

NSCDA By-laws
March 2015

Article 1 – Preamble

1.1 Name

The name of the organization is the Nova Scotia Career Development Association herein after called the “NSCDA”.

1.2 Legislation

(a) By-laws

The following articles set forth the Bylaws of the NSCDA.

(b) The Act

The NSCDA is governed by the statutes set out in the Societies Act. R.S., c. 435, s. 1, as amended from time to time, or any statute substituted for it.

Article 2 – Defining and Interpreting the Bylaws

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

2.1 Definitions

In these Bylaws, the following words have these meanings.

(a) Act means the Societies Act. R.S., c. 435, s. 1, as amended, or any statute substituted for it.

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 Practitioner designation.

e) "Code of Ethics" means the NSCDA Code of Ethics, approved by the Association in accordance with policy, and the Code of Ethics in the Canadian Standard and Guidelines for Career Development Practitioners.

f) “Director” means a member of the Board of Directors.

g) “Executive Officer” means the Chair, Vice Chair, Secretary, and Treasurer of the Board.

h) “Discipline Committee” means the Committee established to handle complaints against Members according to policy.

i) “Ex Officio” means positions held by virtue of office and without vote.

j) "Member in Good Standing" means a Member in any category whose dues are paid in full and who is not otherwise suspended.

k) "Notice" means the minimum advice period required for an Annual General, General, or Special meeting of the Association.

l) "Quorum" means the minimum number of Members in Good Standing who must be present to conduct the business of the Association.

m) "Registrar" means the individual appointed by the Board to register Members according to policy.

(n) "Registry" means the Registry of Certified Members

o) "Membership Committee" means the Membership Committee established by the Board according to policy.

p) "Resolution" means a vote passed by a majority of votes cast.

q) "Special Resolution" means a vote passed by three-quarters (75 per cent) of the Members in Good Standing present at a meeting and eligible to vote for which proper notice was given

Article 3 – Objects of the NSCDA

3.1 The objects of the NSCDA are detailed in the Article of Incorporation.

Article 4 – Membership

4.1 General Requirements

Membership and entitlement to hold any office in the NSCDA is open to any person who

- a) Is over the age of 19 who is working in, or interested in, the field of career development,
- b) Upholds the objects of the NSCDA,
- c) Has paid the membership fees laid out by the Board,
- d) Contributes to the support of the NSCDA, and
- e) Agrees to abide by the Codes of Ethics of the Canadian Standards and Guidelines for Career Development Practitioners and NSCDA Code of Ethics.

4.2 Categories of Membership

a) Individual Membership

An Individual member is a person who is currently a member in good standing with the NSCDA. These members have a right to vote. Individual members are eligible to apply for certification through the Association if they meet the accreditation eligibility criteria.

b) Certified Membership

A Certified member is a person who has successfully completed the NSCDA CCDP Accreditation Program. S/he is in good financial standing with the NSCDA. These members have a right to vote.

4.3 Membership Rights and Responsibilities

The NSCDA is ultimately accountable to the members of the Association.

- a) Any Member in good standing is entitled to:
 - i. receive notice of annual general or Special Meetings of the NSCDA;
 - ii. attend annual general or Special Meeting of the NSCDA;
 - iii. speak at annual or Special Meeting of the NSCDA;
 - iv. Vote at any annual general or Special Meeting of the NSCDA; and
 - v. exercise other rights and privileges given to Members in these bylaws.
- b) All Members in all categories must pay the dues assessed to them to remain Members
in Good Standing.
- c) All Members in all categories must declare their intention to support the goals of the Association, and comply with the Bylaws, policies, Code of Ethics, and standards of the Association.
- d) Certified Members in good standing have the right to be included in the NSCDA Professional Registry.

4.4 Code of Ethics

All Members in all categories must adhere to the NSCDA's Code of Ethics, which is based upon the Code of Ethics in the Canadian Standard and Guidelines for Career Development Practitioners. 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.

4.5 Dues and Fees

- a) The membership year is April 1 to March 31.
- b) Fees for the renewal of annual membership must be paid on or before a date to be determined by the Board every year. Failure to pay by this date will result in the individual no longer being deemed a Member.
- c) Dues will not be prorated; no matter when in the calendar year they are paid.
- d) Members shall pay dues applicable to their category of membership as determined by the Board.
- e) The Board may change fees as it deems necessary, but not more than once within a fiscal year.
- f) The Board may levy other fees for determined purposes and amounts.
- g) Voluntary or involuntary withdrawal does not entitle a Member to a refund of paid dues or fees, except at the discretion of the Board.

4.6 Unprofessional Conduct

Unprofessional Conduct is 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;
- d) displays a lack of knowledge or a lack of skill or judgment in the career development profession; or
- e) displays a lack of adherence to the Canadian Standards and Guidelines for Career Development Practitioners, and the NSCDA Code of Ethics, whether or not that conduct is disgraceful or dishonorable, constitutes either unskilled practice or professional misconduct, whichever the Discipline Committee finds according to Board policy.

4.7 Discipline

A Member in any category may be disciplined for failing to adhere to 4.2 above, or for conduct that falls under 4.6. 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.

4.8 Transferability, Suspension or Cancellation, Resignation, Continuing Obligations, and Reinstatement / Readmission of Members

- a) Membership in the NSCDA shall cease:
 - i. Upon death, or
 - ii. If the member resigns by written notice, as outlined in 4.7(g)
 - iii. If the member ceases to qualify for membership in accordance with these bylaws, or
 - iv. If, by a vote of the majority of the members of the NSCDA or a majority vote of the Directors of the NSCDA at a meeting duly called and for which written notice of the proposed action has been given, the Member's membership in the NSCDA has been terminated as the result of a disciplinary action as outlined in 4.6.

- b) Transferability: Membership is not transferable and automatically terminates on death, resignation, revocation, or otherwise in accordance with the Bylaws.

c) 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 Membership Committee or its designate.

d) Resignation: Members may resign from the Association by providing written notice to the Association. The resignation is effective when approved by the Membership Committee or its designate. Unless decided otherwise, the Membership 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. 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.

e) Continuing Obligations: The discontinuance of membership in the NSCDA, no matter how caused, does not extinguish any debts or obligations of that Member.

f) Reinstatement / Readmission: A suspended or former Member may apply for reinstatement or readmission to the NSCDA:

- i. by submitting a written statement in the form prescribed by the NSCDA. The statement shall attest that conduct since the membership was suspended or cancelled was not in violation of the Code of Ethics, Bylaws, or policies of the NSCDA.
- ii. An appropriate fee determined by the NSCDA shall be paid and, other conditions including, but not limited to, experiential and educational requirements, may be required to be fulfilled before membership is re-established.
- iii. The Membership Committee or its designate shall deliver written notice of the decision with respect to reinstatement or re-admission.
- iv. Former Members who are refused reinstatement or re-admission may appeal to the Board and the decision of the Board is final.

5. Meetings

5.1 There shall be an Annual General Meeting of the members of the NSCDA for the purpose of confirming the selection of the Board, and carrying out other business of the NSCDA.

5.2 A member designated by the Board shall chair the Annual General Meeting. Normally, the chair of the meeting will be the Chair of the NSCDA.

5.3 An Annual General Meeting shall be held within three months after every fiscal year end and notice is required which must:

- a. Specify the date, place, and time of the meeting.

- b. Be given to the members (30) day prior to the meeting.
- c. Be given to the members by methods such as newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means.
- d. Specify the intention to propose a special resolution, and
- e. The non-receipt of notice by any member shall not invalidate the proceedings.

5.4 At the Annual General Meeting of the NSCDA the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- a. Minutes of the previous annual general meeting,
- b. Consideration of the annual report of the directors,
- c. Consideration of the annual financial report of the NSCDA,
- d. The appointment of auditors for the ensuing year,
- e. And election of directors,

5.5 A general or special meeting of the members may be held at any time and shall be called:

- a. If requested by the chair, or
- b. If requested by a majority of the directors, or
- c. If requested in writing by at least ten (10) of the members.

Notice to the members is required for general or special meetings. The notice must:

- d. Specify the date, place and time of the meeting.
- e. Be given to the members seven (7) days prior to the meeting.
- f. Be given to the members by methods such as newsletters, newspaper, television, radio, email, telephone, fax and/or other electronic means.
- g. Specify the nature of business, such as intention to propose a special resolution, or amend by-laws and
- h. The non-receipt of notice by any member shall not invalidate the proceedings.

5.6 A quorum at any Annual General Meeting, or special meeting, shall consist of ten (10) members in good standing of the NSCDA.

- a. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- b. If a meeting is convened as per by-law 5.3 and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the NSCDA.

- c. If a meeting is convened at the request of the members as per by-law 5.5(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved
- d. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

6. Voting Procedures

- 6.2 Each member of the NSCDA shall be entitled to one vote.
- 6.3 Members may not vote by proxy
- 6.4 Every question submitted to a vote shall have been duly circulated to the membership in advance of the meeting, in accordance to Section 5 above.
- 6.5 Every question submitted to a vote shall be decided by a simple majority of the votes cast. In case of a tie vote, the designated chair of the meeting shall cast the deciding vote.
- 6.6 On every question submitted to a vote, a declaration by the designated chair of the meeting that a resolution has been carried or lost shall be conclusive evidence of the fact, unless a poll is demanded.
- 6.7 At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

7. Board of Directors

- 7.1 The number of directors shall not be less than five or more than ten. Any member of the NSCDA shall be eligible to be elected a director of the NSCDA and a director of the NSCDA shall be a member of the Board and a Board member of the NSCDA shall be a member in accordance with the nominating guidelines of the NSCDA.

The Board complement shall consist of one representative from each of the following four geographic regions: Cape Breton, Metro, South/West/Valley, and North, plus up to six additional members-at-large who are not attached to particular geographic regions. To join the Board, potential members shall be nominated by NSCDA members in accordance with NSCDA nomination guidelines and policies.

- 7.2 The management and conduct of the NSCDA shall be the responsibility of the Board. In particular, the Board may engage an Executive Director, and determine his/her duties, responsibilities and remuneration.

- 7.3 The Board shall consist of four (4) executive officers and one to six Directors. The designated officers shall be: Chair, Vice-Chair and/or Co-chair, Secretary, and Treasurer.
- 7.4 Board members shall be appointed for a two-year term of office by means of selections from each region. Board members shall retire from office at the end of their term at the end of each annual general meeting at which their successors are elected. A board member's term of office may be extended for up to three additional one year terms if authorized by the board.
- [7.4a removed]
- 7.5 If a Board member resigns his/her office or ceases to be a member in the NSCDA, his/her office as Board member shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board from among the members of the NSCDA in accordance with the nominating guidelines of the NSCDA.
- 7.6 The Board shall meet as often as required to carry out the business of the NSCDA, with a minimum of one (1) meeting quarterly, and two (2) face to face meetings, one of which is the Annual General Meeting.
- 7.7 No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business. Every question submitted to a vote shall be decided by a simple majority of the votes cast. In case of a tie vote, the chair shall cast the deciding vote.
- 7.8 The Board shall participate fully in all activities of the NSCDA as required and deemed appropriate. They are expected to attend and participate in all board meetings.
- 7.9 The Board shall be responsible to the membership for the management and conduct of the affairs of the NSCDA. The board shall exercise all such powers and do all other acts that further the objectives of the NSCDA, subject to any resolutions of policy or procedures that the NSCDA may adopt at its meetings.
- 7.10 The elected Board shall serve without remuneration. However, a Board member may be paid or reimbursed for reasonable expenses incurred in the performance of the duties of the position as approved by the Board.
- 7.11 The office of a Board member shall be vacated automatically if:
- a. An officer delivers a written letter of resignation to the Secretary of the NSCDA.
 - b. At a special general meeting of the Board a resolution is passed by two-thirds (2/3) of the Officers present at the meeting that he or she be removed from office.
 - c. Misses two (2) consecutive Board meetings without just cause.
 - d. Is found to be guilty of unprofessional conduct as laid out in 4.4

8. Duties of the Executive Officers

- 8.1 Chair: The Chair of the NSCDA as authorized by the Board, shall preside at meetings, and shall sign all contracts, documents, or instruments in writing that require a signature, and shall have the powers and duties which may from time to time be assigned by the Board or the Annual General Meeting.
- 8.2 Vice-Chair: The Vice-Chair shall preside at any meeting in the absence of the Chair and shall assist and act in place of the Chair as required.
- 8.3 Treasurer: The Treasurer shall keep accurate accounts of moneys received and dispersed by the NSCDA and shall be responsible for the preparation and presentation to the Board of an annual budget. The Treasurer also shall be responsible for the presentation of the annual budget to the Annual General Meeting.
- 8.4 The Secretary shall:
- a. have responsibility for the preparation and custody of all books and records including:
 - i. the minutes of members' meetings,
 - ii. the minutes of the Directors' meetings,
 - iii. the register of members, and
 - iv. filing the annual requirements with the office of the Registrar, and
 - b. file with the Registry of Joint Stocks:
 - i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - d. have other duties as assigned by the Board.
- 8.5 The directors may also appoint a Recording Secretary to take minutes at Board and members' meetings. This individual may be a Director or a NSCDA staff member. The Recording Secretary is not an ongoing appointment; individuals may be appointed on an ad hoc basis for specific meetings.
- 8.6 Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
- a. if serving as a director,
 - b. when the possibility of a conflict is realized.
- 8.7 A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest

9. Committees

- 9.1 The Board may from time to time constitute such committees as it deems necessary and it shall prescribe their duties and responsibilities. These may be either Standing Committees or Ad Hoc committees. The committees may convene, adjourn, and otherwise regulate their meetings in accordance to the values and principles described in the Mission of the NSCDA, and shall conduct business in accord with the Committee's Terms of Reference. A simple majority of the members of the committee shall constitute a quorum for committee meetings. Standing committees shall be: Certification & Assessment, Communications, Conference, Discipline, Finance, Human Resources, Membership, Policy & Governance.
- 9.2 Ad hoc Committees - The Board may from time to time constitute such committees as it deems necessary and it shall prescribe their duties and responsibilities. The committees may convene, adjourn, and otherwise regulate their meetings in accordance to the values and principles described in the Mission of the NSCDA. A simple majority of the members of the committee shall constitute a quorum for committee meetings.
- 9.3 All committees shall be accountable to the Board. All decisions on policies or financial expenditures made by the committee(s) must be pre-approved by the Board.
- 9.4 In choosing members to serve on committees, care shall be taken to represent a broad cross-section of geographic regions and sectors in which career development is addressed.
- 9.5 Committee members who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
 - a. If serving as a committee member
 - b. When the possibility of a conflict is realized.
- 9.6 A conflict of interest does not prevent a member from serving as a committee member provided that he/she withdraws from the decision making on matters pertaining to that interest

10. Indemnities to the Board Members and Others

- 10.1 Every Board member of the NSCDA who has undertaken or is about to undertake any liability on behalf of the NSCDA, and their heirs, executors, administrators, and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the NSCDA from and against:
 - a. All costs, charges, and expenses whatsoever which such members of the Board, or other persons, sustains or incurs in or about an action, suit, or proceeding which is brought or prosecuted against him or her or in respect of

- any act, deed, matter, or thing whatsoever made, done, or permitted by him or her in or about the execution of the duties of the office; and
- b. All other costs, charges, expenses, which he or she sustains or incurs in or about, or in relation to, the affairs therefore, except such costs, charges, or expenses as are occasioned by his or her willful neglect.

11. Finances

- 11.1 The Board shall approve such financial procedures and controls necessary to ensure the sound management of the NSCDA.
- 11.2 The fiscal year of the NSCDA shall coincide with April 1-March 31st of the calendar year.
- 11.3 All cheques, drafts, orders for payment of money, and all notes and acceptances of bills of exchange, shall be signed by such officer(s) in such manner as the Board may from time to time designate.
- 11.4 The Treasurer shall be responsible for presenting an annual budget to the Annual General meeting, outlining expenses and projected revenue for the forthcoming fiscal year, and for providing regular financial updates at Board meetings.
- 11.5 The directors shall annually present to the members a written report on the financial position of the NSCDA. The report shall be in the form of:
 - a. A balance sheet showing its assets, liabilities and equity, and
 - b. A statement of its income and expenditures in the preceding fiscal year.A copy of the financial report shall be signed by the auditor or by two directors and filed with the Registry of Joint Stocks within fourteen (14) days after each annual meeting.
- 11.6 The NSCDA shall be able to borrow money in accordance with NSCDA financial policy.
- 11.7 Association members shall have the right to inspect the books and records of the NSCDA. Books and records will be available for inspection at all Annual General Meetings of the NSCDA or by making special arrangement for such an inspection with the Chair, Treasurer, or Secretary of the NSCDA at time and location convenient for the NSCDA member and the Board member.
- 11.8 No funds of the NSCDA shall be paid to or be available for the personal benefit of any member.

12. Contracts

- 12.1 The Board must approve contracts and other documents requiring the signature of the NSCDA.

13. By-Laws

- 13.1 Amendment to the By-laws may be made by special resolution of the members at any Annual General Meeting of the NSCDA, or at a Special Meeting of the NSCDA, provided the following conditions are met:

- a. Notice of the proposed amendments, additions, and/or deletions shall be presented to the Board not less than thirty (30) days prior to the date of the Annual General Meeting or Special Meeting.
- b. Copies of the proposed changes shall be circulated to the members twenty-one (21) days prior to the Annual General Meeting or Special Meeting by methods such as newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means.
- c. 75% of the members present at the Annual General Meeting or Special Meeting approve the special resolution.

14. Seal

- 14.1 The NSCDA does not have a corporate seal for business or other purposes