

Approved by the AGM, June, 2011

BYLAWS OF THE

The Ontario Alliance of Career Development Practitioners

L'Alliance des professionnelles et professionnels de l'emploi de l'Ontario

OACDP/APPEO

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1. Name of the organization

The name of the organization is:

The Ontario Alliance of Career Development Practitioners (OACDP) /

L'Alliance des professionnelles et professionnels de l'emploi de l'Ontario (APPEO)

2. Vision and Mission Statement

The Ontario Alliance of Career Development Practitioners (OACDP) / L'Alliance des professionnelles et professionnels de l'emploi de l'Ontario (APPEO) is a provincial and bilingual organization dedicated to the enhancement and promotion of career development professionals in Ontario.

In fulfilling its mandate, the OACDP/APPEO promotes policies and practices for the provision of accessible, competent, and accountable employment career development services throughout the province according to the competencies described in the Canadian Standards and Guidelines of Career Development Practitioners. The OACDP/APPEO understands the needs of the community of career development practitioners in Ontario and aspires to being inclusive in its membership. The OACDP/APPEO carries a strong voice for the promotion of the profession of career development practitioners.

3. Objectives

- 3.1 To provide leadership to career development practitioners in Ontario
- 3.2 To provide a forum for ongoing information exchange and for critical discussion of career development issues in Ontario;
- 3.3. To serve as a vehicle for advocacy, networking and promoting the profession of career development in Ontario;
- 3.4 To provide opportunities for practitioners to develop and share best practices, research and professional development;
- 3.5 To serve as a direct link with other professional career practitioner associations provincially, nationally and internationally thereby providing for the presentation and the achievement of mutually sought aims and objectives;
- 3.6 Through its Certification Board, the OACDP/APPEO encourages the study, improves the practice and elevates the standards of career development competencies throughout Ontario.

4. Official languages

The official languages of the OACDP/APPEO shall be English and French. Either language may be used as a working language within the General Assembly, the Board of Directors and the Executive. Official documents prepared for meeting of the General Assembly and the Board of Directors can be issued in either English or French. All documents prepared for the membership and published reports and announcements shall be issued in both English and French.

5. Interpretation

- 5.1 In these Bylaws and all Bylaws of the OACDP/APPEO, unless the context otherwise requires, words importing the masculine gender shall include the feminine gender and vice-versa.
- 5.2 References to persons shall include companies, corporations, firms, institutions, societies, organizations, and any number of aggregate persons.
- 5.3 “Alliance” refers to the “The Ontario Alliance of Career Development Practitioners (OACDP) / L’Alliance des professionnelles et professionnels de l’emploi de l’Ontario (APPEO).
“AGM” refers to the Annual General Meeting of the Alliance
“Board” refers to the Board of Directors of the Alliance
“Executive” refers to the Executive Committee of the Alliance
“Directors” refers to the members of the Board of Directors of the Alliance
“Officers” refers to the members of the Executive Committee of the Alliance
“Provincial office” refers to the Executive Committee

BYLAWS

1. Membership

Definition: Membership in the Alliance is open to anyone working in the career development field who meets the membership criteria.

Criteria: Currently working/student in the field of career development in the not-for-profit sector or private sector and agrees to abide by the Canadian Standards and Guidelines for Career Development Practitioners= Code of Ethics.

1.1 Categories

1.1.1 Individual Membership

Currently working in the field of career development in the not-for-profit sector or private sector and agrees to abide by the Canadian Standards and Guidelines for Career Development Practitioners= Code of Ethics and is in good financial standing with the Alliance. These members have a right to vote. Individual members are eligible to apply for certification through the Alliance if they meet the accreditation eligibility criteria.

1.1.2 Student Membership

Currently a student in the field of career development and agrees to abide by the Canadian Standards and Guidelines for Career Development Practitioners= Code of Ethics and is in good financial standing with the Alliance. Student members have a right to vote. These members are eligible to apply for certification through the Alliance if they meet the accreditation eligibility criteria.

1.1.3 Certified Membership (Levels to be decided).

These members have successfully acquired the accreditation certificate of the Alliance. They are currently working in the field of career development in the not-for-profit sector or private

sector and agree to abide by the Canadian Standards and Guidelines for Career Development Practitioners= Code of Ethics and are in good financial standing with the Alliance. These members have a right to vote. The Certifies Members have the right to sit on the Certification Committee. The members of the Certification Committee will be selected by the Board of Directors.

1.2 Annual Membership Fees

1.2.1 Fees are paid annually at the beginning of the fiscal year.

1.2.2 Membership fees shall be such as are from time to time prescribed by the Board of Directors and shall be subject to the approval of the provincial members at its AGM or special meeting of the provincial membership.

1.2.3 Notice of renewal is sent to each Chapter member by the Chapter's office, at the end of the fiscal year.

1.2.4 The exercise of the rights of a member shall be contingent upon the payment of fees.

1.2.5 A portion of the membership fees shall be such as are from time to time prescribed by the Board of Directors to be remitted to the provincial office and shall be subject to approval by the general membership at its AGM or special meeting of the membership.

1.2.6 Portion of the total or any partial fees collected by the Chapters shall be remitted to the provincial office within six (6) months of receipt of those fees.

1.3 Termination of Membership

Membership can be determined for any on of the following reasons:

1.3.1 Personal request.

1.3.2 Non-payment of annual dues or other debts to the Alliance.

1.3.3 Failure to adhere to the Constitution, Bylaws or Code of Ethics of the Canadian Standards and Guidelines for Career Development Practitioners.

2. General Assembly

2.1 Membership

2.1.1. The supreme governing body of the Alliance shall be known as the General Assembly consisting of individual members, certified members and student members who all shall be entitled to attend all the meetings of the General Assembly.

2.1.2 Only individual members, certified members and student members shall have voting rights and each of these members shall have one vote only and the Chair shall have a preponderant or casting vote.

2.2. Meetings

2.2.1. Meetings of the General Assembly (Annual General Meetings) shall be at least in every fiscal year and not later than fourteen months after the holding of the preceding annual meeting / or within six months following the fiscal year end.

2.2.2 The Provincial Office shall send notices of the AGM to all current members in good standing at least 30 days in advance of the date of the meeting. A written notice stating the day, the hour, and place of the meeting and the general nature of the business being transacted shall be sent to either personally or by sending such notice to each member through the mail in the form of a letter, in the Alliance newsletter, or by e-mail to the last address that appears on the member list of the Alliance, or if no address be given therein, to the last address of such member known to the Secretary of the Provincial Office of the Alliance.

2.2.3. The Quorum at the annual or special meeting of the General Assembly. Members present in person shall constitute the quorum. Each member shall have the right to exercise one vote.

2.2.4. The accidental omission to give notice or the non-receipt of a notice to any of the members entitled to receive it does not invalidate proceedings at that meeting.

2.2.5. Special meetings can be called at any time, at the discretion of the Executive Committee or the Board of Directors or upon receipt by the Executive Committee or Board of Directors of a written request for a special meeting, signed by any 20 members in good standing.

2.3 Voting Procedure for the Annual General Meeting

2.3.1 Each individual, certified and student member shall have one vote in all proceedings at which members shall be entitled to vote.

2.3.1. Members may not vote by proxy.

2.3.3 Every question submitted to a vote shall be decided by a majority of votes and in the case of a tie vote, the Chair shall cast the deciding vote.

2.3.4 On every question submitted to a vote, a declaration by the Chair that a resolution has been carried or lost shall be conclusive evidence of the fact, unless a ballot is determined.

3. Provincial Board of Directors

3.1 Governance

3.1.1 The Board of Directors governs the Alliance by making policy which determines the long-term direction of the Alliance. The Board uses the Executive Committee to implement the Board's policies and to manage the day-to-day business of the Alliance

3.1.2 The Board of Directors shall have the power to act for the Alliance between meetings of the General Assembly and may exercise any power granted to the Alliance by the charter of the Bylaws.

3.2 Description of the Board

3.2.1 The members of the Board shall be:

3.2.1.1 Elected officers: Chair, the Vice-Chair (or co-chair) the Treasurer and Secretary and the Past Chair shall be automatically included.

3.2.1.2 A representative from each chapter of the Alliance from across the province of Ontario.

3.2.1.3 One student representative currently studying in the field of career development.

3.2.1.4 One francophone representative if there is no French speaking chapter representative.

3.3 Requirements for Board Membership

3.3.1 Commitment to the work of the Alliance.

3.3.2 Individual, Certified and Student members in good standing of the Alliance.

3.3.3 Knowledge and skills in one or more areas of Board governance: policy, finance, programs, career development and advocacy.

3.4 Election process

3.4.1 The directors representing each chapter on the Board shall be elected by ballot or acclamation among individual, certified and student within each chapter.

3.4.2 The election or appointment of a director to represent the chapter on the Board of Directors will take place before the annual general meeting of the Provincial AGM in odd numbered years.

- 3.4.3 The Directors' term of office shall be for two years from the Annual General Meeting at which time they are elected or appointed by the Board if there is no election.
- 3.4.4 A Director may be re-elected to serve a second consecutive term. After two consecutive terms as Director, a member may stand for election to the Board following a minimum of a two year absence.
- 3.4.5 A chapter director having served as the representative of one chapter may, upon a change of employment to another regional chapter, serve as a chapter director for the latter chapter immediately upon ceasing service as the representative of the former if that position is available within the new chapter.
- 3.4.6 When a Director is appointed to replace a board member, this Director will complete the replacement period. He/she will then be eligible for nominations and election for a new 2-year mandate.

3.5 Responsibilities of Board members

- 3.5.1 Each Board member will:
 - 3.5.1.1 Attend Board meetings, regular and special meetings of the General Assembly.
 - 3.5.1.2 Review agendas and supporting documents prior to Board and committee meetings.
 - 3.5.1.3 Act honestly, in good faith and be available for tasks and duties that serve the best interests and functions of the Alliance and the public.
 - 3.5.1.4 Take an active role on the Board through participation in committee work.
 - 3.5.1.5 Respect the financial policies of the Board.
 - 3.5.1.6 Review and vote on the approval of the OACDP/APPEO budget.
 - 3.5.1.7 Maintain communication with the Chair, the Executive Committee and the provincial office.
 - 3.5.1.8 Maintain communication with provincial associations, chapters and current members province wide.
 - 3.5.1.9 Support OACDP/APPEO sponsored events.
 - 3.5.1.10 Promote OACDP/APPEO membership and its services.
 - 3.5.1.11 Report to the Board any legal matter in which he or she has been named as defendant or which may constitute a conflict of interest.

- 3.5.1.12 Assist in developing and maintaining positive relations among the Board, committees, and community to enhance the OACDP/APPEO mission.
- 3.5.1.13 Suggest possible nominees to the Board who can make significant contributions to the work of the Board and the Alliance.

3.6 Meetings of the Board

- 3.6.1 The Board of Directors shall meet a minimum of once a year. The Minutes are open to all members of the Alliance.
- 3.6.2 The provincial office shall send notices of the Board meeting to all current Board members at least 15 days in advance of the date of the meeting. A written notice stating the day, hour, and place of the meeting and the general nature of the business being transacted shall be sent either personally or by sending such notice to each director through the mail in the form of a letter or by e-mail, or if no address be given, the last address of such member known to the Secretary of the Alliance.
- 3.6.3 Quorum at a meeting of the Board shall be fifty per cent plus one of the Board composition at the time of the meeting, excluding vacancies.
- 3.6.4 Each member of the Board of Directors, whether appointed or elected, is entitled to vote. The Chair has a preponderant vote. In the absence of the Chair, the Past Chair shall chair the meeting and have the preponderant vote.
- 3.6.5 Unless otherwise provided, the Board shall make its own rules as to meetings and procedures for those meetings.
- 3.6.6 Other meetings of the Board may be conducted by conference call. Directors who participate in this call are considered present for the meeting.

3.7 Removal of Board members

- 3.7.1 Board members who fail to remain members in good standing with the AOCDP/APPEO may be removed from office.
- 3.7.2 Board members who fail to fulfil their responsibilities as stated in Section 3.5 may be asked to leave the Board.
- 3.7.3 Such removal of Board members from office can only occur by a resolution passed by a special meeting of the General Assembly or by a two-third majority of the Board of Directors at a meeting called to consider the same.

3.8 Remuneration of Board Members

- 3.8.1 The elected members of the Board will service without remuneration.
- 3.8.2 Directors of officers shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties at a rate to be determined from time to time by the Board of Directors.

4.1 Executive Committee of the Board

Description:

- 4.1.1 The elected and appointed officers shall constitute the Executive of the Alliance. The four elected officers are the Chair, the Treasurer, the Secretary and the Vice-Chair (or co-chair). The Past Chair will automatically be appointed.
- 4.1.2 When the four elected officers speak only one and the same official language, a member of the Board who is fluent in the other language will be appointed to the Executive.
- 4.1.3 The Board may, on the recommendation of the Chair, appoint to the Executive such of its directors as may be required to make the latter and efficient operating body. Upon appointment, these directors become voting members of the Executive.
- 4.1.4 Quorum at an Executive meeting shall be at least three of the voting officers, elected or appointed.

4.2 Responsibility of the Executive Committee

The committee is responsible for:

- 4.2.1 Assisting the Chair in planning Board agendas.
- 4.2.2 Acting on behalf of the Board between Board meetings.
- 4.2.3 Reporting to the Board on decisions and actions taken between Board meetings in fulfilling its day-to-day responsibilities.
- 4.2.4 Preparing recommendations for discussion by the Board.
- 4.2.5 Carrying out duties assigned by the Board.

4.3 Election and appointments of Executive Committee

- 4.3.1 The Chair of the Alliance shall serve a term of office of two years extending from the Annual General Meeting of an odd numbered year to the next odd numbered year.

- 4.3.2 At the first Board meeting following the AGM in an odd numbered year, the Chair Elect shall take over as Chair. The outgoing Chair shall become the Past Chair. Should the Chair Elect have taken over to complete the term of the Chair, this will not disqualify him/her from serving his/her normal turn as Chair.
- 4.3.3 The Chair and the Vice-Chair shall be elected by ballot among the individual, certified or student members in good standing of the Alliance. The election will take place at the annual general meeting of the General Assembly in odd numbered years.
- 4.3.4 The Secretary and Treasurer shall be elected by ballot among the individual, certified or student members in good standing of the Alliance. The election will take place at the annual general meeting of the General Assembly in even numbered years.
- 4.3.5 The election process for all the positions will be carried out by an election committee. If there is only one nominee for any of the opened positions, the nomination must come forward to the Board of Directors for approval prior to an appointment by acclamation.

4.4 Meetings of the Executive Committee

- 4.4.1 The Executive will meet at the call of the Chair or as otherwise scheduled. These meetings do not require a formal notice to the members of the Executive Committee.
- 4.4.2 A meeting of the Executive Committee may be conducted by conference call. Officers who participate in this call are considered present for the meeting.
- 4.4.3 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- 4.4.4 Unless otherwise provided, the Executive shall make its own rules as to frequency and place of meetings as well as procedures for meetings.

4.5 Duties of the Officers of the Alliance

4.5.1 The Chair will:

- 4.5.1.1 Provide leadership to the Board of Directors.
- 4.5.1.2 Prepare the agenda for Executive and Board meetings with input from the Executive Committee.
- 4.5.1.3 Chair meetings of the Alliance, the Board and the Executive Committee.
- 4.5.1.4 Ensure the Board maintains the focus on the mission of the Alliance.
- 4.5.1.5 Orient new Board members to the Board.
- 4.5.1.6 Sign contracts and documents requiring a signature.

- 4.5.1.7 Be one of the designated signing officers for financial purposes.
- 4.5.1.8 Be an ex officio member of all Board committees.
- 4.5.1.9 Act as official spokesperson for the Alliance.
- 4.5.1.10 Prepare and submit an annual report at the AGM of the Alliance.
- 4.5.1.11 Work with the Executive Committee members on all aspects of the general management of the Alliance.
- 4.5.1.12 Represent the OACDP/APPEO at Associate Membership invitations.
- 4.5.1.13 Carry out other duties assigned by the Board.

4.5.2 The Past Chair will:

- 4.5.2.1 Act as a resource and consultant to the Chair.
- 4.5.2.2 Assist the Chair in the performance of his/her duties.
- 4.5.2.3 Carry out other duties as assigned by the Board.

4.5.3 The Vice-Chair will:

- 4.5.3.1 Work closely as consultant and advisor to the Chair.
- 4.5.3.2 Assume all responsibilities of the Chair in the Absence or inability of the Chair to act for any reason.
- 4.5.3.3 Keep informed on key issues.
- 4.5.3.4 Carry out other duties as assigned by the Board.

4.5.4 The Treasurer will:

- 4.5.4.1 Act as signing officer for cheques and other documents (with the Chair and/or Secretary)
- 4.5.4.2 Provide guidance to the Board and Executive Committee regarding sources and users of Alliance funds on the advice of the Executive Committee.
- 4.5.4.3 Ensure that all monies paid to the Alliance are deposited in a chartered bank, trust company or other lawful financial institution chosen by the Board.

- 4.5.4.4 Ensure that deposits and investments achieve maximum returns within the possibilities of minimum to moderate risk.
- 4.5.4.5 Prepare an annual budget assisted by the Executive Committee for consideration by the Board.
- 4.5.4.6 Ensure that all financial statements of the year's financial operations are prepared and presented at the AGM.
- 4.5.4.7 Answer members' questions about the financial statements.
- 4.5.4.8 Work with the Executive Committee to ensure adherence to financial policies of the Alliance.
- 4.5.4.9 Carry out other duties as assigned by the Board.

4.5.5 The Secretary will:

- 4.5.5.1 Attend all meetings of the Alliance, Board and Executive Committee.
- 4.5.5.2 Keep accurate minutes of these meetings.
- 4.5.5.3 Review and sign Board and Executive Committee minutes.
- 4.5.5.4 Ensure that all notices of meetings are sent in accordance with Bylaws and policies.
- 4.5.5.5 Keep or cause to be kept, all documents, membership lists, and Board of Committee lists and Chapter's membership executives of the organization.
- 4.5.5.6 Carry out other duties as assigned by the Board.

4.6 Remuneration of Executive Officers

- 4.6.1 The Members of the Executive Committee shall serve without remuneration.
- 4.6.2 An Executive member may be paid or reimbursed for reasonable expenses incurred in the performance of the duties of the position, as approved by the Executive Committee or the Board of Directors.

4.7 Protection and Indemnity of Directors and Executive Officers

- 4.7.1 A Director or Executive Officer holds office with protection from the Alliance. The Alliance indemnifies each Director or Executive Officer against all costs or charges that result from any act done in his/her role of the Alliance. The Alliance does not protect any Director or Executive Office for acts of fraud, dishonesty, or bad faith.

- 4.7.2 No Director or Executive Officer is liable for the acts of any other Director, Executive Officer or member of the Alliance.
- 4.7.3 No Director or Executive 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 Alliance.
- 4.7.4 No Director or Executive is liable for any loss due to an oversight or error in judgment, or by an act in his/her role in the Alliance unless the act is fraud, dishonesty, or bad faith.
- 4.7.5 Directors or Executive Officers can rely on the accuracy of any statement or report prepared by the Alliance's treasurer. Directors or Executive Officers are not held liable for any loss or damage as a result of acting on that statement or report.

4.8 Removal of an Executive Officer

- 4.8.1 Any member of the Executive may be removed from office by a 2/3 majority of the Board of Directors at a meeting called for the purposed of considering the same.
- 4.8.2 If removed form the Executive, the Executive may continue to serve the chapter that he/she represents on the Board of Directors.

5. Committees

- 5.1 The Board may set up such standing committees and ad hoc committees as may be required to fulfil the responsibilities of the Alliance.
- 5.2 The Executive may, from time to time, recommend to the Board the creation of such standing and/or ad hoc committees which it deems necessary in fulfilling the responsibilities of the Alliance.
- 5.3 Powers of members of all committees shall be such as shall be conferred upon them from time to time by the Board by a resolution.
- 5.4 The Chairperson of all committees shall be appointed and ratified by the Board.
- 5.5 Any members of the committees may be suspended from office by the Executive until such time as the Board passes a resolution on the matter.

6. Chapters of the Alliance

- 6.1.1 Any group of 10 members in good standing of the OACDP/APPEO may apply for Chapter status within the Alliance. These members may represent a region of the province or a special interest group.

6.1.2 A Chapter will submit its name for approval by the OACDP/APPEO Board of Directors and in all instances identify itself as a Chapter of the OACDP/APPEO.

6.1.3 The purpose of a Chapter shall be in accordance with the Bylaws of the OACDP/APPEO.

6.1.4 All members of the Chapter shall be members of the OACDP/APPEO.

6.1.5 The Board of Directors of the OACDP/APPEO shall have the power to approve the formation of the Chapter by majority vote. They shall also have the power to revoke the charter of the Chapter when it is decided it is in the best interest of the Alliance to do so. In such an event a 2/3 majority vote of the Board is required.

6.2 Chapter Governance

6.2.1 The bylaws of the Chapter and amendments must be approved by the Board of Directors of the OACDP/APPEO.

6.2.2 A Chapter of the Alliance shall be free to conduct its affairs at the chapter level but will do so only in compliance with the Bylaws of the OACDP/APPEO and the articles 6.1.1 to 6.2.7

6.2.3 Each Chapter shall submit to the Alliance the names of its officers upon election or appointment and membership names and coordinates.

6.2.4 Each Chapter shall submit to the Alliance an annual report as well as an annual plan of action.

6.2.5 Each chapter will collect the annual membership dues of its regional members and remit a levy, suggested by the Board of Directors, and approved by the provincial general membership, to the Provincial Office of the Alliance no later than six months following the deadline for membership renewal.

6.2.6 Chapters may involve themselves in additional fundraising as long as these fundraising activities are not in conflict with or jeopardize the financial position of the Alliance.

6.2.7 The Board of Directors of the Alliance may vote special grants of money to assist in the organization and development of chapters.

7. Partnership with organizations

7.1 The OACDP/APPEO may decide to enter the Alliance into partnerships with other regional, provincial, national or international bodies with similar objectives. Such a decision shall require the approval of the Board of Directors.

7.2 Each group officially associated with the OACDP/APPEO may make a donation to the Alliance.

8. Financial Management

8.1 Seal

The seal of the Alliance shall be in such form as may be prescribed by the Board of Directors and shall be kept in the custody of the Provincial Office by the Secretary of the Executive Committee.

8.2 Auditor

The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Alliance for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor.

8.3 Fiscal year

The fiscal year of the Alliance is April 1 to March 31.

8.4 Banking Arrangements and Execution of Instruments

The Board of Directors may by resolution from time to time:

8.4.1 Determine the bank or banks in which the account or accounts of the Alliance shall be kept;

8.4.2 May make and enter into all necessary arrangements for banking and custody of safekeeping of the securities and property of the Alliance in a safety deposit box or boxes or otherwise;

8.4.3 May from time to time designate and authorize any officers of the Alliance to carry out such arrangements;

8.4.4 The signing officers for all financial documents of the Alliance are the Chair and/or the Treasurer and/or the Secretary. The signatures of two of the three signing officers are required for all financial transactions.

9. Amendment of the Bylaws

9.1 Amendments to this constitution or its related bylaws may be made at any Annual General Meeting of the OACDP/APPEO, provided that following conditions are met:

9.1.1 The Board of Directors must approve the proposed amendment additions or deletions by a majority vote.

9.1.2 Copies of the proposed changes shall be distributed to the OACDP/APPEO members province wide (30) thirty days prior to the Annual General meeting.

9.1.3 The proposed changes must be approved by a 2/3 majority of the members in good standing present at the Annual General Meeting in support of the proposed change.

10. Dissolution of the Alliance

10.1 The Alliance may be dissolved by a resolution passed by a vote of 2/3 of all of its members in good standing at a meeting of the General Assembly.

10.2 It will distribute its assets to other organizations with objectives similar to those of the Alliance. Members select this organization by special resolution.