

# ADSA BY-LAWS



Updated June 2023

## *By-Law No. 1 – Name of the Association*

---

### **1. NAME**

The name of the Association shall be the “Alberta Debate and Speech Association” (ADSA).

---

## *By-Law No. 2 – Organization and Membership*

---

### **1. DISSOLUTION**

In the event of dissolution or winding-up of the Association, all of its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations.

### **2. BY-LAWS OF THE ASSOCIATION**

The Association By-Laws may be rescinded, amended or added to by a special resolution, moved and seconded, and passed by three-quarters majority of members attending the AGM. Members shall receive proposed resolutions no later than fourteen days prior to the AGM at which the resolution is to be discussed.

### **3. THE POLICY AND RULES MANUAL**

- 3.1** The Association Policy and rules Manual may be rescinded, amended or added to by a resolution, moved and seconded, and passed by two-thirds majority of Institutional Members present at an AGM. Members shall receive proposed resolutions no later than fourteen days prior to the AGM at which the resolution is to be discussed.
- 3.2** Between AGMs, a majority of the Board present at a Board meeting may rescind, amend or add to the policy and rules. Such resolutions may take effect immediately but shall be subject to ratification at the next AGM.

### **4. REGIONS**

The Board at the AGM shall recognize regions as the need arises.

### **5. MEMBERSHIP**

- 5.1** Any organization or individual having an interest in the Association program shall be eligible to apply for Membership.
- 5.2** The Board of Directors shall have discretionary power in determining eligibility for Membership.
- 5.3** Any Member wishing to withdraw from membership may do so upon notice in writing to the Executive of the ADSA Board.
- 5.4** Any member failing to comply with our Bylaws, Policies or Code of Conduct will be provided with a warning, and potentially, at the discretion of the Board, with notice of expulsion from our association without refund, depending on the nature of the rule violation.

### **6. TYPES OF MEMBERSHIP**

- 6.1** The five types of Association membership are: Institutional, Individual, Associate, Honorary and Alumni.
- 6.2** Any Institutional Member who is in arrears for fees for any year shall be automatically suspended on September 30<sup>th</sup> and shall thereafter not be entitled to membership privileges or powers in the Association until reinstated by the payment of their fees.
- 6.3** The period of membership shall be from September 1<sup>st</sup> to August 31<sup>st</sup>.
- 6.4** Institutional, Associate, Honorary or Alumni membership shall entitle an adult (18 years or over) to run for a position on the board, with the exception of the Alumni positions. ADSA alumni may fill the alumni positions.
- 6.5** Institutional, Associate, Honorary and Alumni Members shall receive the Association updates and notification of AGMs and Special General Meetings.

### **7. INSTITUTIONAL MEMBERSHIP**

- 7.1** Institutional Memberships shall be restricted to organizations sponsoring clubs that exist for the purpose of competing in ADSA sanctioned and sponsored events.
- 7.2** The annual fee for institutional membership is \$200.00.
- 7.3** Institutional Membership entitles the Member to:
  - a) Receive notification of all Association meetings and events.
  - b) Receive Minutes of all Board meetings, Special and AGMs.
  - c) Speak at AGM or Special Meetings.
  - d) Designate one coach to cast one vote at the AGM or Special Meetings.
- 7.4** Institutional memberships are available in three categories and are subject to specific guidelines:
  - a) School based:
    - Defined as clubs that are officially endorsed by a school, its administration and is coached by teacher supervisor(s)
    - Each school is restricted to one institutional membership, and where more than one organization applies for membership from a single school, the organization formally recognized by the school's administration will be given institutional membership.
  - b) Affiliated with school:
    - Defined as clubs that are officially endorsed by a school and its administration but is coached by outside adult supervisor(s) or parent(s)
    - These clubs must provide an annual letter from the current administration of the school indicating their support for the affiliate club.
    - These clubs must also submit an updated list of coaches and notify the ADSA of any coaching updates/changes throughout the year.

- Where a school does have a club, an affiliate will not be granted membership. Only one affiliate will be granted per school.
- c) Private:
  - Defined as clubs that are organized by private/non-school organization and coached by adults outside of a school.
  - Private organizations must receive endorsement from the Board to be granted institutional membership. To receive the Board's endorsement, a non-school organization must demonstrate that its objectives align with the objectives of the ADSA. These clubs must also submit an updated list of coaches and notify the ADSA of any coaching updates/changes throughout the year.
  - Private/Non-school organization may be for profit but must provide an avenue for debaters to participate at minimum cost.

## 8. INDIVIDUAL MEMBERSHIP

- 8.1** Individual Memberships shall be restricted to students whose club is an institutional member that exists for the purpose of competing in ADSA sanctioned and sponsored events.
- 8.2** The annual fee for Individual membership is \$20.00.
- 8.3** Individual membership entitles the Member, subject to space availability at the event, to:
- a) Participate in any ADSA sponsored or sanctioned event in each category that he/she may hold membership in.
  - b) Have the opportunity to qualify for and participate in any relevant national and/or international event.
- 8.4** Students registered at a school that holds a school-based or school-affiliated institutional membership must hold individual membership with their schools or school-affiliated institutional member, unless students' registration cannot be accommodated by the school-based or school-affiliated institutional member.
- 8.5** If schools do not have an officially recognized organization with institutional membership, the student may hold an individual membership with another school-based, school-affiliated, or private institutional member. Students:
- a) May participate in non-competitive activities with more than one institutional member.
  - b) Are restricted to competing with only one institutional membership in a program year.

## 9. HONORARY, ASSOCIATE AND ALUMNI MEMBERSHIP

- 9.1** Honorary, Associate and Alumni Membership shall entitle the Member to speak, but not vote.
- 9.2** The annual fee for associate membership shall be \$10.00.
- 9.3** Honorary and Alumni Membership shall be complimentary and shall be awarded by the ADSA Board of Directors.

## 10. GENERAL MEETINGS (SPECIAL AND ANNUAL)

- 10.1** An AGM dealing with aspects of the program and the operations shall be held on the occasion of the Provincial Debate Championships. The Provincial Debate Championships and AGM shall occur within 90 days of the fiscal year end, which is January 31<sup>st</sup>.
- 10.2** Special General Meetings shall be called by the Board of Directors or upon the written request to the President of thirty (30) percent of the Institutional Members.
- 10.3** Fourteen (14) days' notice in writing shall be given to all Members of the Association for any General meeting.
- 10.4** Representatives of twenty-five (25) percent of Institutional Members constitute a quorum.
- 10.5** The AGM shall consist of: (a) The Board of Directors elected under By-Law No. 4, Section 2; (b) One from each Institutional Membership and; (c) Associate, Honorary or Alumni Members who may speak but not vote.
- 10.6** Institutional Members shall have one vote at the AGM as noted by By-Law No. 3, Section 3.3 (d). Board Members shall also all have a vote.
- 10.7** E-Mail ballots may be conducted as deemed necessary by the AGM or the Board of Directors.
- 10.8** Current institutional members unable to send a representative to attend the AGM, who still wish to participate in the voting process, may do so by asking another member to cast their vote. The office will need to be notified at least 5 days in advance regarding who will place the vote on behalf of the absent member.

---

### *By-Law No. 3 – Board of Directors*

---

## 1. COMPOSITION

- 1.1** The Board of Directors shall consist of an executive of five members and eight other members that will include the alumni reps, regional reps and the Executive Director as a non-voting member.

The Executive membership on the Board will Bilingual and French Debate, Treasurer, and the ADSA Executive Director (Secretary). The ADSA Executive shall meet a minimum of three times per year, based on the school academic year. This will be the overall steering committee for the ADSA program. A Quorum for this meeting will be a minimum of three members of the Executive, including telephone-in representatives.

- 1.2** The Board shall appoint Board Members to fill vacancies, which may occur between the AGMs.

- 1.3** ADSA Executive Director

- a) The ADSA Board of Directors will be responsible for hiring an Executive Director.
- b) This position provides guidance/advice to the current Board and shall be reviewed annually.

## 2. ELECTIONS

- 2.1** Nominations

- a) Nominations for all positions except (b) below, may be accepted between notice of the AGM and during AGM itself.

- b) Regional Reps are selected at their respective Regional Tournaments prior to the AGM.
- 2.2 Terms
  - a) All board positions are two-year terms. A maximum of two consecutive two-year terms may be served in one position. In the absence of any other nominations, the Board may choose to waive this restriction.
- 2.3 President
  - a) The President shall be voted in at the AGM.
- 2.4 Vice President Speech; Debate; Bilingual Debate
  - a) These positions shall be voted in at the AGM.
- 2.5 Regional Representatives
  - a) The Regional Representatives for speech and debate shall be nominated and elected at the respective regional speech and/or debate finals.
  - b) These positions will be voted in at the respective regional final.
  - c) The members attending the AGM will ratify these positions.
- 2.6 ADSA Alumni Regional Representatives (2)
  - a) The Regional Alumni Representatives will be voted in at the AGM.
- 2.7 Treasurer
  - a) The Treasurer shall be voted in the AGM.

### 3. DUTIES OF BOARD MEMBERS

- 3.1 Duties of the President
  - a) Chair all Board Meetings, Special Meetings and the AGM.
  - b) Sit, as an ex-officio, on each of the working committees established to deal with specific issues, if desired.
  - c) Provide to the Executive Director: ongoing performance feedback, an annual performance evaluation, and Employment Contract updates as required by the Board.
  - d) Ensure that the Board develops the Annual Operating Plan for the AGM.
  - e) Based upon the direction of the Board, be responsible for the supervision and direction of the ADSA Office.
  - f) Ensure the Board approves, by June, the annual workshops, tournament schedule and in-servicing programs.
  - g) Ensure the Board approves the annual debate research packages no later than August.
  - h) Have charge of the Corporate Seal, which, whenever used, shall be authenticated by the signature of the President, or, in case of the death or inability to act, by a person authorized by the Executive of the Board of Directors.
  - i) Delegate these responsibilities to other members of the Board when necessary.
- 3.2 Duties of the Vice President Speech; Debate; Bilingual
  - a) Chair any Program Committees formed for their particular area of concern (speech, debate, or bilingual debate).
  - b) VP of Debate, working with the ADSA office, regional reps, and alumni reps, determines the research topics for the upcoming year. In consultation with middle school or junior high coaches, the VP of Debate will determine whether alternate topics may be needed to ensure accessibility to younger debaters.
  - c) Review the research packages and finalize for posting on the website.
  - d) VP of Bilingual is responsible for the translation of research materials as needed.
  - e) Plan the annual local, regional and provincial tournaments with the office and the regional reps. Ensure the initial general plan is provided at the AGM and the detailed plan prepared and presented to the ADSA Executive by June for approval.
  - f) Coordinate with the Debate and Speech Workshops through the ADSA office and alumni reps, their requirements to conduct workshops in regions, and any in-servicing that may be required for students, teachers or administrators.
  - g) Assist the ADSA Office with the provincially ADSA sponsored Speech and Debate tournaments.
  - h) Ensure that the ADSA Office has all the required information for the information package and schedule by end of June so that the complete package can be sent out no later than the third week in August.
  - i) In the event that the President is not available for a meeting or a period of time, one of the Vice Presidents will be designated by the Board to act on the President's behalf if
- 3.3 Duties of Regional Representatives (6)
  - a) Regions should appoint one representative for Speech, one for Junior Debate and one for Senior Debate.
  - b) Regional Representatives will be members of the General Board of Directors and will attend emergent meetings.
  - c) Provide effective communication and liaison between their individual clubs or coaches to the Board, ADSA Office or the particular Vice President of their program.
  - d) Providing support for new and existing coaches, administrators and/ or coordinating workshops to support the regional program.
  - e) Gather any rules or by-law changes that clubs wish to see for the AGM.
- 3.4 Duties of the ADSA Alumni Regional Representatives (2)
  - a) In order to fulfill their duties, these individuals should be extremely knowledgeable about debate, speech and ADSA's programming.
  - b) Create and assist the ADSA Office in maintaining an accurate list of alumni in their region.
  - c) Work with the VP of Debate and the ADSA office to determine the three prepared debate topics for the upcoming year.
  - d) Once topics are approved, prepare the research packages each year.
  - e) Coordinate any other special projects, which the ADSA Board directs.
- 3.5 Duties of the Treasurer
  - a) Work with the Executive Director, to provide an annual budget before the AGM, for the ADSA Board of Directors to peruse.
  - b) Provide an external financial audit from the previous fiscal year at the AGM.
  - c) Present the proposed annual ADSA budget for the next fiscal year at the AGM for approval.
  - d) Ensure that the financial books are audited each year.

- e) Ensure that cheque-signing privileges are coordinated between the Treasurer, the President and the ADSA Office and that two authorized personnel sign all cheques for payment of bills.
- f) Coordinate any other financial or budget matters as the Board may assign.

#### 4. BOARD MEETINGS

- 4.1 The Board of Directors will meet a minimum of three times during the school year.
- 4.2 A special meeting of the Board of Directors may be called on the instructions of any four (4) Members of the Board of Directors provided they request the President, in writing, to call such a meeting.
- 4.3 Three (3) days' notice in writing shall be given to all Board members for any Board meeting.
- 4.4 Half of the Board of Directors plus one shall constitute a quorum at meetings of the Board.

#### 5. RESIGNATIONS

A Member of the Board of Directors or an officer shall be deemed to have vacated their position if they deliver their written resignation to the Executive Director, or if they are required to resign by three-fourths of the votes cast at a general board meeting. The board member shall have prior notice and is entitled to be heard.

#### 6. REMUNERATION

Members of the Board of Directors or an officer shall not receive any remuneration for serving in that capacity but may receive reimbursement for expenses incurred in Board work provided that such expenses are duly documented and that reimbursement is approved by resolution of the Board of Directors.

#### 7. GENERAL AUTHORITY

The Board of Directors shall be empowered to exercise authority respecting any other matter considered necessary or advisable to carry out the purpose or intent of the ADSA By-Laws and the Policy and Rules Manual.

---

### *By-Law No. 4 – Employees*

---

#### 1. EMPLOYEES OF THE ASSOCIATION

- 1.1 The ADSA Office may appoint such agents and engage such employees, as it shall deem necessary from time to time to assist the Association.
- 1.2 Such person appointed under Section 1.1 shall have the authority, shall perform the duties and shall receive the remuneration that shall be prescribed by the ADSA Office at the time of appointment.

#### 2. DUTIES OF THE ADSA OFFICE - EXECUTIVE DIRECTOR

- 2.1 The Executive Director shall be hired by the Board and is accountable to the Board.
- 2.2 The Executive Director is responsible for conducting the business of Board in compliance with the Bylaws of the Association.
- 2.3 The Executive Director shall be responsible for implementing the policies of the Board.
- 2.4 The Executive Director is responsible for ensuring the preparation and maintenance of all books and records, and the Association website, and other duties specified in the job description provided and updated by the Board.
- 2.5 The Executive Director is responsible for the hiring, termination and supervision of any additional employees of the Association.

---

### *By-Law No. 5 – General Operations*

---

#### 1. AUDIT

- 1.1 The books, accounts and records of the Association shall be audited at least once per year.
- 1.2 A duly qualified Accountant appointed by the Board of Directors and ratified by the AGM shall undertake the audit, or should this not be possible, two (2) Members knowledgeable in accounting procedures who are elected by the AGM.
- 1.3 A complete and proper statement of the standing of the books of the previous year shall be submitted by the auditor(s) at the Association's AGM.
- 1.4 The book and records of the Association may be inspected by any Institutional Member of the Association at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Treasurer.

#### 2. BORROWING

For the purpose of carrying out its objectives, the Association may borrow, raise or secure the payment of money in such a manner as it deems fit, provided it is approved by the current Board of Directors.

#### 3. DECISION MAKING PROCEDURES

- 3.1 Routine decisions within the scope of the job description or as delegated by the Board of Directors are made by the authority of the Executive Director based on ADSA Bylaws and the Policy and Rules Manual.
- 3.2 Decisions regarding interpretation of policy, or extraordinary situations require consultation from the appropriate VP or Treasurer.
- 3.3 Consultation will occur with the VP of the particular activity, or the Treasurer in regards to spending.
- 3.4 If there is disagreement or if the issue is controversial, the President should be consulted.
- 3.5 If deemed necessary, these three can consult with the Executive for decisions.
- 3.6 Consensus should be the goal in all decision-making.

**4. TRAVEL**

Association employees and Members of the Board of Directors conducting business on behalf of the Association and using private transport, shall be subsidized by a reimbursement of their gas receipts. Any other expenses incurred by an employee or member of the Board of Directors for airfare, food or accommodation is reimbursable once original receipts are provided.

**5. SIGNING AUTHORITY**

The signing authorities for Financial and Business purposes shall be determined by the Board, with any two co-signing the cheques.

**BY-LAWS AFFIRMED BY:**

_____ Director's Signature	_____ Date	_____ Director's Signature	_____ Date
_____ Printed Name		_____ Printed Name	
_____ Title		_____ Title	