

# OASBO

## Ontario Association of School Business Officials



### **BY- LAW NO. 1 (2020)**

A By-law relating generally to the transaction of the affairs of the

### **ONTARIO ASSOCIATION OF SCHOOL BUSINESS OFFICIALS**

#### **ARTICLE I - HEAD OFFICE**

##### **1.01**

The head office of the Ontario Association of School Business Officials (hereinafter referred to as the "Association") shall be established by the Board of Directors in the province of Ontario.

#### **ARTICLE II - SEAL**

##### **2.01**

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

##### **2.02**

The corporate seal shall be kept at the head office of the Association.

#### **ARTICLE III - MEMBERSHIP**

##### **3.01**

The membership of the Association shall consist of persons in one or more of the membership classes set out in clause 3.02 who by qualification and payment of the fee referred to in clause 3.05 or by qualification alone, have been admitted to membership in the Association.

##### **3.02 Classes of Members**

###### **a) Active Member**

Active members in good standing shall be entitled to participate in and receive all benefits of the Association.

Active membership is available to:

- I. A person who performs a school business function and is employed by a public or catholic district school board, school authority, private school or the Ministry of Education or
- II. A person employed in a school business function by a related educational organization (post-secondary, TPP, OMERS) at the discretion of the Board of Directors.

###### **b) Emeritus Members**

Emeritus membership will be available upon request to any person who has been an Active member in good standing of the Association and who has retired from active employment in a school business function.

###### **c) Honourary Members**

A person who does not qualify as an Active member of the Association may in recognition of outstanding service to the Association or to the business of education in Ontario, be named an honorary member by resolution of the Board of Directors.

###### **d) Business Associate Membership**

Business associate membership is available to an organization, or person employed by an organization, commercially interested in providing a product or service for school business purposes and shall be double the annual fee payable by Active members.

###### **e) Associate Member**

- i. Associate membership shall be available to:
- ii. School board trustees
- iii. Any person upon request who has been an Active member in the association and does not qualify under other membership categories and is approved for admission to this membership class by the Board of Directors
- iv. Other persons who may be approved for admission to this membership class by the Board of Directors

##### **3.03**

Any member of the Association may resign by submitting a resignation in writing to the Executive Director, who shall record the date of receipt thereof in the register and such resignation shall be effective upon the later of the date of such receipt or the date specified in the letter of resignation.

##### **3.04 Transfer of Membership**

Membership in the Association shall not be transferable and shall terminate upon death, resignation (from a school business function) or non-payment of fees as provided by for in clause 3.05. Notwithstanding the above, where a member's fee has been paid by the employer on behalf of a member and the employee leaves that employ, a membership shall be deemed to be terminated and, upon application, the employer shall have the right to nominate a successor to complete the unexpired portion of that member's term.

### **3.05**

The fees payable by members shall be as follows:

- a) The amount of the annual fee payable by Active members and associate members shall be determined by the Board of Directors and approved by the members at an annual general meeting of the Association.
- b) The fee payable by Emeritus members shall be equal to 10 per cent of the annual fee payable by Active members or a one-time fee equal to the annual Active member fee in the year paid.
- c) No fee shall be payable by honorary members or past presidents of the Association upon retirement.
- d) The annual fee payable by Business Associate Membership shall be double the annual fee payable by Active members.

### **3.06**

The Executive Director shall notify each member of the amount of the annual fee payable and if the member's fee is not paid within ninety (90) days of the beginning of the fiscal year, the member in default shall thereupon cease to be a member of the Association but may be reinstated by the Board of Directors as a member in good standing upon payment of the fee in default.

## **ARTICLE IV - ANNUAL AND GENERAL MEETINGS**

### **4.01 - Meetings**

- a) The annual or any other general meeting of the members of the Association shall be held at such place, date and time as the Board of Directors shall determine.
- b) General meetings of the members of the Association, may be called at any time by the Board of Directors, or the President on the written request of not less than one-tenth of the members of the Association entitled to vote thereat.
- c) At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented; and the Vice-President shall be elected or acclaimed.
- e) Any meeting of the Association or of the Board of Directors may be adjourned to a time to be fixed by a vote of the members present and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required on any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **4.02 - Notice of Meetings**

- a) Notice of the date, time, location and format (in person or virtual web meeting) of every annual or other general meeting of the members of the Association shall be given to each member by sending the notice at least 20 days before the date fixed for the holding of such meeting.
- b) It shall not be necessary to state in the notice the purpose of any annual or other general meeting and any business may be transacted thereat. No error or omission in giving notice of any annual or other general meeting or any adjourned meeting of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- c) All active members in good standing shall be entitled to an electronic copy of the annual report prior to the meeting date.

### **4.03 – Voting**

Any reference in the By-Laws to various forms of voting can be replaced by electronic voting.

- a) Active and Emeritus members may vote in person at the annual meeting or other general meeting.
- b) Each Active or Emeritus member present at the meeting is entitled to one vote on each question at the annual or general meeting of the Association, and one vote for the Vice-President by secret ballot.
- c) Questions at the annual or other general meetings shall be decided by a simple majority of the vote of members present in person. A tied vote will be ruled lost, except where otherwise stipulated in this By-law.
- d) Every question at the annual or other general meetings shall be decided by a show of hands or a standing vote, as the Chair of the meeting shall direct.
- e) Upon a show of hands or standing vote, a declaration by the Chair at the annual or other general meetings that a question has been carried or not 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 without proof of the number or proportion of the votes accorded in favor or against such question.
- f) In the case of the election of the Vice-President a tied vote shall be decided by lot.
- g) In the event the Annual or General Meeting be conducted as a virtual web meeting, voting on motions will occur through members only mechanism in conjunction with the Annual and General Meeting. The outcome of each vote will be recorded and reported back to members.

## **ARTICLE V - BOARD OF DIRECTORS**

### **5.01 Board Structure**

The affairs of the Association shall be managed by a Board of Directors consisting of 10 persons each of whom shall be an Active member of the Association.

- a) Six Directors shall be appointed in a process determined by the Board of Directors;
- b) One Director shall be appointed by the Council of Senior Business Officials committee;
- c) Selection of the Vice-President
  - I. Where multiple applicants are received, the selection will be by election
  - II. Where there is only a single applicant, by acclamation

The remaining two Directors shall be the President, and Past-President by virtue of their office.

### **5.02**

The Board of Directors shall be responsible for the direction of the affairs of the Association and may authorize in the name of the Association the making of any contract which the Association may lawfully make and, except as otherwise provided in this By-law or by law, may exercise all such other powers and authorize all such other acts and things as the Association is authorized to do.

### **5.03**

The Directors shall receive no compensation for acting as such but shall be entitled to reimbursement for all reasonable expenses incurred in the performance of their duties on behalf of the Association.

### **5.04**

A majority of the Directors shall form a quorum for the transaction of business.

### **5.05**

Except as otherwise required under the By-law, the Board of Directors may hold its meeting at such place or places or in a virtual format as it may from time to time determine and may, at any such meeting, consider or transact any business.

### **5.06**

Meetings of the Board of Directors may be called by the President, the Vice-President or the Executive Director on the direction of either the President or the Vice-President. Meetings shall also be called by the Executive Director upon the written request of any three directors.

### **5.07 Notification of Meeting**

Notice of any meeting of the Board of Directors shall be electronically delivered to each Director at his or her email address recorded in the Association's register of members not less than seven days prior to the meeting. The statutory declaration of the Executive Director or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

### **5.08**

Notwithstanding the requirement for notice set out in clause 5.07, no formal notice of any meeting of the Board of Directors shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence.

### **5.09**

The Board may appoint a place and a day or days in any month or months for regular meetings at an hour to be named and when notice of the schedule of such regular meetings has been sent, no further notice of these meetings need be sent.

### **5.10**

In the event that it appears that there is insufficient material to warrant the holding of a regular meeting, the Executive Director may with the approval of the President send out a notice of cancellation of the meeting but any agenda item proposed for the cancelled meeting shall be placed on the agenda for the next following meeting.

### **5.11**

No error or omission in giving notice of any meeting of the Board of Directors shall invalidate such meeting or invalidate such proceedings taken thereat and any member of the Board of Directors may, at any time, waive notice of any such meeting, either before or after it is held, and may ratify and approve any or all proceedings taken or had thereat.

### **5.12**

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the motion is lost. All votes at any such meeting shall be taken by a show of hands or verbally, or electronically if such meeting is held using electronic techniques. A declaration by the chair as to the decision on any question and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor or against such question.

### **5.13**

The Directors of the Association may by resolution passed by a majority of the members of the Board of Directors, declare a seat on the Board vacant where a director:

- a) Submits in writing, a resignation from the office held and such resignation is accepted by the Board; or
- b) Fails to attend the meetings of the Board of Directors or Committees of the Board, either in person or electronically, that they are a member of for a period of not less than three consecutive regular meetings without a leave of absence being granted by the Board.

### **5.14**

- a) If a vacancy occurs in the Board of Directors, the vacancy may be filled by the remaining Directors from among the active members in good standing to complete the term of office of the vacant position.
- b) If a vacancy occurs in the office of Past President, at the discretion of the Board, the immediate Past President may be appointed, or a serving Director may be appointed to act on the Executive Committee and an additional Director may be appointed to the Board until the next Annual Meeting.
- c) If a vacancy occurs in the office of Vice-President, a serving Director may be appointed to fill the balance of the term in the office and an additional Director may be appointed until the next election.
- d) If a vacancy occurs in the office of President, at the discretion of the Board, either the immediate Past President or the current Vice-President may be appointed as President until the next Annual Meeting.

### **5.15**

The Directors may by special resolution increase the number of Directors and notice of the special resolution shall be filed with the members of the Executive Council to whom the administration of the Corporations Act is assigned by the Lieutenant-Governor in Council and published in the *Ontario Gazette* within fourteen (14) days after the resolution has been confirmed by the members (See Section 285 of the Corporations Act, R.S.O. 1980, c95).

### **5.16**

An Active member in good standing of the Association may attend any Board of Directors meeting as an observer except for in-camera sessions. Participation in the meeting shall be covered by the written procedures of the Board.

## **ARTICLE VI - ELECTION**

### **6.01**

The election shall be by electronic secret ballot within a timeframe determined by the Board of Directors with sufficient notice provided to the membership. The voting results will be reviewed by the Chair of Nominating and Elections Committee and Executive Director presented to and approved by the Board, and announced at the Annual General Meeting.

## **ARTICLE VII – TERM OF OFFICE**

### **7.01**

- a) The term of office for all Directors shall be for two years from the end of the annual meeting after their appointment to accession or until their respective successors have been appointed or have acceded to office.
- b) The term of a director in the office of President, Vice-President and Past President (as such officer) shall be for one year from the annual meeting after their election, appointment, or accession or until their successors have been elected, appointed or have acceded to office.

### **7.02**

The accession to office upon the election of a Vice-President shall be as follows:

- a) The incumbent Vice-President shall become President;
- b) The incumbent President shall become Past President, and
- c) The incumbent Past President shall retire from the Board of Directors.

### **7.03 Re-appointment**

- a) A Director can be reappointed to serve a second term after which time they will not be eligible for reappointment
- b) A qualified member can reapply for the position of Director after having left the Board for a period of one full term.

## **ARTICLE VIII - QUALIFICATION OF OFFICERS AND DIRECTORS**

### **8.01**

The term of office for all Directors shall be for two years from the end of the annual meeting after their appointment or accession or until their respective successors have been appointed or have acceded to office.

### **8.02 Vice-President Eligibility**

To be eligible as a candidate for election to the office of Vice-President, a member must have:

- a) Served as a Director of the Association; or
- b) Shall have been a member in good standing for seven consecutive years previous to the day of the election and shall have served one year as the Chair of a Standing Committee
- c) Be nominated by their Standing Committee Chair or Co-chair and one active member in good standing.

### **8.03**

To stand for election for Vice-President, a member must be nominated by their Standing Committee Chair and one other active member in good standing.

### **8.04 Board Composition**

The Association encourages a variety of representation from the various business functions in school boards.

Nominations for Director shall be submitted in writing to the Executive Director no later than March 31 each year.

### **8.05 Director Eligibility**

To be eligible to be appointed as Director, a member must:

- a) Be a member in good standing with OASBO;
- b) Be an active member that has chaired a Standing Committee;
- c) Not be subject of any disciplinary proceedings by the Association;
- d) Have not served as Director for two years since their last term as Director (in good standing)
- e) Have skills and experience commensurate with the needs of the Board.

### **8.06**

The accession to office upon the election of a Vice-President shall be as follows:

- a) The incumbent Vice-President shall become President;
- b) The incumbent President shall become Past President, and
- c) The incumbent Past President shall retire.

### **8.07**

The Association encourages a variety of representation from the various business functions.

## **ARTICLE IX - OFFICERS**

### **9.01 President**

The President shall:

- a) Preside at all meetings of the Association and of the Board of Directors;
- b) Preside at all meetings of the Coordinating Committee (Joint Chairs Committee)
- c) Approve the agenda in preparation for all Board of Directors meetings;
- d) Be ex-officio member of all committees; and
- e) Represent or cause to be represented the Association at all meetings with government ministries, committees or bodies where representation has been requested and approved by the Board of Directors.

### **9.02 Vice-President**

The Vice-President shall

- a) In the absence or inability of the President to act, exercise the functions of the President;
- b) Serve as Chair of the Annual Conference Planning Committee.

### **9.03**

The Past President shall:

- a) Serve as chair of the Nominating and Elections Committee
- b) Serve as chair of the By-laws Committee.

### **9.04 Executive Director**

The Executive Director shall:

- a) Serve as Secretary and Treasurer of the Association and as such shall attend all meetings of the Board of Directors except when the Board of Directors is discussing the salary, performance or employment of the Executive Director;
- b) Ensure that full and accurate records of the proceedings and transaction at all meetings of the Association and its Board of Directors and shall sign the same certifying the accuracy thereof to the President;
- c) Be responsible for the development, monitoring and presentation of the Association's annual budget to the Board of Directors;
- d) Have power to approve expenditures to be incurred by the Association that have been authorized by the Board of Directors and shall sign the same certifying the accuracy thereof to the President;

- e) Keep a register of members in alphabetical order setting out the name and address of each member, the class of membership and the business function designated by the member;
- f) Have custody of the seal of the Association and shall be responsible for the property belonging to the Association and ensure its safekeeping;
- g) Keep a record of all correspondence of the Association, send out notices as required and make a full report in writing of the transactions of the Association at the annual meeting of the Association;
- h) Ensure a proper accounting of the finances of the Association and shall be responsible for receiving or collecting monies due the Association and to ensure that the funds of the Association are properly kept for the Association in accordance with the instructions of the Board of Directors;
- i) Prepare all claims for payment for the signing officers of the Association;
- j) Render to the Board of Directors at the regular meetings or as required by the Board an accounting of all financial transactions and of the financial position of the Association;
- k) Be accountable to the Association for and deliver up to the Association upon demand, all monies, books, papers and other records and property belonging to the Association that are in the custody or possession of the Executive Director;
- l) Perform such other duties as may, from time to time, be assigned to the Executive Director by the Board of Directors; and
- m) Furnish a surety bond in an amount to be fixed by the Board of Directors with the premium of such bond to be paid by the Association.

## **ARTICLE X - SIGNING AUTHORITY**

### **10.01**

The signing officers of the Association shall be any two members of the Executive Committee.

### **10.02**

Notwithstanding the foregoing, the Board of Directors may from time to time by resolution authorize any person or persons to sign on behalf of the Association and the corporate seal may be affixed to any instruments signed by any person so authorized.

## **ARTICLE XI - EXECUTIVE COMMITTEE**

### **11.01 Executive Structure**

The Executive Committee consists of the President, Past President and Vice-President and the Executive Director.

### **11.02 Executive Responsibility**

The Executive Committee acts on behalf of the Association as directed by the Board of Directors to facilitate the implementation of decisions of the Board of Directors.

## **ARTICLE XII - STANDING COMMITTEES**

### **12.01**

A list of the standing committees shall be published at least annually.

### **12.02 Creation or Dissolution**

The Board of Directors may:

- a) From time to time create Standing Committees as conditions warrant
- b) Recommend to the members of the Association the dissolution of Standing Committees as conditions warrant; and
- c) Assign a liaison director to Standing Committees on an individual or group basis

### **12.03 Membership**

An Active member of the Association:

- a) Must join a Standing Committee related to their business function; and
- b) Must apply to join Standing Committees based on their business function and areas of responsibility.

### **12.04 Chair or Co-Chair**

The Chair or Co-Chair of a standing committee shall be determined annually by the members present at a meeting of the committee.

### **12.05 Duties**

The duties of the standing committees shall be as follows:

- a) To serve the needs of the members of the Association by studying questions pertaining to the specialty of the committee;
- b) To prepare reports, briefs and presentations for submission to the Board of Directors and if such reports are to be distributed beyond the committee, they must be submitted to the Board. If they are suggesting an Association position, they must be approved by the Board before circulation beyond the committee;
- c) To offer opportunities for members to obtain knowledge specific to their needs within the scope of the committee;
- d) To organize their committee or sub-committees as necessary to carry out the functions of the committee provided that any such sub-committees shall report to the committee;
- e) To hold meetings of the committee (minimum of 4 meetings per year is suggested) unless otherwise approved by the Board and to forward minutes of the same to the Board of Directors;
- f) To submit to the Board of Directors for prior approval, any correspondence on Association letterhead that communicates or implies a policy stance of the Association; and
- g) To prepare and submit an annual report to the Board of Directors for inclusion in a general meeting reports package.

### **12.06 Special Purpose Committees**

There shall be the following special purpose committees appointed by the Board of Directors:

- a) Annual Conference Planning Committee chaired by the Vice-President;
- b) By-laws Committee chaired by the Past President of the Board of Directors;
- c) Nominating and Elections Committee chaired by the Past President; and
- d) Coordinating Committee made up of the Board of Directors and the Chairs of Standing Committees chaired by the President

### **12.07 Duties of Special Purpose Committees**

The duties of the special purpose committees shall be as follows:

#### **a) Annual Conference Planning Committee:**

Commencing in October, to plan and implement in accordance with guidelines approved by the Board of Directors an annual conference in conjunction with the annual meeting of the Association.



**b) By-laws Committee:**

Prior to the Annual General Meeting, to review the By-laws of the Association from time to time and to consider proposals or changes and to make representations to the Board of Directors respecting such matters.

**c) Nominating and Elections Committee:**

Commencing in February

- i. To prepare for the mail-in or electronic ballot of the Association, a list of nominees willing to stand for election of Vice-President for the ensuing year and to receive prior to the close of nominations, any further nominations that may be submitted to the committee.
- ii) To organize the elections process each year and to prepare a report of the new set of Officers for the Annual Meeting; and
- iii) To recommend to the Board of Directors potential new members of the Board of Directors

**d) Resolutions Committee:**

To receive, consider and to make recommendations on all resolutions that are to be placed before the members at any annual or general meeting of the Association.

**e) Coordinating Committee (Joint Chairs Committee):**

- i) To provide a forum for the implementation of new strategic directions and increase the interaction between the Board of Directors and the membership.
- ii) Each standing committee may present to the coordinating committee a potential candidate for appointment to the Board of Directors.

**ARTICLE XIII - AD HOC COMMITTEES**

**13.01**

The Board of Directors may from time to time appoint persons to ad hoc committees to perform specific functions.

**13.02**

Such committees shall report to the Board of Directors and shall be dissolved either upon the earlier of completion of their task or the end of the term of office of the Board of Directors by whom the committee was appointed but the new Board of Directors may appoint or reappoint persons to such a committee.

**ARTICLE XIV – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**14.01 Coverage**

Every member of the Board of Directors and Officer of the Association, their heirs, executors and administrators shall at all times be indemnified and save harmless out of the funds of the Association:

- a) All costs, charges and expenses whatsoever which they may sustain or incur in or about any action, suit or proceeding or permitted by them in or about the execution of the duties of their office or position on the Board of Directors as such officer or director of the Association except where such costs, charges or expenses are occasioned by their willful neglect or default.

**ARTICLE XV – FINANCIAL YEAR**

**15.01**

Unless otherwise approved by the Board of Directors and ratified at the annual or general meeting of the membership, the financial year of the Association shall end on the 31<sup>st</sup> day of August in each year commencing on August 31, 2001.

**ARTICLE XVI – BORROWING**

**16.01 Guidelines**

The Board of Directors may from time to time:

- a) Borrow money on the credit of the Association;
- b) Issue, sell or pledge securities of the Association; and
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed or other debt or any obligation or viability of the Association.

**16.02**

The Board of Directors may, from time to time, authorize any director, officer or employee of the Association or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Association as the Board of Directors may authorize, and generally to manage, transact and settle any borrowing of money by the Association.

**ARTICLE XVII - GENERAL**

**17.01**

The minutes of the proceedings at the annual meeting of the Association shall be published in a form approved by the Board of Directors.

**ARTICLE XVIII - AMENDMENTS TO BY-LAWS**

**18.01**

This By-law may be amended at the annual or a general meeting provided that notice of the proposed amendment has been issued to all Active members at least fifteen (15) days in advance of the meeting provided that there is a two-thirds (2/3) affirmative vote of the votes cast by Active members.

**ARTICLE XIX - PREVIOUS BY-LAWS RESCINDED**

**19.01**

All previous By-laws adopted by the Association prior to the adoption of these By-laws are hereby rescinded.