

## CONSTITUTION AND BY-LAWS

AS AMENDED SEPTEMBER 2023

### PREAMBLE: HISTORY AND IDENTIFYING CHARACTERISTICS OF ACRA

ACRA is an organization that is primarily made up of retired personnel with ties to the English school systems (public or private) of Quebec.

This Association was founded by retired school and school-commission administrators of the former English Catholic schools of Quebec, upon the creation of linguistic school boards on July 1, 1998.

The above restructuring of the school system resulted in the dissolution of a number of professional associations, including the Association of Directors of English Schools (ADES) and the Quebec Association of Catholic School Administrators (QACSA), the provincial associations to which the above mentioned administrators had strong ties after retirement.

Consequently, seed money was provided by ADES and ACPM (The Association of Catholic Principals of Montreal), an affiliate of QACSA, to promote the establishment of an association for retired administrators from the English catholic school system of Quebec.

With time, and to insure the continued success of the Association, ACRA realized that the original membership had to be expanded.

ACRA acknowledges the foresight of the founders of this organization, former members of ADES and QACSA, the original members of the Association of Catholic Retired Administrators.

#### 1. NAME

The name of the organization shall be ACRA.

#### 2. SEAL

The official seal of the Association is a design formed of two concentric circles between which is the name of the Association and the year of incorporation.

#### 3. CORPORATE SEAT

The corporate seat of the Association shall be Montreal.

#### 4. OBJECTIVES

##### 4.1. The objectives of the Association shall be:

- a) To provide social/group activities
- b) To promote member welfare,
- c) To adhere to and foster the values and generosity of spirit prevalent among the members of the founding associations ADES, QACSA and its affiliates.
- d) To support philanthropic and charitable endeavors.

#### 5. MEMBERSHIP

##### 5.1. A member in good standing shall be one who accepts and adheres to the ACRA objectives and pays the annual dues as set by the membership at the Annual General Meeting.

##### 5.2. All membership requests will be reviewed by the Board of Directors before acceptance.

##### 5.3. Members shall include:

- a) Any retired member of ADES and/or QACSA, who is accorded the designation of Charter Member of ACRA, to commemorate and honor her/his status as a former member of one of the two founding Associations and/or of their affiliates.
- b) Retired school administrators, school-board/ commission administrators and non-teaching professionals from the English school systems (public or private) of Quebec.
- c) Retired persons who performed the same duties/functions as a principal, vice-principal or commission/board administrator from the English school systems (public or private) of Quebec, but who did not receive an official appointment as such.
- d) Retired persons who held an executive position in a teachers' union which was affiliated with the English school systems (public or private) of Quebec

5.4. Spouses/partners of members and spouses/partners of deceased members may be eligible for Associate Membership, as may spouses/partners of deceased individuals who were eligible for membership but, for one reason or another, never became members. Associate members will have the rights, responsibilities and privileges of members with the exception of being a member of the Board of Directors.

5.5. Honorary membership may be conferred by the Board of directors.

## 6. DUES

6.1. The annual dues for members shall be fixed by the Board of Directors and shall be ratified by the general membership at the Annual General Meeting.

6.2. No annual dues will apply to honorary members.

6.3. The annual dues are payable on a fixed date by the Board of Directors.

## 7. BOARD OF DIRECTORS

7.1. The Association shall be governed, directed and managed by a Board of Directors consisting of eight (8) elected members.

7.2. The Past-President may be the ninth member of the Board of Directors.

7.3. At their first meeting following the Annual General Meeting, the Directors shall elect from among themselves a President, Vice-President, Secretary, and Treasurer. These, together with the Past-President, shall be referred to as the Executive of the Association.

7.4.

7.5. Any Director who is absent for two consecutive meetings, without cause, may be removed from office by a two-thirds vote of the Board of Directors.

8. EXECUTIVE DUTIES

8.1. The President shall:

- a) be the principal officer of the Association
- b) ensure that every officer carries out assigned duties.
- c) call all Board and General Meetings.
- d) implement the policy decisions of the Association.
- e) sign all required documents.
- f) be “ex-officio” a member of all committees.

8.2. The Vice-President shall perform all of the duties of the President when the latter is unable to do so.

8.3. The Treasurer shall:

- a) receive and deposit all dues and other income on behalf of the Association.
- b) pay all accounts duly approved by the Board or other authorized members.
- c) maintain records of all financial transactions in the approved manner.
- d) submit for audit a statement for the fiscal year.
- e) maintain a list of duly qualified and paid-up members.

8.4. The Secretary shall:

- a) send notices of impending Board and General Meetings to those entitled thereto.
- b) record the proceedings and resolutions passed at these meetings and maintain a permanent record of same.
- c) send copies of the minutes to those concerned.

- d) receive and answer correspondence as directed.
  - e) be the custodian of the Seal of the Association.
- 8.5. The Past-President shall serve on the Board of Directors to ensure continuity and shall act as an advisor to the President and the Board.

## 9. COMMITTEES

The Association shall have those committees which the Board of Directors or the general membership shall deem necessary.

## 10. MEETINGS

- 10.1. The Annual General Meeting shall be held between September 15th and October 15th on such a day, and at such a time and place, as is fixed by the Board of Directors to receive the Annual Report of the Board of Directors, the General statement of Income and Expenditures, and to transact the general business of the Association.
- 10.2. Other General Meetings shall be held at any time upon the call of the Board of Directors or upon written request of any ten (10) members of the Association addressed to the Secretary of the Association.
- 10.3. Meetings of the Board of Directors shall be held at least four (4) times annually.

## 11. NOTICE OF MEETINGS

- 11.1. The official notice of the Annual General Meeting shall be sent to the members by email or by ordinary mail twenty-one (21) days in advance of the date set for the meeting and shall include a copy of the Agenda, the Report of the Nominating Committee and any proposed amendments.
- 11.2. Notice of other General Meetings shall be sent to the Members seven (7) days in advance of the date set for the meeting.

11.3. Quorum:

- a) Annual General Meeting – 10% of Members
- b) Other General Meetings – 10% of Members
- c) Board Meetings – 50% of composition.

12. VOTING

12.1. Only members in good standing may vote.

12.2. Members may not vote by proxy.

12.3. Voting may be conducted by a show of hands or by secret ballot.

13. PROCEDURE FOR ELECTION OF THE BOARD OF DIRECTORS

13.1. Nominations in accordance with the specifics of Article 7.1 shall be made by a Nominating Committee consisting of members appointed by the Board of Directors.

13.2. The Report of the Nominating Committee shall be presented to the Board of Directors for ratification with the notice of the Annual General Meeting.

13.3. Any additional nominations shall be made in writing, signed by five (5) members in good standing, and mailed or delivered to the Secretary at least seven (7) days prior to the Annual General Meeting. If no additional nominations are received, the nominees of the Nominating Committee shall be declared elected by acclamation.

13.4. All nominees must be members and must consent to their nomination.

- 13.5. Should there be more nominees than vacancies, voting shall take place at the Annual General Meeting. The nominees receiving the greatest number of votes shall be declared elected in accordance with Article 7.
- 13.6. The Directors shall be elected for a two (2) year term. They shall assume office immediately following the Annual General Meeting.
- 13.7. The electoral system shall be such that, for each Annual General Meeting, elections are held for four (4) positions on the Board of Directors. This electoral system shall be subject to the specifics of Article 7.
- 13.8. Vacancies occurring before the term of office has expired shall be filled for the remainder of the term by appointment by the Board of Directors from among the members.

14. AUDITOR

At the Annual General Meeting an Auditor or Auditors shall be appointed for the purpose of auditing and verifying the account of the Association. The Auditor shall not be a Director of the Association.

15. FISCAL YEAR

The Fiscal Year of the Association shall end on the last day of July of each year.

16. RULES OF ORDER

All meetings shall be conducted in accordance with accepted parliamentary procedure. (Reference: Bourinot – Rules of Order – McLelland & Stuart 1924).

17. AMENDMENTS

- 17.1. Amendments to the By-Laws shall be proposed by the Board of Directors or by written submission to the Secretary signed by ten (10) members by July 1 preceding the Annual General Meeting.

17.2. Provided that due notice has been given as required above, these By-Laws may be amended at the Annual General Meeting by a two-thirds majority of the members voting.

G. S. Fabes – Amended 2005.10.06

C. A. Carmody – Amended 2008.09.18

A. Galardo – Amended 2011.10.06

A. Galardo – Amended 2014.09.25

A. Galardo – Amended 2015.09.24

D, Angelus – Amended 2023.09.21