



**CONSTITUTION/BYLAWS of the  
CANADIAN SCHOOL BOARDS ASSOCIATION  
Revised July 2017**

# **CSBA CONSTITUTION**

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## **ARTICLE I – VISION AND MISSION**

### **VISION:**

The CSBA vision is excellence in public education achieved through democratically elected school boards.

### **MISSION:**

To support the member school board associations

To advocate the collective interests of the provincial associations of school boards

To promote the value of democratically elected school boards

## **ARTICLE II – NAMES AND DEFINITIONS**

### **Section 1 – Organization Name**

The name of the organization shall be the Canadian School Boards Association (CSBA), L'Association canadienne des commissions/conseils scolaires (ACCCS)

### **Section 2 – Definitions**

(1.) CSBA

CSBA shall refer to the Canadian School Boards Association (ACCS shall be the French translation of CSBA).

(2.) School Board

School Board shall be defined by the legislation of the province or territory in which a School Board is located and includes District Education Councils in New Brunswick.

(3.) Member

Member shall refer to a provincial or territorial association of school boards, school trustees or district education councils admitted to membership under Article III, Life and Honorary Members and Eligibility, as referred to in Article III, Section 1 and 2.

(4.) Director

Director shall refer to the member association's voting delegate.

(5.) Ex-Officio Member

Shall refer to the Executive Directors from the Member Associations, the President and the Managing Director.

(6.) Good Standing

Member in Good Standing shall refer to a Member whose fees have been paid in full.

(7.) Life Member

Life Member shall refer to any person who has served as President of the CSBA.

(8.) Honorary Member

Honorary Member shall refer to every person named as an Honorary Member in a motion adopted at an Annual General Meeting.

(9.) Annual General Meeting

Annual General Meeting shall mean a meeting of the CSBA Board of Directors to be held at least once every fiscal year to review the annual report, the financial statements, auditors report.

(10.) Regular Meetings of the Board of Directors

Board of Directors meetings shall be regular meetings, in addition to the Annual General Meeting or any Special board meetings

(11.) Special Meetings of the Board of Directors

Special meetings shall mean any meetings called in addition to the regular board meetings or the Annual General Meeting.

(12.) Fees

Fees mean annual membership fees approved at the Annual General Meeting as part of the budget or other levies determined by the Board of Directors.

(13.) Trustee

A trustee is an elected representative of the community or a board/ministerial appointment, who makes the governance decisions of a school board (terms also employed are commissioner, school board representative or councilor).

## ARTICLE III – MEMBERSHIP

### Section 1- Members

(1) Member

A member shall be a provincial or territorial association of school boards in good standing.

(2) Life Member

Any person who has served as President of the CSBA shall become a Life member of the CSBA.

(3) Honorary Member

Upon recommendation of the Board of Directors, persons who have contributed nationally to education may be made Honorary Members of the CSBA by motion at an Annual General Meeting.

(4) Affiliate Organization - Certain associations or groups may want to contribute to the conversation or lend their support on some educational issues and could be recognized as affiliate members and given observer status by the board of directors.”

### Section 2 – Eligibility

(1) Where there exists one provincial or territorial association within a province or territory and where all school boards/district education councils within that province or territory are eligible for membership in that association, and where that association is not a Member of the CSBA other associations within that province or territory shall be eligible to be Members of the CSBA, subject to the approval of the Board of Directors, and that eligibility shall continue until and unless it is revoked by the Board of Directors.

- (2) Where there exists more than one provincial or territorial association; and where all school boards/ district education councils within that province or territory are eligible for membership in those associations, those provincial or territorial associations within that province or territory shall be eligible to become Members of the CSBA.
- (3) Where there exists no provincial or territorial association, an individual school board (or school boards collectively) within that province or territory may be deemed eligible by the Board of Directors to become Members of the CSBA, and that eligibility shall continue until and unless it is revoked by the Board of Directors

### **Section 3 – Application Procedures**

A letter of application for new or reinstated membership shall be submitted to the Board of Directors for approval

### **Section 4 – Suspension**

Any member whose fees are sixty (60) days past due shall have their membership suspended along with all privileges of membership unless alternate arrangements have been made

### **Section 5 – Termination of Membership**

The Board may consider termination of any member who has been suspended for ninety (90) days. A membership may be terminated only upon the adoption of a motion passed by a two-thirds vote of the Directors representing Members in Good Standing.

### **Section 6 – Resignation**

A Member may withdraw from the CSBA by giving written notification to the Managing Director at least six months in advance of a new fiscal year. The withdrawal shall not take effect until six months after the receipt of the notification by the Managing Director. If a member owing fees or other amounts to the CSBA elects to withdraw, such debts shall remain payable.

### **Section 7 – Reinstatement**

A request for reinstatement should be made to the board in writing. Terms and conditions of the reinstatement shall be determined by the board.

## **ARTICLE IV – OFFICERS**

Officers of the CSBA shall consist of the President, the Vice President and the Secretary who shall be the Managing Director.

President - The President shall preside at all meetings of the CSBA, be responsible for the general supervision of the affairs of the Association and shall be an ex-officio member of all committees

Vice President - In the absence of the President, the Vice President performs the duties of the President

Executive Director - The Executive Director shall be appointed by the Board of Directors, subject to the terms of employment and exercising such responsibilities as the Board of Directors may determine. The Executive Director performs the duties of Secretary/Treasurer

## ARTICLE V – MEETINGS OF THE CSBA

### Section 1 – Annual General Meeting

- (1) An Annual General Meeting shall be held at least once every fiscal year, no more than fifteen (15) months after the date of the last annual general meeting.
- (2) The Annual General Meeting of the CSBA shall be held at such time and place as approved by the Board of Directors. Notice of such meeting shall be given to all Members, at least sixty (60) days prior to the opening date of the Annual General Meeting by letter, facsimile or other electronic means.
- (3) The business of the Annual General Meeting shall include the Annual Report, the auditors report on financial statements, presentation of the budget for the current year, amendments to the Constitution and induction of Life or Honorary Members.
- (4) Attendance at the Annual General Meeting shall be by invitation of the Board of the Directors of the CSBA

### Section 2 - Regular Meetings of the Board of Directors

Board of Directors Meetings shall be held face to face or via video or teleconference or any other means and this, 3 times per year in addition to the Annual General Meeting or any special board meetings held. Notice of such meetings and the business to be considered shall be sent to all Directors at least two weeks in advance of the meeting date

### Section 3 - Special Meetings of the Board of Directors

Special Meetings shall mean any meeting called at such time and place as determined by the Board of Directors that are in addition to the regular board meetings, be they face to face, held by conference call, or by any other means. Special meetings of the Board of Directors may be called by the President or upon receipt of a request in writing to the President by three Directors of the Board. Such requests shall state the specific business that requires the need for a special meeting. Meetings so requested shall be held in a timely manner, and notice of such meetings and the business to be considered shall be sent to all Directors at least 48 hours in advance. A quorum must be observed for all decisions made.

### Section 4 – Voting

Each director appointed by a member in good standing shall be entitled to a vote at a Board of Directors meeting. The President shall be entitled to one vote.

### Section 5 – Voting Requirements

Voting shall be by simple majority of votes cast except for changes to the constitution, which require a 2/3 vote.

### Section 6 – Quorum

A quorum for General Meetings shall consist of majority of those members in Good Standing.

## ARTICLE VI – BOARD OF DIRECTORS

### Section 1 – Membership

- (1) Membership on the Board of Directors shall be one Director appointed by each of the CSBA Members in Good Standing, the President and ex-officio members.
- (2) The Executive Director of the CSBA shall be an ex-officio member of the Board of Directors. The Managing Director shall have no vote.
- (3) The Executive Directors of Members in Good Standing shall be ex-officio members of the Board of Directors. These persons shall have no voting rights, except as per Section 6 – Voting. They shall not be eligible to hold elected office within the CSBA.

### Section 2 – Determination of Directors

- (1) Each Member in Good Standing of the CSBA is entitled to appoint one Director to the Board of Directors. That Director shall be a currently serving school trustee/commissioner/councilor appointed from that provincial or territorial association and shall be the President of the provincial member association or designate.
- (2) The Member may appoint an alternate Director in the event that a Director is-unable to attend a meeting of the Board of Directors

### Section 3 – Determination of the President and Vice President

- (1) A President and Vice President shall be elected at the Annual General Meeting. They will assume office at the end of the Annual General Meeting and serve office until the elected successor assumes the position the following year.
- (2) The President and Vice President must be elected from among the voting directors in good standing on the Board Of Directors, must be the designated representative of their province or territory and must be currently serving as a trustee/commissioner/ councilor at the time of their election. The currently serving President may also be re-elected.
- (3) A President may serve a maximum of two consecutive one-year terms.
- (4) In the event that a member's director has been elected President, the member shall appoint another Director from their Provincial Board of Directors.
- (5) In the case of a vacancy in the position of President, the Vice-President automatically becomes President for completion of the term of office, and paragraph 4 of this Section applies to appointment of a replacement Director.
- (6) In the case of vacancy in the position of Vice President, the President shall call a special meeting, which shall be either face to face or by conference call of the Board of Directors, to elect a Vice President. This meeting shall be called within 30 days of the vacancy of the position and the post filled as soon as possible. The Vice President elected at this special meeting shall serve for the completion of the term of office of the Vice President replaced. During such time as the position of Vice President is vacant, the President shall perform the duties of the Vice President.
- (7) In the absence of the President and Vice-President, the Managing Director shall call the meeting to order and immediately conduct an election among the Voting Directors present to select a voting member to preside over the meeting.



#### **Section 4 – Meetings**

- (1) The Board of Directors shall meet at least three times between annual general meetings.
- (2) Special meetings of the Board of Directors may be called by the President or upon receipt of a request in writing to the President by three Directors of the Board. Such requests shall state the specific business that requires the need for a special meeting. Meetings so requested shall be held in a timely manner, and notice of such meetings and the business to be considered shall be sent to all Directors at least two weeks in advance. For emergent issues, the two-week notice may be waived.
- (3) The President shall preside at all meetings of the Board of Directors. In the absence of the President, the Vice-President shall preside.
- (4) The Board of Directors may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other: provided that:
  - a) a majority of Board of Directors consents in advance to use other means of communication;
  - b) each Board of Directors member has equal access to the selected communications means,
  - c) a majority of Board of Directors also consents in advance to a method to record votes
  - d) minutes be recorded for such meetings.

#### **Section 5 – Duties and Powers**

The Board of Directors shall govern the CSBA within the limits of, and consistent with the Constitution. The Board of Directors may, within the budget approved by the Annual General Meeting.

- a. Appoint such committees as it may deem necessary for the conduct of its business
- b. Appoint such agents as it may deem necessary for the conduct of its business; and
- c. Adopt such policies or procedures as it may deem necessary for the conduct of its business

#### **Section 6 – Voting**

- 1) Votes on the Constitution/ By-Laws, Membership and Budget will be by weighted vote as determined by the Membership Policy Formula. For other issues, each director appointed by a member in good standing shall have one vote at a Board of Directors Meetings.
- 2) The President shall have a vote. The Vice-President when presiding casts only his or her vote as a Director appointed by a Member.
- 3) When no Director from a Member in Good Standing is able to attend a board meeting, their ex-officio executive director may cast a vote on their behalf.

#### **Section 7 – Quorum**

For a meeting of the Board of Directors a quorum shall consist of a majority of members.

#### **Section 8 – Observers to Board Meetings of the CSBA**

All observers present at a CSBA board meeting must be invited by the Board of Directors

#### **Section 9 – Borrowing Powers**

The Board of Directors may, from time to time, borrow money upon the credit of the CSBA, limit or increase the amount to be borrowed, and secure such present or future borrowing against the property

and undertaking of the CSBA. Upon a majority vote, the Board of Directors may authorize one or more of its members to exercise this power within limits set by the Board.

### **Section 10 – Signing Authority for Contracts**

Within limits specified by the Board, contracts, documents or any instruments in writing requiring the signature of the CSBA shall be signed by the President and the Executive Director, or any member of the Board of Directors authorized by the Board, specifically or generally, to sign, and all contracts, documents and instruments in writing so signed shall be binding on the CSBA.

### **Section 11 – Remuneration**

- (1) The remuneration of the President shall be an annual stipend determined as part of the budget adopted at an Annual General Meeting
- (2) The remuneration of members of the Board of Directors or members of Standing and Ad Hoc Committees shall be determined by the Board of Directors.
- (3) Members of the Board of Directors and members of committees appointed by the board may be paid their reasonable and necessary expenses in accordance with criteria approved by the Board

## **ARTICLE VII – FINANCIAL ADVISORY COMMITTEE**

In addition to the committees formed for special projects or Key Priorities (as per the Policy Manual), there shall be a Financial Advisory Committee made up of the President, Vice President, Executive Director and one Board member who will act in the capacity to advise and consult when required by policy.

## **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern CSBA, its board of directors, committees, and ad hoc groups in all cases to which they are applicable and in which they are not inconsistent with this constitution and any special rules of order the CSBA may adopt.

## **ARTICLE IX – AMENDMENTS TO THE CONSTITUTION**

### **Section 1 - Requirement for Approval**

Amendments to the Constitution of the CSBA shall require the approval of a two-thirds vote at a General Meeting of the CSBA. Amendments to motions to amend the Constitution shall be by majority vote.

### **Section 2 – Schedule for Submission of Proposals for Amendments**

Proposals from Members for amendments to the Constitution of the CSBA shall be submitted in writing to the Board of Directors at least 90 days prior to the Annual General Meeting.

### **Section 3 – Schedule for Submission to CSBA Members**

The Board of Directors shall consider all proposals for amendments, or other changes to the Constitution of the CSBA and shall submit all proposed amendments to the members of the CSBA in writing by mail, facsimile or other electronic means together with recommendations with respect to these proposals at least sixty (60) days prior to the date of an Annual General Meeting.

## **ARTICLE X – EXECUTIVE DIRECTOR AND CORPORATE SEAL**

### **Section 1 – Appointment of the Executive Director**

The Board of Directors shall appoint an Executive Director for the CSBA position and determine all matters affecting such position.

### **Section 2 – Corporate Seal**

The Seal of the CSBA shall be in a form prescribed by the Board of Directors in accordance with the laws of Canada and shall be in the custody of the Executive Director.

## **ARTICLE XI – FISCAL MATTERS**

### **Section 1 – Appointment of an Auditor**

The CSBA shall, at its Annual General Meeting, appoint an auditor to audit the accounts of the CSBA

### **Section 2 – Preparation of the Budget**

The budget for the fiscal year shall be approved by the Board of Directors and presented at the board meeting prior to the Annual General Meeting.

### **Section 3 – Fees and Method of Assessment**

Annual fees and the method of assessing them shall be determined by the Board of Directors and shall be submitted to the Annual General Meeting as part of the budget.

### **Section 4 – Fiscal Year**

Fiscal Year shall be the period of time commencing April 1 and terminating on March 31 of the following year