

CONSTITUTION

The name of the Society (hereafter referred to as the “Association”) is A.B.E.A.B.C. Adult Basic Education Association of British Columbia.

The purposes of the Association are:

Organisational Goals:

1. To promote and ensure professional development activities for adult basic educators.
2. To develop a broad base of membership representative of the field
3. To encourage communication among adult basic educators.
4. To represent the interests and concerns of adult basic educators.
5. To identify and promote excellence in instruction and programming.
6. To support and encourage curriculum and program development.
7. To encourage evaluation of new and existing curricula and program development.
8. To contribute to, and participate in, national and international initiatives on adult basic education.
9. To publish a professional periodical in B.C. called “Groundwork”
10. To ensure sufficient financial resources to meet ABEABC goals and objectives.

BYLAWS

I. INTERPRETATION

- a. "Board" means the decision-making body of the Association.
- b. "Director" means a member of the Board.
- c. "Executive" means the President, Vice President, Treasurer, Secretary, and Past President.
- d. "Officer" means a Director who holds an Executive position.
- e. "Special Resolution" means a resolution passed in a General Meeting by a majority of two-thirds (2/3) of the votes of those members of the Association in attendance and entitled to do so.
- f. "Ordinary Resolution" means a resolution passed at a General Meeting by a majority vote.
- g. "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
- h. "Registered Address" of a member means the member's address as recorded in the Register of Members.
- i. Words importing the singular include the plural and vice-versa and words importing a person include a group or society.
- j. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations prevail.

2. MEMBERSHIP

- a. Membership shall be open to all persons interested in the advancement of Adult Basic Education in British Columbia.
- b. The amount of fees shall be determined by the Board.
- c. Any such person who has completed a membership application and paid the membership fees set by the Board of the Association shall become a member of the Association.
- d. A member shall cease to be a member if:
 - i. They notify the Chair of the Membership Committee of their wish to resign from the Association, or they fail to pay the annual membership fee becoming due.
 - ii. They are expelled from the Association by Special Resolution at a General Meeting.
- e. All members are in good standing if they have paid the current annual membership fee or any other debt due and owing to the Association.
- f. A member in good standing is entitled to vote, unless otherwise restricted by a conflict-of-interest provision in these Bylaws.
- g. Directors are exempt from the annual membership fee.

3. GENERAL MEETINGS

- a. The Annual General Meeting shall be held by the end of May in each year.
- b. The location and date of the Annual General Meeting shall be determined by the Board.
- c. Members must be given at least fourteen (14) days' notice of a General Meeting. Notice of a General Meeting may be issued by technological communication or mail to the member's Registered Address.
- d. Any additions to the agenda shall be provided to the Secretary seven (7) days before the meeting.
- e. Meetings shall be governed by Robert's Rules of Order (current version).
- f. A member in good standing present at a meeting is entitled to one vote.

- g. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting
- h. The President may convene an Extraordinary General Meeting if they in their discretion deem one necessary, or upon receipt of a petition signed by not less than ten percent (10%) of the membership in good standing in the Association.
- i. When the President is unable to chair and all other Directors present are unwilling to chair the meeting, the members present shall choose one of their number to chair the meeting.
- j. A General Meeting may be adjourned. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted, other than the election of a person to chair if the President is not present.
- k. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- l. A quorum at General Meeting shall consist of 10% of the membership or three (3) persons, whichever is greater. If within 30 minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- m. The majority of the votes of the voting members in good standing present at any meeting shall carry any motion, resolution or vote except changes to the Constitution or Bylaws, which require a Special Resolution.
- n. Voting is by a show of hands unless the attendees decide otherwise.
- o. Voting by proxy is not permitted.
- p. No rule, made by the Association in a General Meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.
- q. Members of the Association directly or indirectly employed by provincial ministries in roles involving policy or funding decisions related to adult basic education shall abstain from voting on matters where a real or perceived conflict of interest exists.

4. EXECUTIVE

- a. The Officers shall serve as the Executive for the Association:
 - i. One (1) President.
 - ii. At least one (1) Vice President.
 - iii. One (1) Secretary.
 - iv. One (1) Treasurer.
 - v. One (1) Past President.
- b. If no successor is elected the person previously elected or appointed continues to hold office.
- c. The Executive is responsible for conducting the business of the Association between Board meetings and reports to the Board.
- d. A quorum for a meeting of the Executive shall be three (3).
- e. The Executive shall meet at the request of any member of the Executive.
- f. All meetings of the Executive shall ordinarily be open to members.
- g. Voting for Officers of the Board shall be by all members in good standing in attendance at the meetings where elections are held.

5. SPECIFIC DUTIES OF ELECTED OFFICERS

- a. The President:
 - i. Ensures that the business of the Association is carried forward and that matters of interest are reported to the members
 - ii. Is the spokesperson for the Association
 - iii. Or their designate, presides at all General, Board, and Executive Meetings and shall have powers and duties generally pertaining to the office of President.
 - iv. Shall be an ex-officio member of all committees except the Nominating Committee, which is chaired by the Past President.
 - v. Shall appoint any special committee as necessary.
- b. The Vice-President:
 - i. Shall assume the duties of the President in the absence of the President.
 - ii. Co-ordinating any other special committee, as directed by the President.
 - iii. In the event that the office of President becomes vacant, shall be appointed by the Executive to take that office until the next General Meeting.
- c. The Treasurer:
 - i. Is the custodian of all monies and financial records of the Association.
 - ii. Shall be a signing officer on the auxiliary bank accounts and see that accurate records are kept.
 - iii. For projects sponsored by the Association, may delegate this duty to others agreed to by the Executive. Nevertheless, the Treasurer shall oversee the management of project funds.
 - iv. Prepares the financial statements for the Annual Report and for the Annual General Meeting, recommends a budget and dues levels for the upcoming year for the Board to present to the Annual General Meeting
 - v. Prepares the Annual Report to the Registrar of Societies, the GST return, and the Charity Report and other reports as requested by the President or the Board.
 - vi. Shall have the powers and the duties generally pertaining to the office of Treasurer.
- d. The Secretary:
 - i. Shall arrange and ensure that meeting agendas are sent to participants in advance of each meeting.
 - ii. Record minutes and motions of Annual, Board, and Executive Meetings. Copies of all minutes shall be provided to the Board within seven (7) days of a meeting.
 - iii. Have custody of such minutes and other records pertaining to the office of the Secretary.
 - iv. Conduct the correspondence of the Board as directed.
 - v. Perform such other duties as may from time to time be determined by the Board.
 - vi. In the absence of the Secretary from a meeting, the Board shall appoint another person to act as secretary of the meeting.
- e. The Past President:
 - i. Shall act in an advisory capacity on the council to provide continuity and shall serve as Chair of the Nominating Committee.
 - ii. Should the immediate Past President be unable to serve, a former past president may be asked to assume the responsibility.

6. BOARD OF DIRECTORS

- a. The Board of the Association is responsible for conducting the business of the Association between General Meetings.
- b. The Board shall consist of:
 - i. Five or more Executive Officers;
 - ii. Regional Representative from each of the six designated regions in British Columbia: Metro Vancouver, Surrey-Delta-Fraser Valley, Vancouver Island, North Central, Cariboo-

- iii. Okanagan and Kootenay-Boundary; Fundraising & Conference Committee Chair;
- iv. Membership Committee Chair;
- v. Groundwork Committee Chair;
- vi. Digital Media Committee Chair;
- c. A quorum of the Board shall be a majority of Directors then in office, including at least two Executive Officers
- d. All meetings of the Board shall ordinarily be open to any member of the Association.
- e. The Board shall meet at least three (3) times each year, in person, or using technology.
- f. Questions arising at a Board meeting shall be decided by a majority of votes.
- g. All resolutions proposed at a Board meeting must be seconded and the chair of a meeting may not move or propose a resolution.
- h. A resolution ratified by the Board and placed with the minutes of the subsequent Board meeting is as valid and effective as if regularly passed at a meeting of the Board.
- i. Directors must disclose to the Board all material interests in matters where a real or perceived conflict of interest exists.
- j. No Director shall be remunerated for being or acting in their Board capacity but may be reimbursed for all necessary and reasonable expenses incurred while engaged in the affairs of the Association.
- k. A Director shall cease holding their elected office:
 - i. By delivering a written resignation to the Secretary of the Association, or by mailing or delivering it to the Registered Office of the Association, specifying therein the effective date of resignation;
 - ii. Upon being absent from three (3) consecutive Board meetings without a valid reason acceptable to the Board; or
 - iii. When that Director is asked to resign by two thirds (2/3) of the Board or by Special Resolution at a General Meeting.
- l. If a Director resigns their office or otherwise ceases to hold office, the Board shall appoint a member to take the place of the former office holder until the next General Meeting.
- m. No act or proceeding of the Board is invalid only by reason of there being less than the prescribed number of Directors in office.
- n. Upon resignation or end of term, a Director shall deliver over to the Board all records, notes, and documents as required by them.
- o. The members may by Special Resolution remove a Director before the expiration of their term of office and may elect a successor to complete the term of office.
- p. A Director, other than the President, may hold more than one position.

7. SPECIFIC DUTIES OF DIRECTORS & COMMITTEE CHAIRS

- a. The Regional Representatives:
 - i. Shall be responsible for representing the concerns of members and potential members in their regions at Board meetings and convey those concerns to the President as appropriate between Board meetings.
 - ii. Shall actively encourage those interested or involved in adult basic education in their regions to become and remain members of the Association.
 - iii. May sponsor activities within their region which may be of interest to members and may request seed money for such activities from the Board.
 - iv. After consulting with the President, may speak on behalf of the Association with regard to issues that affect adult basic education in their region.
 - v. Shall provide information on adult education matters to the membership at meetings, and

- in the Groundwork magazine.
- b. The Membership Committee Chair:
 - i. Shall develop and implement strategies for increasing membership in the ABEABC.
 - ii. May direct the recruitment activities of a Membership Committee which could include all of the Regional Representatives and others as designated by the Chair.
 - iii. Shall maintain accurate and up-to-date membership lists.
- c. The Fundraising and Conference Committee Chair
 - i. Shall develop and implement strategies for raising funds for Association activities.
 - ii. Shall head a committee to plan and organize the annual conferences.
- d. The Groundwork Committee Chair:
 - i. Shall oversee the production of Groundwork.
 - ii. May direct the activities of a Groundwork Committee which may include others as designated by the Chair.
- e. The Digital Media Committee Chair:
 - i. Shall maintain and update the ABEABC website with current information.
 - ii. Shall update conference information, schedules and registration details as needed.
 - iii. Monitor website functionality and coordinate with technical support as required.
 - iv. Manage ABEABC social media accounts.
 - v. May direct the activities of a Digital Media Committee which may include others as designated by the Chair.
- f. The Nominating Committee
 - i. The Nominating Committee presents a slate of candidates at the Annual General Meeting.
 - ii. The Past President shall serve as chair of the Nominating Committee
- g. A General Meeting or the Board may establish other committees as required. Each such committee shall be given written terms of reference, shall have a fixed term, and shall report to the body which established it.

8. ELECTIONS

- a. The Board shall be divided into two groups. Each group shall serve a two-year term of office, and elections shall take place in alternate years.
- b. The President, Treasurer, Fundraising and Conference Committee Chair, Membership Committee Chair, and half of the Regional Representatives (North Central, Kootenay-Boundary and Cariboo/Okanagan) shall be elected in odd-numbered years.
- c. The Vice President, Secretary, Groundwork Committee Chair, Digital Media Chair, and half of the Regional Representatives (Metro Vancouver, Surrey-Delta Fraser Valley and Vancouver Island) shall be elected in even-numbered years.
- d. All members present at the Annual General Meeting may vote in the election of Directors.
- e. In general, all newly elected Directors shall take office following the Annual General Meeting.
- f. Where only one candidate has been nominated for any office, that candidate shall be elected by acclamation.
- g. In the event of a tie vote for any office, the chair of the Nominating Committee shall cast the deciding vote.
- h. No Director shall serve in the same position on the Board for more than four (4) consecutive years except where the Board determines no eligible candidate is available, in which case the term may be extended for one additional year.
- i. A Director may be removed from office by Special Resolution at a General Meeting.
- j. Any Director missing three (3) consecutive meetings may, at the discretion of the Board, be replaced in office.
- k. Should a vacancy other than that of President occur, the Board may appoint a member to fill the

vacancy until the next General Meeting.

9. ACCOUNTS

- a. The fiscal year of the Association shall be January 1st to December 31st.
- b. The banking facilities shall be approved by Board.
- c. The Board shall be responsible for the payment of accounts and entering into contracts as follows:
 - i. All accounts payable by the Association shall be examined, and payment authorized by the President or their designate before being paid, except expenditures previously authorized by the Board;
 - ii. Before any contracts or agreements are entered into by the Association, such contracts must be acceptable to the Executive and ratified by the Board in a timely manner.
- d. The Board shall determine the signing officers of the Board,
- e. The Board shall present the financial statements to members at least 10 days before the Annual General Meeting.
- f. The Board shall from time to time determine whether and to what extent and at what times and places, and under what conditions or regulations the accounts and books of the Association shall be open to inspection by members of the Association.

10. FINANCIAL OPERATIONS

- a. The Treasurer, together with the President and one or two other Directors, is empowered to operate an account for the Association at a bank or credit union. The signatures of any two of the three or four named above shall be required to withdraw funds from or write cheques on this account.
- b. The Board shall submit a budget for approval at the Annual General Meeting. Any expenditure exceeding an amount set by Board-approved financial policy not included in the approved budget shall require prior Board approval.
- c. A Financial Review shall be done each year by the Executive.
- d. The Association shall not borrow money or contract a debt except by Special Resolution at a General Meeting.
- e. Upon approval of the Board, any Director may accept gainful employment in an Association-sponsored project.

11. AMENDMENTS

Amendments to the Constitution or Bylaws may be made by Special Resolution at a General Meeting.