Directors at least forty-eight (48) hours before the meeting. If the Board sets specific days and times in any months for regular meetings, no notice is required.
- c) Quorum: At least fifty (50) per cent of the Directors including one (1) Officer shall be present at Board meetings for the valid transaction of business. If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.
- d) Voting: All matters shall be decided by a simple majority of votes except as otherwise required by these Bylaws. Proxies are not accepted at Board meetings. In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting.
- e) Remote Voting: Directors may sign a resolution that is as valid as one addressed at a meeting. It is not necessary to give notice or to call a meeting in this case. The date on the resolution is the date the resolution is decided.

3.10 Officers

The Board shall elect from among its Directors the following Officers: Chair, Vice Chair, Secretary, and Treasurer. Except for the Chair, the same person may hold more than one office. The Executive Director, if any, is an Officer ex officio.

3.11 Terms of Officers

All elected Officers shall serve a one (1) year term or until their successors are elected. Officers may be re-elected to the same office for one (1) additional consecutive term.

3.12 Duties of Officers

Duties of Officers are such as their titles would generally indicate:

- a) Chair: Calls and chairs meetings of the Board and membership, implements policies governing the Board, and is an ex officio member of all Committees except the Nominating Committee;
- b) Vice Chair: Fulfills role of Chair in the Chair's absence, incapacity, or refusal to act. The Vice Chair normally succeeds the Chair;
- c) Secretary: Ensures that minutes of proceedings at Members and Directors meetings are entered in the books, ensures notice is served to all Members, Directors, and auditors, and is the custodian of the seal;
- d) Treasurer: Ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place, and may report to the Board and Members on the financial position of the Association;
- e) Executive Director: If any, hired by the Board to manage and operate the Association according to Board policies and within limitations established by the Board, and is an ex officio member of all Committees.

3.13 Vacancies of Officers

The Board may fill vacancies of Officers from among the Directors to serve until after the next Annual General Meeting at which the Directors are elected.

3.14 Removal of Officers

The Board by resolution may remove an Officer before the expiration of the term.

3.15 Committees

- a) General: In addition to Standing Committees for Registration, Discipline, and Standards and Certification, the Board may appoint Members to committees and task forces to manage certain activities of the Association and report to the Board.

- b) Procedures: Subject to any policies imposed by the Board, committees and task forces have the power to fix their quorum at not less than a majority of their Members and may fix their own rules of procedure. Meetings of committees and task forces may be held at any place and in any manner that suits the agenda, subject to approval by a majority of members affected. Committees and task forces shall keep a record of their meetings and shall report the results of their work to the Board in the form and time lines requested by the Board.

IV – INDEMNIFICATION OF DIRECTORS AND OFFICERS

4.01 Indemnification

- a) Directors and Officers and their heirs, executors, and other legal representatives hold office with protection from the Association. The Association indemnifies Directors and Officers against all costs and charges that result from any act done or not done as a Director or Officer for the Association, provided that good faith was exercised. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- b) No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Association. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an action when acting as a Director or Officer of the Association unless the act is fraud, dishonesty, or bad faith.
- c) Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not liable for any loss or damage as a result of acting on that statement or report.

4.02 Insurance

The Association may purchase and maintain liability insurance for the benefit of its Directors and Officers.

V – FINANCIAL AND CONTRACTUAL MATTERS

5.01 Controls

The Board shall approve financial procedures and controls to ensure the sound management of The Association.

5.02 Fiscal Year

The fiscal year of the Association concludes on the 31st day of August in each year.

5.03 Audit

A duly qualified accountant named by the Annual General Meeting shall audit the accounts and financial records of The Association at least once each year. The Auditor(s) shall hold office until the next Annual General Meeting and the Board may fill any casual vacancy in that office. The Board shall set remuneration of the Auditor(s).

5.04 Payments and Deposits

One or more authorized signatories identified by the Board in policy shall sign all payment orders issued in the name of the Association. Any one (1) authorized person may deposit collections on the Association's account for the credit of the Association. Any one (1) authorized person may arrange, settle, balance, and certify the books and accounts between the Association and its bankers and may receive and sign all related documents.

5.05 Deposit of Securities

The Association's securities shall be deposited for safekeeping with one or more Canadian Chartered Banks, Trust Companies, or other financial institutions as determined by the Board. Such deposits may be withdrawn upon written order to the Association duly authorized and in a manner determined by the Board

5.06 Borrowing

The Association shall not be able to borrow money.

5.07 Remuneration

Directors and volunteers may not receive remuneration for acting in that capacity on behalf of the Association. Directors and volunteers may be repaid for out of pocket expenses incurred in the discharge of their duties as determined by the Board. Directors are not prevented from serving the Association in other capacities and receiving compensation.

5.08 Execution of Other Documents

Significant contracts, agreements, and instruments in writing, beyond those covered by Board policies for reasonable day-to-day operations of the Association, shall be approved by the Board and signed by two (2) signing authorities. The Board may by resolution give a Power of Attorney to a registered dealer in securities for the purpose of transferring and dealing with any stock, bonds, or other securities of the Association.

5.09 Seal

The Seal that bears the name "Career Development Association of Alberta" is the Corporate Seal of the Association. Custody of the Seal is the responsibility of the Secretary and the Board shall determine its use.

VI – MISCELLANEOUS MATTERS

6.01 Head Office

The head office of the Association shall be in the Province of Alberta.

6.02 Books and Records

The Board shall ensure that all books and records of the Association required by the Act or Bylaws are regularly and properly maintained. The following Association records may be inspected by a Member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, Bylaws, Minutes of Member Meetings, Register of Members at place of business, Register of Directors and Officers, Policies adopted by the Association, and Audited Financial Statements.

6.03 Notice

To send notice to a Member or Director for any meeting, the address is the last known physical or electronic address in the Association's register. Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method. A notice sent by prepaid mail has been sent when deposited in the public letterbox. A notice sent by electronic transmission has been sent at the time of sending.

No error or omission in giving notice of an Annual, General, Special, Directors, or any other meeting invalidates the meeting or voids its proceedings, and any Member, Director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

6.04 Procedures at Meetings

Procedural matters at all Annual General, General, or Special Meetings, and Directors' meetings that are not specifically addressed here shall be governed by Roberts' Rules of Order.

6.05 Winding Up

The Association shall not be voluntarily wound up unless the Certified and Associate Members in good standing at a meeting called for that purpose pass a special resolution. If the Association is wound up, all assets remaining after payment of debts shall be distributed to one or more organizations or to a municipal, provincial, and/or federal government. Any distribution shall ensure that no direct benefit accrues to any Member of the Association.

6.06 Amendment of Bylaws

The Bylaws of the Association may be repealed or amended by resolution enacted by a majority of Directors at a Board meeting and sanctioned by a special resolution of the Certified and Associate Members in good standing voting at a meeting duly convened for that purpose.

6.07 Repeal of Previous Bylaws

These Bylaws repeal and supersede any previous Bylaws of the Association.