



ONTARIO PUBLIC SUPERVISORY OFFICERS' ASSOCIATION

AMENDED BY-LAWS

4

BOARD OF DIRECTORS

May 21, 2026

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1. GENERAL

1.1 Definitions of Terms

- 1.1.1 “Association” means the Ontario Public Supervisory Officers’ Association and may be referred to as “OPSOA”.
- 1.1.2 “Board” means Board of Directors of the Association.
- 1.1.3 “CODE” means Council of Ontario Directors of Education.
- 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 “ONCA” means Ontario Not-for-Profit Corporations Act.
- 1.1.8 “OPSOA Indigenous Circle” means the OPSOA Indigenous Circle offers an opportunity for Members who carry First Nation, Métis, and Inuit identity to join in community. This opportunity is reflective of United Nations Declaration on the Rights of Indigenous Peoples (UNDRIP) #18 whereas “Indigenous peoples have the right to participate in decision making in matters which would affect their rights, through representatives chosen by themselves in accordance with their own procedures, as well as to maintain and develop their own decision-making institutions”.
- 1.1.9 “PCODE” means Public Council of Ontario Directors of Education.
- 1.1.10 “Public” means a person employed by a public district school board in Ontario.
- 1.1.11 “SOQP” means Supervisory Officer’s Qualification Program.
- 1.1.12 “Supervisory Officer” means a person who is qualified in accordance with the regulations governing Supervisory Officers and who is employed by a public district school and designated by the public district school 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.

1.1.13 “Year” means the financial year of OPSOA.

1.1.14 “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. The PCODE Membership shall determine their regions.

1.2 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by OPSOA may be signed by the Executive Director and President. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law, or other document of OPSOA to be a true copy thereof.

1.3 Financial Year

The financial year of OPSOA commences on September 01 and ends on August 31 of the following year or on such other dates as the Board may from time to time by resolution determine.

2. MEMBERSHIP

Membership is open to all public Supervisory Officers in Ontario.

2.1 Active Member

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 (referred to herein as “Member” or “Active Member”).

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 or special meetings of Members, 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 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 Membership Dues

2.2.1. Dues for Active Members are established by the Board of Directors and shall be approved 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.

2.2.2. PCODE Committee Members' fees shall be established and approved by the Board of Directors on an annual basis.

3. OPSOA ALUMNI

Active OPSOA Members who are in good standing and who retire from their employment are Alumni. They may have the opportunity to engage in leadership and professional learning at the regional meetings as well as the OPSOA annual conference and such other activities as determined by the Board of Directors.

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 in good standing are eligible to hold office.

4.2.2. When an OPSOA Member is seconded to a position outside of their public district school board or is on a self-funded leave, thereby not participating in the daily operations of a public district school board in the capacity of Supervisory Officer, they will not be eligible to sit on the OPSOA Board of Directors.

4.3. Responsibilities

4.3.1. Through the Executive Director, 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 are responsible for actively participating in the decision-making processes at all Board meetings. Unless there are extenuating circumstances that are communicated in advance to the President or Executive Director, Directors will be expected to attend all Board meetings either in-person or virtually for the entirety of the meeting.
- 4.3.3. The Directors shall be responsible for the development, implementation, and monitoring of a multi-year strategic plan for the Association.
- 4.3.4. The Directors are responsible for reporting the progress of the plan to the Membership at the annual general meeting.
- 4.3.5. The Directors are responsible for the annual review of the OPSOA By-Laws.
- 4.3.6. 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.
- 4.3.7. The Directors shall review and approve the annual budget for OPSOA.

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 up to thirteen (13) voting persons as follows:

- a) the President and Chair;

- b) the immediate Past President;
- c) the President Elect;
- d) the Treasurer;
- e) the Chair of the Public Council of Ontario Directors of Education (PCODE) or designate PCODE Executive member, as determined by the PCODE Executive each year;
- f) one Director from each of the six (6) regions as per Schedule A;
- g) Up to two (2) Directors from the OPSOA Indigenous Circle.

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

The Executive Director and the PCODE Executive Director shall be non-voting Members.

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, based on the needs of the Board.
- 4.6.2. The term for the Treasurer shall be three (3) years, with an option for an additional year, with Board approval.
- 4.6.3. A Director ceases to hold office when they resign, or are removed through a special meeting of Members, or cease to hold one of the designated offices set out in Article 4.5 above, or otherwise are disqualified from holding office as a Director pursuant to the provisions of the *ONCA*.

4.7 Mid-Term Vacancies

- 4.7.1 If a vacancy should occur among the Directors on the Board of Directors, the Board of Directors shall seek candidates through email or other appropriate means of communication to all Members of said region/Indigenous Circle.
- 4.7.2 A tally vote of the region/Indigenous Circle'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 and the OPSOA Indigenous Circle shall normally be for two (2) years. In the event of a mid-term vacancy, the new Members two (2) year rotation shall commence on the date of appointment, with an option of a third (3rd) year from the date of appointment.
- 4.7.4 The election of directors from each of the six (6) regions/OPSOA Indigenous Circle shall be held prior to the OPSOA annual conference through electronic means or during the annual conference, by formal voting procedures of those present and by written proxy at the regional meetings.
- 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 appointed by an Active Member to an employee of the public district school board with whom the proxy originated or to a Member of the Board of Directors of the Association.
- 4.8.3. A 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 called by 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 in person , 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, whenever possible 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. The President shall be the Chair and preside at Board meetings. In the absence of the President, the President Elect or Past President will act as the Chair of the meeting.
- 4.9.11. Approval of any question at any meeting of the Board of Directors shall require the support of the majority of the directors' present.
- 4.9.12. Each Director has one vote. 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.
- 4.9.13. A declaration by the Chair that a motion has been carried or defeated will be entered the minutes.
- 4.9.14. When a recorded vote has been requested by a director before the Chair 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.
- 4.9.15. 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 appointed as an Officer of the Corporation and shall act as secretary and be a non-voting Member of the Board of Directors and the Executive Committee.

7. OFFICERS OF THE ASSOCIATION

7.1 Officers and Duties

The officers of the Association are the President and Chair, the Past President, the President Elect, the Treasurer, the PCODE Chair, the PCODE Executive Director, and the OPSOA 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 of Members and shall take office at the Board's strategic planning meeting following the annual general meeting.

The President shall:

- a. preside as Chair 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

- a. in the absence of the President Elect, the Past President shall exercise the duties and powers of the President Elect;
- b. The Past President shall be the Chair of the nominating committee;
- c. The Past President shall support and oversee the process for the recruitment and selection of the OPSOA Executive Director, in years when a vacancy occurs; and
- d. The Past President shall coordinate the development and sharing of key messages and salient points following Board meetings to support Regional Directors in their communication with members within their regions.

7.6 Executive Director: Duties

The duties of the Executive Director shall be as follows:

- a. work closely with the Board of Directors and Executive in the management of the affairs of OPSOA;
- b. monitor expenses to align with the annual budget;
- c. organize, issue and attend meetings of the OPSOA Board, the Executive and general membership;
- d. facilitate the OPSOA Mentoring program;
- e. be responsible for the records and minutes of all proceedings of the OPSOA;
- f. oversee the management of the website, records, correspondence, contracts, documents, books of account, and accounting records of the OPSOA; manage regular office operations;
- g. communicate with the Membership;

- h. respond to Members' issues and manage Membership Assistance Program;
- i. liaise with the Executive Directors of organizations and associations in provincially and nationally;
- j. serve as a non-voting Member on all OPSOA committees
- k. facilitate professional learning sessions and annual conference with respective OPSOA committees;
- l. represent OPSOA within various and national organizations
- m. serve on the PCODE and CODE Executive committees;
- n. collaborate with the SOQP Facilitator to ensure that OPSOA's SOQP addresses the critical topics impacting Supervisory Officers through a provincial lens;
- o. maintain a high profile for OPSOA in various provincial forums including the Ministry of Education; and
- p. implement strategies as defined in the OPSOA Strategic Plan.
- q. ensures the implementation of all Board-approved policies and procedures, including the maintenance, review, and recommendation of revisions to the Harassment Policy and Program, Workplace Violence Policy, and Code of Conduct; and
- r. perform such other duties as may be determined by the OPSOA Board of Directors.

7.7 PCODE Chair and Officer: Appointment and Duties

The OPSOA Board may in its discretion annually appoint the PCODE Chair as the PCODE Officer of OPSOA, to hold office until September 1 each year or, until such person ceases to hold the office of PCODE Chair or are otherwise removed by the Board. In addition to their responsibilities as Chair of PCODE, the PCODE Chair in their role as PCODE Officer shall:

- a. Serve as an Officer of the Corporation with governance responsibility for PCODE, including oversight of financial management in accordance with ONCA regulations, the Board-approved budget, and OPSOA's financial procedures;
- b. Review and approve PCODE's proposed annual budget prior to its

submission to the OPSOA Finance Committee;

- c. Monitor PCODE's finances and ensure expenditures align with the approved budget; and
- d. Perform such other duties as may be determined by the OPSOA Board of Directors.

7.8 PCODE Executive Director and Officer: Appointment and Duties

The OPSOA Board may in its discretion annually appoint the PCODE Executive Director in the role as to hold office until September 1, each year or, until such person ceases to hold the position of Executive Director of PCODE is removed by the Board. In addition to their responsibilities as Executive Director of PCODE, the (insert title of Officer) shall:

- a. Oversee the day-to-day operations and administration of PCODE as a committee of OPSOA, ensuring alignment with OPSOA's strategic priorities and policies;
- b. Work closely with the PCODE Chair and Executive to manage the affairs, meetings, and communications of PCODE;
- c. Monitor and report on PCODE expenditures to ensure consistency with the approved annual budget;
- d. Attend OPSOA Board meetings and meetings of the OPSOA Finance Committee in a non-voting capacity, providing operational updates and financial reports relating to PCODE; and
- e. Perform such other duties as may be determined by 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 approved 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. Each committee shall be comprised of an appointed Member representing each of the six regions/OPSOA Indigenous Circle. Members may serve on the committee for a term of two years with the option of an additional year.

In addition, OPSOA Members may serve as Members-at-Large on all standing

committees, are limited to one person per region, for a term of one year with the option of an additional year with the approval of their region.

Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board.

8.1. Nominating Committee for the Executive Officers

- 8.1.1. The mandate of the Nominating Committee for the Executive Officers is to select the President-Elect and/or the Treasurer.
- 8.1.2. The Past President or designate shall be the Chair of the nominating committee.
- 8.1.3. The region/OPSOA Indigenous Circle representative should preferably have a minimum of three (3) years' experience as a Supervisory Officer.
- 8.1.4. 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.
- 8.1.5. The Board of Directors notifies the Membership of the recommended nominee at least one (1) month in advance of the annual meeting.
- 8.1.6. 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.
- 8.1.7. The President Elect's office shall not be held consecutively by a representative from the region of the sitting President Elect.
- 8.1.8. Nominees must complete the information package provided by the nominating committee Chair.
- 8.1.9. The committee Chair will advise all nominees of the Board of Directors' final decision.

8.2. Conference Planning Committee

- 8.2.1. The mandate of the Conference Planning Committee is to plan the OPSOA Annual General Meeting. This includes logistics, determination of theme, agenda, presenters, recruitment of sponsors, and additional details.

- 8.2.2. The President Elect shall sit as the Chair of the Conference Planning Committee.
- 8.2.3. 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.
- 8.2.4. The Chair shall provide a regular written or oral report for presentation at monthly Board meetings. A written summary report shall be provided at the Annual General Meeting.
- 8.2.5. Active Members shall serve on the Conference Planning Committee for a term of two (2) years with the option of an additional year with approval of their region.

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, one (1) Director to support the work of, and act as a Co-Chair, of the Equity and Inclusion Committee.
- 8.3.3. The Equity and Inclusion Committee shall, appoint one (1) Member to support the work of, and act as Co-Chair the Equity and Inclusion Committee.
- 8.3.4. The Board Director, , shall provide a regular written or oral report for presentation at monthly Board meetings. A written summary report, jointly prepared by both Co-Chairs, shall be provided at the Annual General Meeting.
- 8.3.5. Active Members shall serve on the Equity and Inclusion Committee for a term of two (2) years with the option of an additional year with approval of their region.

8.4. Finance Committee

- 8.4.1. The mandate of the Finance Committee is to oversee and coordinate the financial affairs of OPSOA in accordance with Board approved policies and directives.
- 8.4.2. The Finance Committee shall be composed of the members of the

OPSOA Executive. The OPSOA Executive Director and the PCODE Executive Director shall participate in the work of the Finance Committee in a non-voting capacity.

- 8.4.3. Members of the Finance Committee shall be appointed by resolution of the Board of Directors.
- 8.4.4. The Treasurer shall Chair the Finance Committee.
- 8.4.5. The Treasurer, in cooperation with the Executive Director, shall provide financial reports to the Board of Directors at regular meetings.
- 8.4.6. The Treasurer, in consultation with the President of OPSOA, shall provide a written report for presentation at the AGM.

8.5. Professional Learning Committee

- 8.5.1. The mandate of the Professional Learning Committee is to research and promote professional learning relevant to OPSOA Members.
- 8.5.2. The Board of Directors will appoint a minimum of one (1) Director to support the work of, and act as Chair of the Professional Learning Committee.
- 8.5.3. The Board Director(s) shall provide a regular written or oral report for presentation at monthly Board meetings. A written summary report, shall be provided at the Annual General Meeting
- 8.5.4. Active Members shall serve on the Professional Learning Committee for a term of two (2) years with the option of an additional year with approval of their region.

8.6. Mentoring Committee

- 8.6.1. The mandate of the Mentoring Committee is to provide support to newly appointed Superintendents of Education.
- 8.6.2. The Board of Directors will appoint one (1) Director to Co-chair the Mentoring Committee with the Executive Director.
- 8.6.3. The Board of Directors shall appoint, two newly appointed Superintendents of Education as Members of the Mentoring Committee.
- 8.6.4. The Board Director shall provide a regular written or oral report for presentation at monthly Board meetings. A written summary report

shall be provided at the Annual General Meeting.

- 8.6.5. Active Members shall serve on the Mentoring Committee for a term of two (2) years with the option of an additional year with approval of their region.

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

- 8.7.1. The mandate of the SOQP Advisory Committee is to provide advice and recommendations regarding the offering of the OPSOA Supervisory Officer's Qualification Program (SOQP).
- 8.7.2. The OPSOA SOQP Facilitator shall serve as Chair of the SOQP Advisory Committee.
- 8.7.3. 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 PCODE and the OPSOA SOQP Facilitator.
- 8.7.4. The SOQP Advisory Committee may include additional Members as approved by the Board of Directors.
- 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.
- 8.7.7. The OPSOA SOQP Facilitator shall provide a regular written or oral report for presentation at monthly Board meetings. A written summary report shall be provided at the Annual General Meeting.

8.8 Supervisory Officer's What's It All About (S.O.W.I.A.A.) Committee

- 8.8.1 The mandate of the SOWIIA Committee is to provide information and learning opportunities for individuals interested in the role of Supervisory Officer, and to encourage future senior leaders.
- 8.8.2 The Board of Directors will appoint a minimum of one (1) Director to support the work of, and act as Chair/Co-Chair of the SOWIIA Committee.
- 8.8.3 The Board Director(s) shall provide a regular written or oral report for

presentation at monthly Board meetings. A written summary report shall be provided at the Annual General Meeting.

9. AD HOC COMMITTEES AND REPRESENTATIVES

9.1. Ad Hoc Committees

- 9.1.1. The Board of Directors may, by resolution, except as prohibited by the *ONCA*, 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 Chair.
- 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 Chair of the committee with due consideration to geographic distribution, expertise, experience, and the interests of the Association and all the Members.
- 9.1.4. Ad hoc or special committees shall be dissolved either by Board resolution or upon completion of their assigned task.

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

- 10.1 The Public Council of Ontario Directors of Education meets regularly as a Committee of OPSOA and an affiliate of the Council of Ontario Directors of Education (CODE) to discuss and to make recommendations to the Ministry of Education with respect to enhancing the achievement and well-being of all students across the Province.
- 10.2 The Directors of Education of all public district school boards will be the voting Members of PCODE. The Executive Directors of PCODE and OPSOA will be non-voting Members of PCODE.
- 10.3 Members of PCODE from the regions in Ontario will compose the Executive Committee of PCODE.
- 10.4 The PCODE Executive Committee will elect a Chair and Vice-Chair from the regional Members. The region from which the Chair is selected may elect an additional representative to serve on the Executive as a voting Member.

11. AFFINITY GROUPS

- 11.1 Affinity groups are a way to affirm identities and offer space for OPSOA Members to come together.
- 11.2 Affinity Groups that have received OPSOA funding will provide a written summary report at the Annual General Meeting.

12. APPOINTMENTS TO REPRESENT THE ASSOCIATION

- 12.1. 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.
- 12.2. The criteria, meeting times, and dates, as well as the OPSOA perspective will be shared with all Members for review.
- 12.3. Applications will be considered, and the final selection will be at the discretion of the Executive Committee.
- 12.4. 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.
- 12.5. The President shall advise the Board of Directors of any such appointments at the next meeting of the Board.

13. ASSOCIATION MEETINGS

13.1 Annual and General Meetings

- 13.1.1. The annual meeting of the Members 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 in person or through electronic means.
- 13.1.2. Notice of the time and place of the annual meeting shall be given to each Active 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.

- 13.1.3. 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.
- 13.1.4. 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.
- 13.1.5. 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.
- 13.1.6. A quorum for the transaction of business at the annual general meeting of the Association shall consist of not fewer than a majority of the Members entitled to vote at the meeting, whether present in person or by proxy.
- 13.1.7. Each Active Member of the Association shall be entitled to vote at all meetings of Members.
- 13.1.8. All motions proposed at Association meetings must be in writing.
- 13.1.9. 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 2/3 approval of votes cast by Active Members, whether present in person or by proxy.
- 13.1.10. 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.
- 13.1.11. A declaration by the Chair 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.
- 13.1.12. 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 Chair shall direct and

the result of such poll or secret ballot shall be deemed the decision of the Association.

- 13.1.13. In the case of a tie vote at any general meeting, whether by show of hands or a ballot, the motion is defeated.
- 13.1.14. 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.
- 13.1.15. 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.
- 13.1.16. Robert's Rules of Order Newly Revised shall be followed for all questions of order not addressed in these By-Laws.

13.2 Special Meetings

- 13.2.1 The Directors may call a special meeting of the Members. The Board shall call a special meeting on written request of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition.

14 INDEMNITY

- 14.1 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 them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their 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.

15. AUDITOR

- a. 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, to be approved by the voting Members at the annual meeting. Such auditor to hold office until the ensuing annual meeting.

16. SCHEDULE A

16.1 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>

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