

ONTARIO PUBLIC SUPERVISORY OFFICERS' ASSOCIATION

**CONSTITUTION
AND
BY-LAWS**

BOARD OF DIRECTORS

May 2022

ONTARIO PUBLIC SUPERVISORY OFFICERS' ASSOCIATION

1. NAME

The association shall be named the Ontario Public Supervisory Officers' Association and may be referred to as "OPSOA" and is herein referred to as "the Association".

2. MEMBERSHIP

- 2.1. Active members of the Association shall be persons who are currently employed by and working as Supervisory Officers for any public district school board under the Education Act, R.S.O. 1990, c. E.2 in accordance with this Constitution and By-Laws of the Association. Superintendents are members of OPSOA. Each director of a public district school board is a member of the Council of Ontario Directors of Education (CODE), a member of the Public Directors of Education (Public CODE or PCODE), and a member of OPSOA.
- 2.2. This Constitution also provides for associate members, honorary life members, and OPSOA alumni members as outlined in By-Law 2: Membership.

3. REQUIREMENTS FOR MEMBERSHIP

- 3.1. To become a member a supervisory officer must hold Supervisory Officers' qualifications under the Education Act or **must be a Supervisory Officer or an educational official** who is deemed to hold such qualification or hold a university degree or professional qualification acceptable to the governing body of the Association and who is not a statutory member of the Ontario Teachers' Federation.
- 3.2. To become a member a person must pay the annual fee as specified in the By-Laws.
- 3.3. The classes of membership and requirements for membership may be changed by the governing body of the Association with the approval of the membership in accordance with By-Laws adopted by the Association.

4. PURPOSES AND OBJECTS OF THE ASSOCIATION

The purpose is to form an association of professional public Supervisory Officers; to advance the cause of public education; promote the improvement of student achievement; and support a system that advocates success for all students. OPSOA's Strategic Plan will be guided by the Purposes and Objects of the Association described below.

- 4.1. To provide a distinctive voice for public Supervisory Officers in the province of Ontario.
- 4.2. To further common interests in the cause of education in Ontario by working cooperatively with other organizations and associations.

- 4.3. To promote effective leadership and the development and growth of Supervisory Officers in Ontario.
- 4.4. To promote ethical practices among the members of the Association.
- 4.5. To maintain a liaison with and advise the Ministry of Education and other appropriate organizations on matters pertaining to education.
- 4.6. To provide welfare, counselling, and advice for members.

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1. GENERAL

1.1. Definitions of Terms

- 1.1.1. "Association" means the Ontario Public Supervisory Officers' Association.
- 1.1.2. "Board" means Board of Directors of the Association.
- 1.1.3. "Chairperson" means an individual who presides over a meeting and/or a board.
- 1.1.4. "Committee" means any committee established by the Board in accordance with these By-Laws.
- 1.1.5. "Director" means a member of the Board of Directors of the Association.
- 1.1.6. "Ex-Officio Member" of a committee is one who is permitted but not required to act as a member of a committee, is allowed to vote, but is not counted in determining the quorum.
- 1.1.7. "Public" means a person employed by a public district school board in Ontario.
- 1.1.8. "Supervisory officer" means a person who is qualified in accordance with the regulations governing Supervisory Officers and who is employed by a board and designated by the board, or in the Ministry and designated by the Minister. Supervisory officers perform such supervisory and administrative duties as are required of Supervisory Officers by the Education Act and the regulations.
- 1.1.9. "Year" means the membership year of September 1 through August 31. The terms of officers and members of the Board of Directors shall coincide with the membership year of September 1 through August 31.
- 1.1.10. "Region" means that OPSOA is divided into membership from each of six (6) regions of the province of Ontario as set out in these By-Laws according to the areas of jurisdiction of the boards listed in Schedule A. For the purposes of PCODE, regions shall be the six (6) Ontario Ministry of Education regions that are listed in Schedule A.
- 1.1.11. "CASSA" means the Canadian Association of School System Administrators.

2. MEMBERSHIP

Membership is open to all public Supervisory Officers in Ontario.

2.1. Active Members

- 2.1.1. An active member of the Association shall be a Supervisory Officer currently employed by and working for a public district school board or an educational institution recognized by the Association.
- 2.1.2. Active members, who have paid their dues or fees, are:
 - a) entitled to one (1) vote on each question arising at any general meeting, or regional meeting in which they are a member;
 - b) eligible to hold any office in the Association and may participate in any or all of the activities in the Association and;
 - c) entitled to participate equally in the distribution of the property of the Association upon its dissolution.
- 2.1.3. Effective 1996, active membership is available to certificated persons appointed from seconded positions for a period of time as specified by the terms of their appointments as Supervisory Officers.

2.2. Associate Members

- 2.2.1. The following persons shall be eligible for associate membership:
 - a) Supervisory Officers employed by district school boards who are active members of the Association des gestionnaires en éducation franco-ontarienne (L'AGÉFO) or the Ontario Catholic Supervisory Officers' Association (OCSOA);
 - b) education officials employed outside the province of Ontario in a capacity that would make them eligible for active membership if within Ontario, or in equivalent roles but employed by organizations other than district school boards whose applications are acceptable to the Board of Directors;
 - c) former active members who, through the process of board restructuring, were declared redundant under the requirements of section 7, Ontario Regulation 309 and transferred to another position in the same district school board;
 - d) former active members who, after retirement under the conditions of the Teachers' Pension Act or the Ontario Municipal Employees' Retirement

System, assume employment under a fee-for-service contract with a public district school board;

- e) former active members who are seconded to a position outside of a district school board.

2.2.2. Associate members who have paid their dues or fees have all the rights of an active member, except:

- a) the right to vote on any question at any meeting;
- b) the right to hold office in the Association; or
- c) the right to employment protection through the Membership Assistance Program (MAP) legal reserve fund.

2.3. Honorary Life Members

2.3.1. Honorary life members are persons who the Board of Directors, by a duly authorized resolution, invite to become honorary life members based on their having made an outstanding contribution to public education in Ontario.

2.3.2. Honorary life members shall have all the rights of an active member, except:

- a) the right to vote on any question at any meeting;
- b) the right to hold office; or
- c) the right to employment protection through the Membership Assistance Program (MAP) legal reserve fund.

2.4. OPSOA Alumni Members

2.4.1. The following persons shall be eligible to be alumni members:

- a) active OPSOA members who are in good standing and who retire from their employment; and
- b) active members of OAEAO who retired from a public district school board prior to October 1998.

2.5. Membership Dues

2.5.1. Dues for active and associate members are established by majority vote of the active members at an annual meeting or other general meeting of OPSOA, notice of which shall include notice of the intention to seek any changes to such fees.

- 2.5.2. OPSOA alumni members' fees shall be established and approved by the Board of Directors and reviewed by the Board of Directors on an annual basis.

3. OPSOA ALUMNI ENGAGEMENT

3.1. Opportunities

Alumni will have the opportunity to engage in leadership and professional learning at the regional meetings as well as the OPSOA annual conference. Alumni are also encouraged to participate in the OPSOA mentoring program.

4. MANAGEMENT – THE BOARD OF DIRECTORS

4.1. Authority

- 4.1.1. The business of the Association shall be managed by a Board of Directors elected by the membership in the manner described herein.

4.2. Eligibility

- 4.2.1. Only active members are eligible to hold office.

4.3. Responsibilities

- 4.3.1. The directors shall administer the affairs of the Association and make or cause to be made for the Association in its name, contracts for office accommodation, staff, equipment, and supplies as may be required for the operation of the affairs of the Association and may authorize payment of travel and meeting expenses and such other expenses as may be necessary for the fulfillment of the objects and purposes of the Association.
- 4.3.2. The directors shall be responsible for the development, implementation, and monitoring of a multi-year strategic plan for the Association.
- 4.3.3. The directors are responsible for reporting the progress of the plan to the membership at the annual general meeting.
- 4.3.4. The directors are responsible for the annual review of the OPSOA Constitution and By-Laws.
- 4.3.5. Except for those fees collected specifically for PCODE, the directors shall have the power to invest funds of the Association that are not immediately required in government bonds, term deposits, or other securities authorized for trustee investment in Ontario.
- 4.3.6. The directors shall review and approve the annual budget for OPSOA.

4.3.7. The directors are responsible for Communication Strategy.

4.4. Remuneration

4.4.1. No director may receive remuneration for the holding of office or for the performance of duties of a director.

4.4.2. The Board of Directors may approve a professional development allocation for the president or a member of the Board to assist in carrying out duties related to the office.

4.5. Composition

The Board of Directors shall consist of eleven (11) voting persons as follows:

- a) the president;
- b) the immediate past-president;
- c) the president-elect;
- d) the treasurer;
- e) the representative of the Public Council of Ontario Directors of Education (PCODE);
- f) one director from each of the six (6) regions.

The Board of Directors may add, at its discretion, up to two (2) additional voting members.

The executive director shall be a non-voting member.

4.6. Term of Office

4.6.1. The term of office of elected members of the Board of Directors shall normally be for two (2) years with an option for a third year.

4.6.2. All terms are renewable subject to the approval of the region.

4.6.3. The term for the treasurer shall be three (3) years, with an option for an additional year, with Board approval.

4.7. Mid-Term Vacancies

4.7.1. If a vacancy should occur among the regional directors on the Board of Directors, the Board of Directors shall seek candidates through email or other appropriate means of communication to all regional members.

- 4.7.2. A tally vote of the region's membership shall be set by the Board, and the successful candidate shall be contacted by the president or designate.
- 4.7.3. The two (2) year rotation of members from the six (6) regions shall be respected. Should there be a mid-term vacancy, the two (2) year rotation of members from the six (6) regions shall start on the date of appointment, with an option of a third year.
- 4.7.4. The election of directors from each of the six (6) regions shall be held during the OPSOA annual conference by formal voting procedures of those present and by written proxy at the annual regional meetings. Regional representatives shall be active members in a district school board within the region.
- 4.7.5. When for any reason members of the Executive Committee, excluding the treasurer, are unable to complete their term of office, the vacancy shall be filled by the members of the Board of Directors by appointing from among themselves to fill the vacancy.

4.8. Proxy Vote

- 4.8.1. Active members may vote at elections held at the annual meeting of the Association or at an annual region meeting by written proxy.
- 4.8.2. Proxy votes must be assigned to a member of the district school board from whom the proxy originated or to a member of the Board of Directors of the Association.
- 4.8.3. The carrier of the proxy carries only the vote and not the direction of the vote.
- 4.8.4. The directors may authorize a vote by proxy on specific questions other than elections when the directors consider it appropriate.

4.9. Meetings

- 4.9.1. Meetings of the Board of Directors will be at the call of the president or may be initiated by a request, in writing, from three or more of the members of the Board of Directors.
- 4.9.2. Meetings may be held face-to-face, by teleconference, or through electronic means.
- 4.9.3. The first meeting of the Board of Directors shall be held by September 30.
- 4.9.4. Regular meetings of the Board of Directors shall be held at such time, day, and place as the Board may determine.

- 4.9.5. Notice of meetings of the Board of Directors shall be given not less than seven (7) days before the meeting is to take place and may be given by written notice, by telephone, or by email.
- 4.9.6. An error in the notice or in giving the notice shall not invalidate the business enacted at the meeting of the directors, provided that most of the directors are present at the meeting.
- 4.9.7. A meeting of the Board of Directors may also be held, without notice, immediately following the annual meeting of the Association.
- 4.9.8. The Board of Directors may consider or transact any business, either special or general, at any meeting of the Board.
- 4.9.9. Quorum shall be 50% + 1 of the voting members of the elected Board.
- 4.9.10. Approval of any question at any meeting of the Board of Directors shall require the support of the majority of the directors' present.
- 4.9.11. Votes at any such meeting shall be taken by ballot if so, requested by any director present. If no request is made, the vote shall be taken by a show of hands. Votes shall be taken orally on teleconference.
- 4.9.12. A declaration by the chairperson that a motion has been carried or defeated will be entered the minutes.
- 4.9.13. When a recorded vote has been requested by a director before the chairperson calls for the vote on a question, the names of those who vote in favour of the question, of those who vote in opposition, and of those who abstain shall be entered the minutes.
- 4.9.14. In case of a tie vote, the motion is defeated.

5. EXECUTIVE COMMITTEE

- 5.1. The Executive Committee shall be comprised of the president, past-president, president-elect, the treasurer, and the executive director.
- 5.2. The duties of the Executive Committee shall be as required by these By-Laws and as may be determined by the Board.
- 5.3. The meetings of the Executive Committee will be at the call of the president and may be initiated by a request from two or more of the members of the Executive Committee.
- 5.4. The Executive Committee is empowered to:

- a) conduct, between meetings of the Board, all business authorized by the Board of Directors;
- b) deal with any urgent matter that might arise between Board meetings and which in the opinion of the president warrants attention prior to the next meeting of the Board; and
- c) represent the Association in meetings with other organizations.

5.5. The president of the Board of Directors may second any member of the Association as an advisor to the Executive Committee. Such an individual may, if requested, participate in meetings of the Executive Committee with external organizations.

6. EXECUTIVE DIRECTOR

6.1. The Board of Directors may appoint an Executive Director and fix the terms for the contractual services.

6.2. If the Board of Directors does not appoint an Executive Director, the Board shall appoint a person or persons as may be necessary to fulfill the functions that might otherwise be carried out by an Executive Director.

6.3. The Executive Director shall be a non-voting member of the Board of Directors and the Executive Committee.

6.4. The duties of the Executive Director shall be as follows:

- a) work closely with the Board of Directors and Executive Committee in the management of the affairs of the organization;
- b) ensure expenses are in accordance with the budget;
- c) attend meetings of the general membership and of the Board and the Executive Committee;
- d) be responsible for the records and minutes of all proceedings of the Association;
- e) issue notices of meetings as required;
- f) be custodian of all books, papers, records, correspondence, contracts, documents, books of account, and accounting records of the Association;
- g) distribute to members copies of minutes of the general meetings of the membership and meetings of the Board;
- h) manage regular office operations;

- i) supervise staff;
- j) manage communications with all members;
- k) liaise with organizations and associations in Ontario and elsewhere;
- l) organize meetings and conferences;
- m) structure and organize staff development sessions;
- n) respond to members' issues;
- o) maintain a high profile for the organization in various provincial forums including the Ministry of Education;
- p) develop positions for the organization in selected areas and communicate these positions broadly; and
- q) implement strategies as defined in the OPSOA Strategic Plan.

7. OFFICERS OF THE ASSOCIATION

7.1. Officers and Duties

The officers of the Association are the president, the past-president, the president-elect, the treasurer, and the executive director who shall act as secretary and be a non-voting member.

7.2. President: Election and Duties

The president shall be approved, together with the full slate of executive officers, at the annual general meeting in the spring and shall take office on September 1. The term of the president shall be from September 1 through August 31 of the following year.

The president shall:

- a) preside at all meetings of the members of the Association and of the Board of Directors and of the Executive Committee;
- b) be charged with the general management and supervision of the business of the Association;
- c) have the responsibility of reporting to meetings of the Board of Directors the activity of the Executive Committee;
- d) present, with the treasurer, an annual budget for approval to the Board of Directors two (2) months prior to the annual meeting; and

- e) be the representative voice for the Association.

7.3. President-Elect: Duties

The president-elect shall:

- a) in the absence of the president, exercise the duties and powers of the president;
- b) be responsible for the membership activities of the Association;
- c) be the chair of the annual conference planning committee.

7.4. Treasurer: Duties

The treasurer shall be responsible for:

- a) oversee the accounting of all receipts and disbursements of the Association;
- b) oversee the depositing of all monies and other securities of the Association for safe-keeping in the name of the Association in such bank or financial institutions as designated by resolution of the Board;
- c) oversee the disbursement of funds of the Association in accordance with the direction of the Board;
- d) provide, as required by the Board or by the auditors, an account of all transactions and of the financial position of the Association;
- e) present a written treasurer's report quarterly; and
- f) present, with the president an annual budget to the Board of Directors two (2) months prior to the annual meeting.

7.5. Past-President: Duties

The past-president shall represent the Canadian Association of School Administrators (CASSA) on the OPSOA Board of Directors.

8. STANDING COMMITTEES

The following are standing committees of the Association. The terms of reference and the membership shall be determined by the Board of Directors. The president of the Association and the executive director shall be ex-officio (non-voting) members of all Association committees.

8.1. Nominating Committee for the Executive Officers

- 8.1.1. The past-president or designate shall be the chairperson of the nominating committee.
- 8.1.2. The nominating committee is to be comprised of the past-president and one (1) representative from each region.
- 8.1.3. The region representative for the nominating committee is to be named by the region representative on the Board of Directors
- 8.1.4. The region representative should have a minimum of three (3) years' experience as a supervisory officer.
- 8.1.5. The nominating committee reports to the Board of Directors two (2) months prior to the annual meeting, and the directors vote on the acceptance of the nominating committee report at the next Board meeting.
- 8.1.6. The Board of Directors notifies the membership of the recommended nominee at least one (1) month in advance of the annual meeting.
- 8.1.7. Nominations for positions on the Executive Committee, for which there are no nominees, will be accepted up to one (1) hour before the slate of officers is ratified at the annual meeting.
- 8.1.8. The president-elect's office shall not be held consecutively by a representative from the region of the sitting president-elect.
- 8.1.9. Nominees must complete the information package provided by the nominating committee chair (see Appendix One and Two).
- 8.1.10. The committee chair will advise all nominees of the Board of Directors' final decision.

8.2. Conference Planning Committee

- 8.2.1. The Conference Planning Committee is responsible for the planning for the OPSOA Annual General Meeting. This includes logistics, determination of theme, agenda, presenters, recruitment of sponsors, and additional details.
- 8.2.2. The Conference Planning Committee will be comprised of an appointed member representing each of the six (6) regions; members may serve on the committee for a term of two (2) years with the option of an additional year.
- 8.2.3. The president-elect shall sit as the chair of the Conference Planning Committee.

- 8.2.4. The executive director shall sit as a member of the Conference Planning Committee.
- 8.2.5. An OPSOA Alumni member will be invited to sit as a member of the Conference Planning Committee.
- 8.2.6. The Board of Directors may, by resolution, recruit members beyond the Conference Planning Committee to support conference planning.
- 8.2.7. The Chair of the Planning Committee, in communication with the executive director, will provide an oral report for presentation at monthly Board meetings.
- 8.2.8. The Conference Planning Committee will submit an agenda to the Board of Directors for approval by resolution two (2) months prior to the annual conference.

8.3. Equity and Inclusion Committee

- 8.3.1. The mandate of the Equity and Inclusion Committee is to build the knowledge and understanding of OPSOA members specific to equity, diversity and inclusion that translates into practices that address the needs, challenges, and opportunity for inclusion for the diverse community in educational leadership in Ontario.
- 8.3.2. The Board of Directors shall appoint, by resolution, one (1) member from each of the six (6) regions as members of the Equity and Inclusion Committee.
- 8.3.3. The Board of Directors shall appoint, by resolution, one (1) member of the Board of Directors to support the work of, and act as a liaison, for the Equity and Inclusion Committee.
- 8.3.4. The Board of Directors may, by resolution, appoint members beyond the Equity and Inclusion Committee identified in 8.3.2 to support the work of the Equity and Inclusion Committee.
- 8.3.5. The Executive Director shall sit as an ex-officio member of the Equity and Inclusion Committee.
- 8.3.6. The Executive Director shall invite a member of the OPSOA Alumni Association to sit as a member of the Equity and Inclusion Committee.
- 8.3.7. The Board of Directors shall, by resolution, appoint a member to chair the Equity and Inclusion Committee.

- 8.3.8. The Board liaison, in communication with the Chair, shall provide a regular written or oral report for presentation at monthly Board meetings; a written summary report, jointly prepared by the Chair and the Board liaison, shall be provided at the Annual General Meeting.
- 8.3.9. Members shall serve on the Equity and Inclusion Committee for a term of two (2) years with the option of an additional year.

8.4. Finance Committee

- 8.4.1. The Finance Committee is responsible for coordinating the financial affairs of OPSOA.
- 8.4.2. The Board of Directors shall appoint, by resolution, members of the Finance Committee.
- 8.4.3. The president and treasurer shall sit as members of the Finance Committee.
- 8.4.4. The treasurer shall chair the Finance Committee.
- 8.4.5. The executive director shall sit as an ex-officio member of the Finance Committee.
- 8.4.6. The treasurer, in cooperation with the executive director, shall provide reports at monthly Board meetings.
- 8.4.7. The treasurer, in communication with the president of OPSOA, shall provide a written report for presentation at the AGM.

8.5. Professional Learning Committee

- 8.5.1. The Professional Learning Committee is established annually to research and promote professional learning relevant to OPSOA members.
- 8.5.2. The Board of Directors may, by resolution, appoint members of the Board of Directors to the Professional Learning Committee.
- 8.5.3. The Professional Learning Committee may include additional members, other than regional directors, as approved by the Board of Directors.
- 8.5.4. The Board of Directors will appoint a member to chair the Professional Learning Committee.
- 8.5.5. Members shall serve on the Professional Learning Committee for a term of two (2) years, with the option of an additional year.

8.6. Mentoring Committee

- 8.6.1. The Mentoring Committee is established annually to provide support to newly appointed Superintendents of Education.
- 8.6.2. The Board of Directors shall appoint, by resolution, one (1) member from each of the six (6) regions as members of the Mentoring Committee.
- 8.6.3. The Board of Directors shall appoint, by resolution, two newly appointed Superintendents of Education as members of the Mentoring Committee.
- 8.6.4. The Mentoring Committee may include additional members, other than regional directors, as approved by the Board of Directors.
- 8.6.5. The Board of Directors will appoint a regional director to chair the Mentoring Committee.
- 8.6.6. Regional members shall serve on the Mentoring Committee for a term of two (2) years, with the option of an additional year.

8.7. Supervisory Officer's Qualification Program (SOQP) Advisory Committee

- 8.7.1. The SOQP Advisory Committee is responsible for providing advice and recommendations regarding the offering of the OPSOA Supervisory Officer's Qualification Program (SOQP).
- 8.7.2. The Board of Directors, by resolution, shall appoint the members of the SOQP Advisory Committee. Members will include the OPSOA Executive members, a newly appointed Superintendent, a member of the OPSOA Mentoring Committee, the Chair of P CODE and the OPSOA SOQP Facilitator.
- 8.7.3. The SOQP Advisory Committee may include additional members as approved by the Board of Directors.
- 8.7.4. The OPSOA SOQP Facilitator shall serve as chair of the SOQP Advisory Committee.
- 8.7.5. Members of the SOQP Advisory Committee shall have a one (1) to three (3) year term corresponding to the length serving in one's respective role within the association or committee.
- 8.7.6. The newly appointed Superintendent serving on the SOQP Advisory Committee shall be a one (1) year term.

9. AD HOC COMMITTEES AND REPRESENTATIVES

9.1. Ad Hoc Committees

- 9.1.1. The Board of Directors may, by resolution, appoint special or ad hoc committees to deal with specific matters.
- 9.1.2. The motion establishing such a committee shall clearly specify its purpose, terms of reference, specified timeline, and the chairperson.
- 9.1.3. The members of a special or ad hoc committee established by the Board of Directors shall be appointed by the president in consultation with the chairperson of the committee with due consideration to geographic distribution, expertise, experience, and the interests of the Association members.
- 9.1.4. Ad hoc or special committees shall be dissolved either by Board resolution or upon completion of their assigned task.

10. APPOINTMENTS TO REPRESENT THE ASSOCIATION

- 10.1. Requests from provincial organizations or external bodies for OPSOA representatives shall be brought to the OPSOA Board of Directors. When timelines are restricted, these requests will be presented to the Executive Committee.
- 10.2. The criteria, meeting times, and dates, as well as the OPSOA perspective will be shared with all members for review.
- 10.3. Applications will be considered, and the final selection will be at the discretion of the Executive Committee.
- 10.4. The president, in making such appointments, shall give due consideration to the requirements of the position, the expertise and experience of the members of the Association, and to regional distribution of members.
- 10.5. The president shall advise the Board of Directors of any such appointments at the next meeting of the Board.

11. PUBLIC COUNCIL OF ONTARIO DIRECTORS OF EDUCATION (PCODE)

11.1. Role

The directors of education of the thirty-one (31) public district school boards in Ontario provide education leadership for two-thirds (2/3) of the students in the schools of the province. As leaders, they are a critical part of the governance structure of the system.

11.2. Guiding Principles

- 11.2.1. Each director shall commit and make available up to twenty (20) days per year to advance the objectives of PCODE.
- 11.2.2. PCODE shall support OPSOA in the development of a strategic plan to increase the involvement and impact of public Supervisory Officers and directors of education.
- 11.2.3. PCODE shall establish a resource bank of experienced individuals to work to address issues as determined by PCODE membership.
- 11.2.4. PCODE shall meet regularly to take action on issues and manage the strategic plan.
- 11.2.5. Each Director shall provide funding to support initiatives of PCODE.

11.3. PCODE Executive Committee

- 11.3.1. A member from each of the six (6) Ministry regions in Ontario will be elected by the directors of education in their region to be part of the Executive Committee of PCODE. The director of education for the Toronto DSB will serve as an additional representative. At least two (2) regional meetings shall be called by the executive members, one to elect representation.
- 11.3.2. A chair and vice-chair shall be duly elected from the six (6) regional representatives by the membership at the annual meeting to be held in June of each year. The region from which the Chair is selected shall elect an additional representative to serve on the executive as a voting member.
- 11.3.3. The term of office for each of the chair and vice-chair shall be two (2) years. The immediate past chair, while a member of PCODE, shall continue to serve on the executive.
- 11.3.4. The chair or vice-chair of PCODE shall represent the Executive Committee of PCODE.
- 11.3.5. The chair of PCODE will act as the chair of regular meetings and meetings of the Executive Committee of PCODE.
- 11.3.6. Six (6) members of the Executive Committee of PCODE and the PCODE executive director will be the designated representatives to the Executive Committee of the Council of Ontario Directors of Education (CODE).
- 11.3.7. The PCODE Executive Director shall act as the resource to the PCODE Executive Committee.

11.3.8. The PCODE Executive Committee shall hire the PCODE executive director to work exclusively with PCODE and shall work with the OPSOA executive director. The term will be two (2) years with a possible one (1) year extension. (See Schedule C).

11.4. Term of Office of PCODE Executive Committee

11.4.1. The term of office for executive members of PCODE will be two (2) years. Up to a maximum of three (3) consecutive terms of office (6 years) are allowed.

11.5. Meetings of PCODE

11.5.1. PCODE shall meet six (6) times per year:

- a) late August
- b) early October
- c) January (at CEO Conference)
- d) March (Conference)
- e) April (OPSOA Conference)
- f) early June (AGM) (election of chair and vice-chair)

11.5.2. The executive of PCODE shall attempt to meet face-to-face or by teleconference on a monthly basis.

11.5.3. Regional PCODE meetings will be held twice per year, one to determine representation on PCODE executive.

11.6. Funding of PCODE

11.6.1. In addition to the OPSOA dues, funding is provided by the directors of education for the operation of PCODE and will be collected annually by the executive director of OPSOA.

11.6.2. Additional funding will be reviewed at the June annual meeting.

11.6.3. These funds will provide for:

- a) registration costs for members at the annual CEO Conference;
- b) March conference expenses for attending members;
- c) regular and executive meeting expenses; and

d) costs associated with the PCODE executive director.

12. ASSOCIATION MEETINGS

12.1. Annual and General Meetings

- 12.1.1. The annual meeting of the Association shall be held at a time and place determined by resolution of the Board of Directors. The annual meeting may be held face-to-face or through electronic means.
- 12.1.2. Notice of the time and place of the annual meeting shall be given to each active and associate member by mail, email, or other approved electronic communication thirty (30) days before the date fixed for the meeting, provided that any meetings of members may be held at any time and place without such notice if all the members of the Association are present thereat, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.
- 12.1.3. No error or omission in giving notice of any annual or special meeting, or of any adjourned meeting, whether annual or general, to any individual of the Association shall invalidate the meeting or make void any actions taken there; and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all actions taken there.
- 12.1.4. For the purpose of sending notice to any member, director, or officer for any meeting, such notice shall be sent to the last address recorded on the books of the Association.
- 12.1.5. The order of business at the annual meeting shall be decided by the Board of Directors but may be changed by a majority vote of the members present.
- 12.1.6. A quorum for the transaction of business at the annual general meeting of the Association shall consist of not fewer than 51% of members in attendance.
- 12.1.7. Subject to other provisions of this Constitution, each active member of the Association shall be entitled to vote at all meetings of members.
- 12.1.8. All motions proposed at Association meetings must be in writing.
- 12.1.9. At all meetings of members, approval of any question, except for changes to By-Laws, shall require a majority of the active members present. Those resolutions which result in changes to By-Laws require 75% approval of those active members present.

- 12.1.10. Every question shall be decided, except as otherwise provided herein, by a show of hands, unless a secret ballot is requested by a member and accepted by a majority of members present.
- 12.1.11. A declaration by the chairperson that a resolution has been carried and an entry to that effect made in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact. The number or proportion of the votes in favour of or against such a motion is not required.
- 12.1.12. If a secret ballot is requested and approved in the manner described above, and the request is not subsequently withdrawn, the poll or secret ballot shall be taken as the chairperson shall direct and the result of such poll or secret ballot shall be deemed the decision of the Association.
- 12.1.13. In the case of a tie vote at any general meeting, whether by show of hands or a ballot, the motion is defeated.
- 12.1.14. Any meetings of the Association or of the Board of Directors may be adjourned, and business that might have been transacted at the original meeting may be transacted at the later meeting. No notice shall be required of any such adjournment, and adjournment may be made notwithstanding that no quorum is present.
- 12.1.15. Motions that rise from the floor shall be referred to the Executive Director. The Executive Director shall advise the chair as to the proper timing and placement on the meeting agenda for the motion to be brought forward for consideration.
- 12.1.16. *Robert's Rules of Order Newly Revised* shall be followed for all questions of order not addressed in these By-Laws.

13. INDEMNITY

- 13.1. OPSOA hereby consents that every director or officer of the organization and his/her heirs, executors, and administrators, and estate and effects, respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the company from and against:
 - a) all costs, charges, and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her in or about the execution of the duties of his/her office when actively involved or following the term of duty as an officer or alleged so to be;

- b) all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

14. AUDITOR

- c) The Board of Directors shall ensure that the Association's annual financial statements are audited and for that purpose, shall appoint an auditor with a formal Canadian accounting designation (CA, CMA, CGA) or equivalent.

15. SCHEDULE A

PUBLIC DISTRICT SCHOOL BOARDS BY REGIONS OF OPSOA

<p>CENTRAL</p> <p>Bluewater DSB</p> <p>Durham DSB</p> <p>Halton DSB</p> <p>Peel DSB</p> <p>Simcoe County DSB</p> <p>Trillium Lakelands DSB</p> <p>York Region DSB</p>	<p>EASTERN</p> <p>Hastings & Prince Edward DSB</p> <p>Kawartha Pine Ridge DSB</p> <p>Limestone DSB</p> <p>Ottawa-Carleton DSB</p> <p>Renfrew County DSB</p> <p>Upper Canada DSB</p>	<p>METRO</p> <p>Toronto DSB</p>
<p>SOUTHWESTERN</p> <p>DSB Niagara</p> <p>Grand Erie DSB</p> <p>Hamilton-Wentworth DSB</p> <p>Upper Grand DSB</p> <p>Waterloo Region DSB</p>	<p>NORTHERN</p> <p>Algoma DSB</p> <p>DSB Ontario North East</p> <p>Keewatin Patricia DSB</p> <p>Lakehead DSB</p> <p>Near North DSB</p> <p>Rainbow DSB</p> <p>Rainy River DSB</p> <p>Superior-Greenstone DSB</p>	<p>WESTERN</p> <p>Avon Maitland DSB</p> <p>Greater Essex County DSB</p> <p>Lambton Kent DSB</p> <p>Thames Valley DSB</p>

*** THE PROVINCIAL SCHOOLS’ REGIONAL AFFILIATION WILL BE DETERMINED BY THE OPSOA PROVINCIAL SCHOOLS’ REPRESENTATIVE**

16. SCHEDULE B

PUBLIC DISTRICT SCHOOL BOARDS BY MINISTRY OF EDUCATION AREA

BARRIE	OTTAWA	TORONTO AND AREA
Bluewater DSB	Hastings & Prince Edward DSB	Halton DSB
Durham DSB	Limestone DSB	Peel DSB
Kawartha Pine Ridge DSB	Ottawa-Carleton DSB	Toronto DSB
Simcoe County DSB	Renfrew County DSB	Upper Grand DSB
Trillium Lakelands DSB	Upper Canada DSB	
York Region DSB		
THUNDER BAY	SUDBURY/NORTH BAY	LONDON
Keewatin-Patricia DSB	Algoma DSB	Avon Maitland DSB
Lakehead DSB	DSB Ontario North East	DSB Niagara
Rainy River DSB	Near North DSB	Grand Erie DSB
Superior-Greenstone DSB	Rainbow DSB	Greater Essex County DSB
		Hamilton-Wentworth DSB
		Lambton Kent DSB
		Thames Valley DSB
		Waterloo Region DSB