



ONTARIO PUBLIC SUPERVISORY OFFICIALS' ASSOCIATION

**CONSTITUTION
AND
BY-LAWS**

BOARD OF DIRECTORS

Amended: April 20, 2007

ONTARIO PUBLIC SUPERVISORY OFFICIALS' ASSOCIATION

1. NAME

The association shall be named the Ontario Public Supervisory Officials' Association and may be referred to as "O.P.S.O.A." and is referred to herein as "the Association."

2. MEMBERSHIP

The membership shall consist of persons who are employed by any public district school board or divisional board under the Education Act, R.S.O. 1980, c. 129 as amended to September 1, 1998, who become members in accordance with this Constitution and By-Laws of the Association.

3. REQUIREMENTS FOR MEMBERSHIP

3.1 To become a member a supervisory official must hold supervisory officers' qualifications under the Education Act or must be 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 subscription fee and thereafter, the annual fee as specified in the By-Laws.

3.3 The classes of membership and requirements for membership may be enlarged 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 officials, to advance the cause of public education, promoting the improvement of student achievement and a system that advocates success for all students.

4.1 To provide a distinctive voice for public supervisory officials in the province of Ontario.

4.2 To further common interests in the cause of education in Ontario by working co-operatively with other organizations and associations.

4.3 To promote effective leadership and the development and growth of supervisory officials in Ontario.

4.4 To promote ethical practices among the members of the Association.

- 4.5 To maintain a liaison with and, where appropriate, to advise the Ministry of Education and other appropriate organizations on matters pertaining to education.
- 4.6 To provide welfare, counseling and advice for members.

BY-LAWS

1. GENERAL

1.1 Definition of Terms

2. MEMBERSHIP

2.1 Active Members

2.2 Associate Members

2.3 Honorary Members and Alumni Members

2.4 Application for Membership

2.5 Membership Dues

3. MANAGEMENT

3.1 Board of Directors

3.2 Executive Committee

3.3 Officers of the Association

3.4 Ad Hoc Committees and Representatives

4. ASSOCIATION MEETINGS

4.1 Annual and General Meetings

5. INDEMNITY

6. AUDITOR

1. GENERAL

1.1 Definition of Terms

- 1.1.1 “Association” means the Ontario Public Supervisory Officials’ Association Inc.
- 1.1.2 “Board” means Board of Directors of the Association
- 1.1.3 “Chairperson” means the chairperson of a committee or the chairperson of a meeting as the context implies.
- 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.
- 1.1.8 “Supervisory Official” means a person in supervisory roles and designated as an official by a District School Board.
- 1.1.9 “Year” means the membership year of September 1st through August 31st. 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 the Association is divided into membership from each of the six (6) Regions of the Province of Ontario as set out in **Schedule A** to these By-Laws according to the areas of jurisdiction of the Boards listed in **Schedule A** including newly-created boards in a region though not listed.

2. MEMBERSHIP

Membership is open to all public Supervisory Officials in Ontario.

2.1 Active Members

- 2.1.1 An Active Member of the Association shall be a Supervisory Official employed by 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:
- entitled to one (1) vote on each question arising at any general meeting, or region meeting in which they are a member,
 - eligible to hold any office in the Association and may participate in any or all of the activities in the Association and,
 - 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 Officials.

2.2 Associate Members

- 2.2.1 The following persons shall be eligible for Associate Membership:
- Supervisory Officials employed by district school boards who are Active members of the Association des gestionnaires en éducation franco-ontarienne (AGEFO) or the Ontario Catholic Supervisory Officers' Association (OCSOA), or
 - Education officials in roles equivalent to those of Active Members but employed by the Ministry of Education or organizations other than district school boards whose applications for membership are acceptable to the Board of Directors, or
 - Educational 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, or
 - Former Active Members who, through the process of Board restructuring, were declared redundant under the requirements of Section 7, Regulation 309 and transferred to another position in the same district school board, or
 - 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, or
 - Persons with Supervisory Officer qualifications appointed as supervising principals in District School Boards.
- 2.2.2 Associate Members, who have paid their dues or fees, have all the rights of an Active Member except:
- the right to vote on any question at any meeting, or
 - the right to hold office in the Association, or

- the right to employment protection through the MAP Legal Reserve Fund.

2.3 Honorary Members and Alumni Members

2.3.1 The following persons shall be eligible for Honorary Membership:

2.3.1.1 Active Members who retire from their employment with a Public District School Board shall automatically be entitled to Honorary Membership. Active members of OAEAO who retired from a Public District School Board prior to October 1998 are entitled to an Honorary Membership upon request.

2.3.1.2 Persons who the Board of Directors by a duly authorized resolution invite to become Honorary Members on the basis of their having made an outstanding contribution to public education in Ontario.

2.3.2 Honorary Members shall have all the rights of an Active Member except:

- the right to vote on any question at any meeting, or
- the right to hold office, or
- the right to employment protection through the MAP Legal Reserve Fund.

2.3.3 The alumni of OPSOA is a specific group within the Honorary Membership. Alumni Membership is based on:

- an annual registration, and
- payment of an annual fee established by the Board of Directors.

Alumni Members shall be entitled to:

- ♣ voice opinions at Board of Directors' meetings upon invitation
- ♣ attendance at regional meetings,
- ♣ attendance at all sections of the annual conference at a special reduced rate,
- ♣ participation in OPSOA special events,
- ♣ regular use of OSONet,
- ♣ involvement in special projects organized by the OPSOA office, and
- ♣ any advantageous/support packages arranged provincially by the association.

2.4 Application for Membership

Application for membership is by invitation from the President of the Association.

2.5 Membership Dues

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 intention to seek any changes to such fees. Dues for Alumni Members shall be established and approved by the Board of Directors and reviewed by the Board of Directors on an annual basis.

3. MANAGEMENT

3.1 Board of Directors

3.1.1 Authority

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

3.1.2 Eligibility

Only Active Members, in good standing with the Association, are eligible to hold office.

3.1.3 Powers

3.1.3.1 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.

3.1.3.2 The Directors shall be responsible for the management of all funds received and disbursed by the Association and shall have 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.

3.1.4 Remuneration

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

3.1.5 Composition

The Board of Directors shall consist of ten (10) voting persons as follows:

- ♣ the President;
- ♣ the immediate Past-President;
- ♣ the President-Elect;
- ♣ the Treasurer;
- ♣ the Representative of the Council of Ontario Directors of Education (CODE);
- ♣ the Chief Executive Officer, if appointed, who shall be a non-voting member; and
- ♣ 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 and one (1) further additional voting member in those years where there is no immediate Past-President for such reasons as equity balance or representation from CODE and/or CASA.

3.1.6 Term of Office

The term of office of elected members of the board of directors shall normally be for two (2) years. All terms are renewal subject to the recommendation of the region. The term for the treasurer shall be three (3) years.

3.1.7 Vacancies

If a vacancy should occur on the Board of Directors, the members from the region in which the vacancy occurred will select the replacement but respecting the two (2) year rotation of members from the six (6) regions.

3.1.8 Election of Directors from Regions

The election of Directors from each of the six (6) regions shall be by vote of those present and proxy at the annual region meetings. Regional representatives shall be active members in a district school board within the region.

3.1.9 Proxy Vote

- 3.1.9.1 Active members may vote at elections held at the annual meeting of the Association or at an annual region meeting by written proxy.
- 3.1.9.2 Proxy votes must be assigned to a member of the District School Board from which the proxy originated or to a member of the Board of Directors of the Association.
- 3.1.9.3 The carrier of the proxy carries only the vote and not the direction of the vote.
- 3.1.9.4 The Directors may authorize a vote by proxy on specific questions other than elections when the Directors consider it appropriate.

3.1.10 Meetings

- 3.1.10.1 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.
- 3.1.10.2 The first meeting of the Board of Directors shall be within one (1) month following the summer strategic planning session.
- 3.1.10.3 Regular meetings of the Board of Directors shall be held at such time, day, and place as the Board may determine.
- 3.1.10.4 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 giving written notice, by facsimile transmission, orally by telephone, or by email.
- 3.1.10.5 An error in the notice or in giving the notice shall not invalidate the business enacted at the meeting of the Directors, provided that a majority of the Directors are present at the meeting.
- 3.1.10.6 A meeting of the Board of Directors may also be held, without notice, immediately following the annual meeting of the Association.

- 3.1.10.7 The Board of Directors may consider or transact any business, either special or general, at any meeting of the Board.
- 3.1.10.8 A majority of the elected Directors, that is five (5), shall form a quorum.
- 3.1.10.9 Approval of any question at any meeting of the Board of Directors shall require the support of the majority of the Directors present.
- 3.1.10.10 Votes at any such meeting shall be taken by ballot if so demanded by any Director present. If no demand is made, the vote shall be taken by a show of hands.
- 3.1.10.11 A declaration by the chairperson that a resolution has been carried or defeated will be entered into the minutes.
- 3.1.10.12 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 into the minutes.
- 3.1.10.13 In case of a tie vote, the resolution is defeated.

3.2 Executive Committee

- 3.2.1 The Executive Committee shall be comprised of the President, Past-President, President-Elect, the Treasurer and the Chief Executive Officer, if appointed.
- 3.2.2 The duties of the Executive Committee shall be as required by the By-Laws and as may be determined by the Board.
- 3.2.3 When for any reason members of the Executive Committee 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 vacancies.
- 3.2.4 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.
- 3.2.5 The Executive Committee is empowered to:
 - conduct, between meetings of the Board, all business authorized by the Board of Directors;

- 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
- represent the Association in meetings with other organizations.

3.2.6 The President or 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.

3.2.7 Nominating Committee for the Executive Officers

3.2.7.1 The Past-President should chair the nominating committee.

3.2.7.2 The nominating committee is to be comprised of the Past-President and one (1) representative from each region.

3.2.7.3 The region representative for the nominating committee is to be named by the region representative on the Board of Directors.

3.2.7.4 The nominating committee reports to the Board of Directors three (3) months prior to the annual meeting and the Directors vote on the acceptance of the nominating committee report at the next Board meeting.

3.2.7.5 The Board of Directors notifies the membership of the nominees at least one (1) month in advance of the annual meeting.

3.2.7.6 Nominations for the positions on the executive committee will be accepted up till one (1) hour before the nominations are to be officially made at the annual meeting.

3.3 Chief Executive Officer

3.3.1 The Board of Directors may appoint a Chief Executive Officer and fix the terms of employment of such officer but where the terms of employment is proposed to extend beyond the annual meeting of the Association, and appointment beyond the date of the annual meeting and the terms of any contract of employment after such date are subject to approval being given by the members at the annual meeting.

In event that the Board of Directors do not appoint a Chief Executive Officer, they shall appoint a person or persons as may be

necessary to fulfill the functions that might otherwise be carried out by a Chief Executive Officer.

3.3.2 The Chief Executive Officer shall be a non-voting member of the Board of Directors and the Executive Committee.

3.3.3 Duties of the Chief Executive Officer

The Chief Executive Officer shall, if appointed, perform duties:

3.3.3.1 as assigned by the Board of Directors or the President; and

3.3.3.2 as a regular part of the assigned duties:

- attend meetings of the general membership of the Board and the Executive Committees;
- be responsible for the records and minutes of all proceedings of the Association;
- issue notices of meetings as required;
- be custodian of all books, papers, records, correspondence, contracts, documents, books of account, and accounting records of the Association; and
- distribute to members copies of minutes of the general meetings of the membership and meetings of the Board.

3.4 Officers of the Association

3.4.1 Officers

The officers of the Association are the President, the Past-President, the President-Elect, the Treasurer, and the Chief Executive Officer who shall act as secretary and be a non-voting member.

3.4.2 President: Election and Duties

The President shall be approved 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:

- 3.4.2.1 preside at all meetings of the members of the Association and of the Board of Directors and of the Executive Committee;
- 3.4.2.2 be charged with the general management and supervision of the business of the Association;

- 3.4.2.3 sign, with the Chief Executive Officer or other officer appointed, all By-Laws and membership certificates;
- 3.4.2.4 have the responsibility of reporting to meeting of the Board of Directors, the activity of the Executive Committee;
- 3.4.2.5 prepare, in co-operation with the President-Elect and the Treasurer, an annual budget for presentation to the Board of Directors two (2) months prior to the annual meeting; and
- 3.4.2.6 ensure that a minimum of five percent (5%) and a maximum of ten percent (10%) of revenue has been allocated to a reserve account which will be designated as an emergency fund which is not to exceed fifty percent (50%) of the current revenue.

3.4.3 The President-Elect: Election and Duties

- 3.4.3.1 The President-Elect will be elected by vote at the annual meeting.
- 3.4.3.2 The election of the President-Elect shall be by those present and by proxy.
- 3.4.3.3 The President-Elect's office may not be held consecutively by a representative from the same region.
- 3.4.3.4 The President-Elect shall in the absence of the President exercise the duties and powers of the President.
- 3.4.3.5 The President-Elect shall be responsible for the membership activities of the Association.

3.4.4 Treasurer

The Treasurer shall be responsible for:

- 3.4.4.1 keeping account of all receipts and disbursements of the Association;
- 3.4.4.2 depositing 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;

- 3.4.4.3 disbursing funds of the Association in accordance with the direction of the Board;
- 3.4.4.4 providing as required by the Board or by the auditors an account of all transactions and of the financial position of the Association;
- 3.4.4.5 presenting a written Treasurer's report and monthly expenditures for approval at each Board of Directors' meeting; and
- 3.4.4.6 preparing, with the President, an annual budget for presentation to the Board of Directors two (2) months prior to the annual meeting.

3.5 Ad Hoc Committees and Representatives

3.5.3 Ad Hoc Committees

- 3.5.3.1 The Board of Directors may by resolution, appoint special or ad hoc committees to deal with specific matters.
- 3.5.3.2 The motion, establishing such a committee, shall clearly specify its purpose, terms of reference, specified time line and the Chairperson.
- 3.5.3.3 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.
- 3.5.3.4 Ad hoc or special committees shall be dissolved either by Board resolution or upon completion of their assigned task.

3.5.4 Appointments to Represent the Association

- 3.5.4.1 The President shall appoint, in consultation with the Executive Committee, members as official representative of the Association to committees established by the provincial organization or external bodies.
- 3.5.4.2 The President in making such appointments, shall give due consideration to the requirements of the position

and to the expertise and experience of the members of the Association.

3.5.4.3 The President shall advise the Board of Directors of any such appointments at the next meeting of the Board.

3.5.4.4 Public district school boards will be represented by six directors of education on the CODE Executive selected on a regional basis according to the regions of OPSOA. The directors within the region will arrange a process to make this selection and inform the OPSOA Board of Directors and the CODE Executive. The six (6) regional representatives will select one (1) director to be vice-chair or chair of CODE based on eligibility.

4. ASSOCIATION MEETINGS

4.1 Annual and General Meetings

4.1.1 The annual meeting of the Association shall be held at a time and place determined by resolution of the Board of Directors.

4.1.2 Notice of the time and place of the annual meeting shall be given to each active and associate member by mail or facsimile transmission 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.

4.1.3 The Board of Directors may call a special meeting of the Association at its discretion. Notice of the meeting shall be sent at least seven (7) days in advance to all active and associate members and shall state the reason for the meeting.

4.1.4 No error or omission in giving notice of any annual or special meetings, 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. 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.

- 4.1.5 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.
- 4.1.6 A quorum for the transaction of business at a general meeting of the Association shall consist of not fewer than thirty-five (35) members.
- 4.1.7 Subject to other provisions of this Constitution, each active member of the Association shall be entitled to vote at all meetings of members.
- 4.1.8 At all meetings of members, approval of any question shall require a majority of the active members present unless otherwise required by the Constitution of the Association.
- 4.1.9 Every question shall be decided, except as otherwise provided herein, by a show of hands, unless a secret ballot be demanded by a member and accepted by a majority of members present.
- 4.1.10 A declaration by the chairperson that a resolution has been carried and an entry to that effect 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 resolution is not required.
- 4.1.11 If a secret ballot is demanded and approved in the manner described above, and the demand 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.
- 4.1.12 In the case of a tie vote at any general meeting, whether by show of hands or a ballot, the resolution is defeated.
- 4.1.13 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.
- 4.1.14 Resolutions shall be submitted to the Executive Committee at least six (6) weeks prior to the date of the annual meeting and shall be reviewed by the executive committee and forwarded with appropriate recommendations to the Board of Directors.

5. INDEMNITY

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:

5.1 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, for 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 or alleged so to be;

5.2 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.

6. AUDITOR

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.

“Schedule A”

SCHOOL BOARDS BY REGION

Central

Durham
Halton
Peel
Simcoe County
Trillium Lakelands
York Region

Eastern

Hastings & Prince Edward
Kawartha Pine Ridge
Limestone
Ottawa-Carleton
Renfrew County
Upper Canada

Metro

Toronto

Southwestern

DSB Niagara
Grand Erie
Hamilton-Wentworth
Upper Grand
Waterloo Region

Northern

Algoma
DSB Ontario North East
Keewatin-Patricia
Lakehead
Near North
Rainbow
Rainy River
Superior-Greenstone

Western

Avon-Maitland
Bluewater
Greater Essex County
Lambton Kent
Thames Valley