



BYLAW NO. 1

APPROVED: January 22, 1986

AMENDED AND/OR AFFIRMED BY THE BOARD OF GOVERNORS ON:

June 19, 1997

December 18, 2001

February 22, 2007



Alberta College of Art + Design
BOARD OF GOVERNORS

PREAMBLE

1. Statement of Mission and Mandate of the Alberta College of Art + Design:

MISSION:

ACAD is a leading centre for education and research, and a catalyst for creative inquiry and cultural development. We engage the world and create possibilities.

MANDATE:

The Alberta College of Art + Design, located in Calgary, Alberta, Canada, is a public board-governed college operating under the Post-Secondary Learning Act. As the only post-secondary institution in the prairie provinces devoted exclusively to advanced education, practice, and research in visual culture, design, and associated and emergent field, the Alberta College of Art + Design offers four-year undergraduate degrees and diplomas and graduate degrees, preparing learners for careers in visual culture and design. The college is a centre of excellence in education and research in fine arts, crafts, design, media arts & digital technologies and related liberal studies and supports life-long learning through is credit and non-credit continuing education programming.

The college acts as a local, provincial, national and international visual culture resource and through research is a producer of original knowledge leading to cultural development. Its public activities are designed to enhance the general awareness of the college and advance knowledge and understanding of the importance of visual culture and design to the economic, cultural and social life of the communities and society that it serves.

2. Terms of Reference of the Board of Governors of the Alberta College of Art + Design:

- a) The responsibilities of the Board are set out in the Post-Secondary Learning Act, 2003;
- b) Membership on the Board is also set out in the Post-Secondary Learning Act, which defines as well the term of office, meetings of the Board, quorum and voting, and the powers and duties of the Board;
- c) Board members, although many are selected because of their affiliation, are expected to act as representatives of the general public and not as delegates of a particular interest group. Acts of Board members are subject to the same standards of fidelity, good faith and subordination of private interests that apply to trustees generally;
 - i) whenever a conflict of interest occurs the Board member(s) should make it known to the Board and abstain from voting on the matter;

Amended on February 22, 2007



BOARD OF GOVERNORS

- ii) members should acquaint themselves with the Board's responsibilities, powers and duties delineated in the Post-Secondary Learning Act;
- d) The Board of the Alberta College of Art & Design is a corporation according to the Colleges Act, Section 3(4) and is responsible for:
 - i) Defining the purpose and role of the Alberta College of Art + Design;
 - ii) Selecting and appointing a President;
 - iii) Developing the broad policy of the institution;
 - iv) Managing the business of the corporation.

* * * * *

Amended on February 22, 2007

*Alberta College of Art + Design*

BOARD OF GOVERNORS

BYLAW NO. 1

1. The Chair, appointed by the Lieutenant Governor in Council, is recognized as the senior officer of the corporation;
 - a) To provide for a designated alternate to the Chair, the Chair, from time to time, shall appoint one Public Member to serve as Vice-Chair during the period designated by the Chair.
 - b) In addition to obligations as a member, the Vice-Chair shall carry out all responsibilities of the Chair in the event of the absence of the Chair or the inability of the Chair to act.
 - c) In the event that both the Chair and Vice-Chair are absent or unable to act, the Chair or the Board may appoint another Public Member to serve as Acting Chair for a specific meeting, event or purpose.
 - d) An Acting Chair, in addition to obligations as a Member, shall act with the powers normally exercised by the Chair for the specific meeting, event or purpose for which such person was appointed.
2. The Board shall appoint a Secretary to the Board who shall be responsible to the Chair and shall record the minutes of meetings and carry out other duties as defined by the Board.
3. The Board shall set the dates, times and places of meetings in advance and such will be communicated to all members by the Secretary.
4. As defined in the Post-Secondary Learning Act, a majority of the persons holding office from time to time as members of the Board constitutes a quorum.
5. The Board shall develop the terms of reference of the President of the Alberta College of Art + Design and shall set the remuneration for this position. Included in these terms shall be a definition of the reporting relationship between this office and the Board, and notice that the Board will be monitoring the performance and success of this officer in his role as President;

Amended on December 18, 2001

Amended on February 22, 2007



BOARD OF GOVERNORS

- a) The Board may delegate responsibility for the day-to-day operational, administrative and academic components of the Alberta College of Art + Design to the President, who in turn shall have authority to delegate responsibility for the operation and administration to senior officers of the college; however, the Board remains responsible for monitoring the success of both the college and of the President.
6. The Board will retain responsibility for appointing senior officers of the Alberta College of Art + Design.
7. The Board may set up various committees to advise the Board on specific matters. Such committees will report directly to the Board.
 - a) The Chair of the Board may appoint an Executive Committee of the Board, to be comprised of the Chair, the Vice-Chair, if one exists, the President + CEO, and a minimum of two public members of the Board. The decisions of this committee shall be ratified by the full Board., by either polling the Board or via a Board meeting.
8. The Chair shall be responsible for the conduct of the meetings of the Board and shall have the same voting privileges as the other members.
9. The Chair shall be the signing officer of the Board.
10. The Board:
 - a) shall be responsible for the administrative structure of the Alberta College of Art & Design and shall establish policies for the administration of the college;
 - b) shall set up specific financial operating procedures and shall define signature authorizations and limits, all of which may be subject to change and/or to being revoked at the will of the Board.
11. The Board shall be at liberty to set rates for honoraria and expenses according to the criteria established by the Government of Alberta.
12. The Board shall develop a Board policy manual and carry out an annual review of its policies.
13. Changes in these bylaws, by addition or alteration, may be made:
 - a) by notice to the members detailing such change or addition; such notice to be presented at a regular Board meeting for consideration at the next regular Board meeting;
 - b) by approval by vote, with 75% of the total Board members in office at the time voting affirmatively.

Amended on February 22, 2007



These bylaws were adopted by the Board of Governors of the Alberta College of Art & Design on January 22, 1986.

Original signed by George F.J. Gosbee

Chair, Board of Governors

Date of Amendments / Affirmations	Signed by:
Affirmed: June 19, 1997	
Amended: December 18, 2001	<i>Chair, J. Patrick Cashion</i>
Amended: February 22, 2007	<i>Chair, George F.J. Gosbee</i>