

**QUEBEC ENGLISH SCHOOL BOARDS ASSOCIATION
ASSOCIATION DES COMMISSIONS SCOLAIRES ANGLOPHONES DU QUÉBEC**

CONSTITUTION AND BY-LAWS

Amended May 2, 1992
Amended March 20, 1993
Amended October 16, 1993
Amended May 5, 1995
Amended May 10, 1997
Amended April 25, 1998
Amended May 8, 1999
Updated October 25, 1999
Amended May 6, 2000
Updated March 2001

Amended May 5, 2001
Amended May 8, 2004
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Amended October 1, 2005
Updated September 19, 2006
Amended October 25, 2008
Amended March 27, 2010
Amended October 27, 2012
Amended September 16, 2014
Amended November 11, 2017

BY-LAWS

DECLARATION OF POLICY

The Association is a democratic body with every member board able to present and vigorously support its point of view in internal debate.

Association policy, course of action and public posture are determined by a majority vote following a democratic process which includes appropriate consultation.

ARTICLES

1. INTERPRETATION: In the By-Laws, unless context requires otherwise,

10. "Association" shall mean the Quebec English School Boards Association (QESBA) / L'Association des commissions scolaires anglophones du Québec (ACSAQ), given in Letters Patent at Quebec City on April 14, 1936, as the Provincial Association of Protestant School Boards of the Province of Quebec and in Supplementary Letters patent, December 14, 1953, at which time the name was changed to "Quebec Association of Protestant School Boards" and in subsequent Supplementary Letters patent, November 17, 1993, at which time the name was changed to Quebec School Boards Association (QSBA) / L'Association québécoise des commissions scolaires (AQCS) and in further Supplementary Letters patent dated July 2, 1999 at which time the name was changed to QUEBEC ENGLISH SCHOOL BOARDS ASSOCIATION (QESBA) / L'ASSOCIATION DES COMMISSIONS SCOLAIRES ANGLOPHONES DU QUÉBEC (ACSAQ) having its head office on the Island of Montreal in the Province of Quebec.
- b) "Province" shall mean the Province of Quebec.
- c) "School board" shall mean any public or special status school board governed by the Quebec Education Act, which has applied for, has been accepted for and has maintained its membership through the payment of annual dues to the Association.
- d) "Commissioner" includes elected commissioners and the official parent commissioners to the school board.
- e) "Term" shall mean the period between one Annual General Meeting and the next unless specified by a number of years representing a "term".
- f) Any reference to the masculine gender shall be interpreted to mean male or female.

2. OBJECTIVES

- a) To encourage responsible administration among school boards, thus advancing and promoting the cause of English public education across the Province.
- b) To make available to member school boards information helpful in furthering their efforts in the improvement of educational administration and educational standards.
- c) To work with the Ministry of Education, Recreation and Sports in the advancement of education.
- d) To provide for discussions of mutual problems with other educational bodies with the goal of common representation to the educational authorities for action when required.
- e) To work with organizations having objectives similar to those of the Association.
- f) To take any measures deemed advisable and practical for the purpose of furthering the objectives of the Association.
- g) To do such other things as the voting members of the Association may deem appropriate for the accomplishment of these and other objectives as are required for the benefit of education in Quebec.

3. MEMBERS

a) Membership

The membership of the Association shall consist of school boards, and individual commissioners, who shall hold voting rights (as defined in Article 3 c)).

b) Member Boards

Member boards shall be any school board as described in Article 1 c).

c) Voting Members

- (1) Voting members are the representatives of the member boards of the Association, defined as individual commissioners, who shall hold voting rights as defined in Article 3 c (2).

(2) Distribution of Votes

At Special or Annual General Meetings each voting member Board shall be entitled to one vote for each commissioner that holds a seat on its Council of Commissioners.

(3) Special or Annual General Meeting proxy allocations

The adoption of audited statements, financial statements, budget proposals and all annual reports will be debated and adopted or defeated during a Special or Annual General Meeting by commissioners or special status representatives that are physically present. Votes for the above mentioned business can be distributed by proxy through a member board resolution submitted to the Executive Director and/or his delegate no later than five (5) days preceding the Special or Annual General Meeting.

- i.) If electronic voting is not available a QESBA certified ballot(s) with a postmarked return QESBA envelope will then be delivered to commissioners unable to attend, by the most convenient means, as determined by QESBA. Return envelopes will be marked confidential and addressed to the Executive Director and/or his delegate. Once the ballot is removed from the envelope, it will be placed in the ballot box. To ensure confidentiality, the Executive Director or his delegate will then immediately shred the pre-addressed envelope.
- ii.) If electronic voting is not available, all such absentee ballots must then be returned to QESBA no later than five (5) days preceding the Special or Annual General Meeting to be eligible to be counted with all other ballots.
- iii.) If QESBA has not received the completed ballot(s) by the prescribed deadline, that vote or those votes will be given to the Chairman or Vice-Chairman of that member board for re-distribution according to the method in which the council of commissioners of the member board in question has decided upon.
- iv.) In the event that a second, third, fourth, etc. ballot is needed in any given election for President and Vice-President, a new ballot will be produced via the chosen on-line voting method and commissioners not present in-person will be sent an e-mail with a specific timeline in which they can cast their ballots.

- (4) Special Status School Boards
A special status voting member shall hold one vote.

d) Life Members

All Past Presidents of the Association shall automatically become non-voting Life Members at the time their successor is elected.

e) Honorary Members

- (1) Former commissioners of member school boards are eligible for a non-voting Honorary Membership provided they meet the following criteria:

- i.) Held office as a commissioner in the Province of Quebec for a minimum of 8 years; and
- ii.) Worked at the provincial educational level, while a commissioner or trustee, for a minimum of 4 years; and
- iii.) Demonstrated by their actions outstanding leadership qualities in the field of education by contributing to the work of the Association and by playing a leading role in the field of education in Quebec at the provincial level.

- (2) Persons, not having been commissioners, are eligible to become Honorary members of the Association provided they meet the following criteria:

- i.) Worked in the field of education in the Province of Quebec for a minimum of 20 years; and
- ii.) Made an outstanding contribution to education at the provincial level.

- (3) Candidates may be nominated by the Board of Directors of the Association or by resolution of any member board.

f) Affiliated Members

Associations of management personnel of school boards may be granted affiliated membership in this Association by a two-thirds (2/3) majority vote of the Board of Directors. Such members shall participate in the affairs of this Association in an advisory capacity within their respective fields. Each affiliated association may be represented at meetings of the Board of Directors by a person or persons designated by each association, but such representative or representatives shall not be entitled to a vote at meetings of the Board of Directors or at general meetings. The number of representatives shall be determined by the Board of Directors.

4. MEMBERSHIP FEES

- a) The membership year of the Association shall be from July 1st to June 30.
- b) An annual membership fee shall be assessed on each member board based on student enrollment in the school(s) of each member board as of September 30 of the current school year to meet yearly budget requirements as recommended by the Board of Directors and approved by the voting members at a general meeting of the Association to be held a maximum of 150 days following the close of the fiscal year. The Board of Directors can in exceptional cases make alternative budgetary recommendations, based on declining enrolments, to the Annual General Meeting.
- c) The annual membership fee for the school year in progress shall be calculated on the basis of the enrollment figures as of September 30 of that school year. During the month of July, the Association shall bill member boards for an amount calculated by multiplying 75% of their enrollment as of September 30 of the preceding school year by the per-pupil rate established at the general meeting referred to in article 4 b). The balance of the membership fee shall be payable during the month of December.
- d) Any member board of the Association that is in arrears in payment of its annual membership fee shall not be entitled to vote at any special or general meetings of the Association until such time as such membership fee has been paid.

5. AWARDS

a) Award of Merit

- i.) Any person who has served on a member school board may, because of his extraordinary contribution to the educational system over any period, receive the Award of Merit of the Association.
- ii.) Candidates for the Award of Merit may be recommended by member boards for approval by the Board of Directors.

b) Recognition of Service Award

- i.) Persons who have held the position of commissioner or trustee of a member school board for a period of twelve (12) years shall receive Recognition of Service Award.

- ii.) Member boards shall advise the Executive Director of the names of the candidates entitled to this award at least sixty (60) days prior to the holding of the Annual General Meeting of the Association.

6. BOARD OF DIRECTORS

- a) The property and business of the Association shall be managed by a Board of Directors, of whom a simple majority shall constitute a quorum. Among the duties of the Board of Directors shall be that of choosing the date and place, formulating the program and making all necessary arrangements for the Annual General Meeting, which shall be held within one hundred and fifty (150) days of the close of the fiscal year of the Association.
- b) Only commissioners of member boards in good standing shall be eligible to be elected as a Director of the Association.
- c) The Directors may exercise all powers of the Association that are not by the Companies Act or by these by-laws required to be exercised by the members at general meetings.
- d) Directors shall assume office immediately upon their election or appointment.
- e) Every election of Directors shall be held as determined in the 3.c) Members section Voting subsection.
- f) Directors shall be elected for one (1) two-year term by the voting members at the Annual General Meeting of the Association.
 - (1) The voting members shall elect two (2) Directors from among the commissioners of each of the member school boards. One of which shall be the Chair or the Vice-Chair.
 - (2) They shall elect one (1) additional Director from each of the member boards holding fifteen (15) percent or more of the student enrolment.
- g) The immediate Past President shall be a non-voting member of the Board of Directors and without the requirement of being a school commissioner, providing he or she continues to be an elector of an eligible board.

- h) The office of Director shall be automatically vacated:
- (1) on ceasing to be a commissioner of his school board;
 - (2) on delivering a written notice of resignation to the Executive Director of the Association;
 - (3) on being made subject to an order of protective supervision, curatorship or tutorship under the provisions of the civil code or any other applicable legislation having like effect;
 - (4) upon death;
 - (5) subject to the provisions of Article 6 k), failure to participate in three (3) consecutive regular meetings of the Board of Directors.
- i) Any vacancy occurring in the Board of Directors shall be filled only for the remainder of the term of office by appointment of the Board of Directors, on the recommendation of the board concerned, from among the commissioners of the member board from which the vacating Director was elected.
- j) Regular meetings of the Board of Directors shall be held at least six (6) times during the year. The schedule of these meetings shall be determined by the Board of Directors. Notice of regular meetings shall be sent out by the Executive Director ten (10) days prior to the date of the meetings. Special meetings of the Board of Directors shall be held at the call of the President or any two (2) members of the Board. Notice of special meetings shall normally be sent out by the Executive Director at least one (1) week in advance. However, in cases of extreme emergency, the members shall be advised at least forty-eight (48) hours prior to such emergency meeting.
- k) In the event that a member of the Board of Directors is unable to be physically present at a regularly called meeting, a Director shall be entitled to participate and vote during such a meeting provided the following conditions have been met:
- (1) The Association can provide telephone or video conferencing services.

The Director has provided 24 hours notice for teleconference to the Association of his intent to avail himself of this service. The Board of Directors will establish policy on required notice for videoconferencing.

- (2) The minutes of such a meeting note the use of telephone and/or video conferencing and indicate the name(s) of those Directors participating via these means.
- l) In the case of a member of the Board of Directors being unable to attend a regularly called meeting, a substitute who has been named by the school board concerned may attend in this place; however, he shall not be entitled to vote at the meetings at which he substitutes.
 - m) The Board of Directors shall appoint such special committees as it deems advisable for its own operation and in the interest of the Association.
 - n) Questions arising at any meeting of Directors shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his regular vote, shall have a second or casting vote.
 - o) Any school commissioner of any board described in Article 1 c) may attend meeting of the Board of Directors as an observer provided prior notice of his intention to attend such meeting is given to the president at least 24 hours in advance of the meeting.
 - p) At any meeting of the Board of Directors, the Directors may at any time, upon a majority vote of the Directors, elect to hold part of their meeting in camera, at which time any observers or representatives of affiliated associations, may, at the direction of the Chairman, be excluded.
 - q) The Board of Directors shall, at least thirty (30) days prior to the Annual General Meeting, forward to all member boards, notice of all resolutions to be presented to the Annual General Meeting for consideration. However, the thirty (30)-day notice may be waived in the event of an emergency.

7. Executive Committee

- a) The Officers of the Association shall constitute an Executive Committee. The nine Board Chairs or Vice-Chairs shall make-up the membership of the Executive Committee. Among the nine Board Chairs one shall be elected President of the Association, one shall be elected Vice-President of the Association by virtue of section 8. e) of the Constitution and By-Laws. The remaining seven members will be Members-at-Large, and they shall hold office until their successors are named or until they fail to qualify.

(Note: The Executive Committee has a total of nine (9) members (one per member board). The positions of President and Vice-President are filled by

election, therefore leaving seven (7) seats by nomination for each non-represented member board).

- b) For the election of President and Vice-President, voting members may make nominations from the floor of the annual general meeting only in the event that at the time for the election there is no candidate standing for the posts. More than one nomination may be accepted and an election held.
- c) No member board shall be represented by more than one member on the Executive Committee, excluding the Immediate Past-President.
- d) The term of office for the President, Vice-President and Executive Members-at-Large shall be for two (2) years.
 - i.) No person shall serve as President of the Association for more than two consecutive full terms and must have vacated the office for a period of at least one term before becoming eligible for re-election.

A President or Vice-President may be removed from office at any time by a vote of two-thirds of the Board of Directors.

- e) The President shall act as Chairman of all meetings of Directors and special and Annual General Meetings of the Association.
- f) The President-Elect and the other executive officers shall assume office immediately following the Annual General Meeting at which they are elected.
- g) In the case of the President's absence or inability to act, the Vice-President shall assume the responsibilities of the president.
- h) If the office of President falls vacant, the Vice-President shall fill the vacancy until the next Annual General Meeting at which time a new President is elected. However, in the event that the vacancy results from the outcome of general school board elections, the outgoing successor shall remain in office until a special general meeting is convened to elect a new President to complete the mandate of the out-going President, his or her successor at a date to be determined by the Board of Directors.
- i) The Executive Committee shall exercise the following powers on behalf of the Board of Directors between meetings of the Board, unless otherwise resolved by the Board of Directors.

- i.) Reviewing with the Executive Director all personnel matters, including the performance of the Executive Director and making appropriate recommendations to the Finance Committee and the Board of Directors.
 - ii.) Reviewing the priorities of the Association and making appropriate recommendations to the Board of Directors on at least an annual basis.
 - iii.) Reviewing the Association's facilities, maintenance and purchase of office equipment with the Executive Director and submitting appropriate recommendations to the Board of Directors.
 - iv.) Reviewing all insurance coverage for property, liability and personal coverage and making appropriate recommendations to the Board of Directors.
 - v.) Reviewing and implementing all public policy and politically strategic decisions with the Executive Director.
- j) The Executive Committee shall make a report at each meeting of the Board of Directors with respect to action taken by it between Board meetings.

8. MEETINGS OF MEMBERS

- a) Special or general meetings of the Association may be called when requested by a majority of the Board of Directors. The Annual General Meetings of members at which the Board of Directors is elected shall be held at the head office of the Association or elsewhere as the Board of Directors may designate.

Special meetings of the Association may be called upon the receipt in writing of a request for such a meeting by a majority of the member school boards of the Association or by a request of the President and/or the Executive Committee of the Association. A special meeting shall deal only with the specific business for which the meeting was called in the first instance and so stated in the written request and in the notice of the meeting.

- b) A quorum for any special or general meeting of the Association shall consist of the representatives of sufficient voting members present representing seventy (70) percent of the votes of the Association in accordance with the formula provided in Article 3 hereof.

- c) Thirty (30) days prior written notice shall be given to each member of any general meeting of members.

Notice of any special meetings shall normally be sent out by the Executive Director at least one (1) week in advance of such meeting. However, in cases of extreme emergency as determined by the President and/or the Executive Committee, the voting members shall be advised at least forty-eight (48) hours prior to the holding of such emergency special meeting of the Association.

- d) The accidental failure to receive a notice of any special or general meeting by any number of members shall not invalidate any business transacted at any such meeting.
- e) At all meetings of the Association, every question shall be determined by a simple majority of the votes cast by the voting delegates present by a show of hands with the exception of the elections for President and Vice-President which shall be held by secret ballot.
 - i) The election of President and Vice-President shall require a clear majority of 50% + 1 of the total votes cast.
 - ii) In the event that a clear majority is not obtained on the first ballot, the candidate with the least amount of votes from the first ballot will be removed and a second ballot will be held with the remaining candidates. If third ballot is needed or any succeeding ballots, the candidate with the least amount of votes from the ballot shall be removed and so on and so forth until a clear 50 % + 1 majority is obtained.
- f) The occupant of the Chair at any meeting of the Association shall have the casting vote in the event of an equality of votes.
- g) Should there not be a quorum present at any meeting of members, the members present may adjourn such meeting to any further date not later than the 14 days thereafter and any such meeting may be held on such day without further notice to members.
- h) The Board of Directors may invite visitors to participate in the general meetings of the Association.
- i) Robert's Rules of Order shall be followed in establishing procedure at general meetings.

9. FISCAL YEAR

- a) The fiscal year of the Association shall be July 1 to June 30. Before the close of business at each Annual General Meeting, the voting members shall appoint an auditor for the current fiscal year. The annual audit shall be submitted by the auditor to the Association's Finance Committee, which shall present it at the general meeting.
- b) Cheques shall require two signatures, those of the President and the Executive Director. If the President is unable to sign, the Vice-President, QESBA Finance Committee Chair or one alternate officer signatory as appointed by the Executive Committee may sign in his place. If the Executive Director is unable to sign, an employee designated by the Executive Committee may sign in his place.
- c) The Association shall reimburse those persons representing it at meetings or otherwise acting on its behalf for their expenses in accordance with its policy respecting the submission of expense claims.
- d) In the case of sale or purchase of any bonds, securities or other property or chattel of the Association now or hereafter owned by the Association, such sale or purchase shall be consummated by the regular signing Officers of the Association following a resolution approved by the Board of Directors.
- e) The Board of Directors may, at its discretion, contribute funds towards the social welfare of its employees in the form of sickness benefits, insurance and pension funds outside of those conditions which are compulsory by law.

10. STANDING COMMITTEES AND COMMISSIONS

Prior to the second regular meeting of the Board of Directors following the Annual General Meeting, the Executive Committee shall appoint the members of the Association's standing committees, namely, the Nominating Committee, the Constitution and Resolutions Committee, the Finance Committee and the Professional Development Committee. The membership of each standing committee shall comprise one of the Association's Officers, at least two members of the Board of Directors. The Executive Committee shall appoint the Chairman of each of the standing committees. The President and the Executive Director or his delegate shall be ex-officio members of each standing committee.

All members of standing committees shall have voting rights. Meetings of standing committees shall normally be scheduled so as to leave sufficient time

for recommendations to be forwarded to the Executive Director for inclusion on the agenda of the next meeting of the Board of Directors.

a) Nominations Procedure

- i.) The QESBA Board of Directors shall establish a Nominations Committee prior to each election period.
- ii.) The Nominations Committee shall, fourteen (14) weeks prior to the Annual General Meeting, invite member boards to submit nominations of qualified commissioners to serve as Directors for their respective school boards.
- iii.) Nominations for Director shall be received at the QESBA office, from each member board, no later than nine (9) weeks prior to the Annual General Meeting.
- iv.) The Nominations Committee shall verify the validity of each nominated Director and submit a list of all such nominations to all member boards no later than eight (8) weeks prior to the Annual General Meeting.
- v.) The Nominations Committee shall, at the same time as iii.) above, invite member boards to submit nominations for the positions of Officer in accordance with article 7 d).
- vi.) The Nominations Committee shall take all legal steps to ensure that there is at least one nomination for each position, as appropriate.
- vii.) The Nominations Committee shall, no later than four (4) weeks prior to the Annual General Meeting, submit the names of those nominated candidates for the position(s) of Officers to each member board.
- viii.) Nominations for Officer shall be received at the QESBA office no later than five (5) weeks prior to the Annual General Meeting.

*****These are simply amendments in timeline to ensure a faire time period for mail voting.***

b) Finance Committee

The Finance Committee shall:

- i.) prepare the annual budget of the Association for consideration by the Board of Directors and present this annual budget to a general meeting of the Association for approval.

- ii.) monitor the Association's expenditures and report regularly thereon to the Board of Directors.
- iii.) receive the annual audit and ensure its presentation to the Annual General Meeting.
- iv.) periodically review the Association's policy for the reimbursement of travel and accommodation costs and make appropriate recommendations to the Board of Directors.
- v.) recommend to the Board of Directors for consideration and submission to the Annual General Meeting the appointment of the auditors for the current fiscal year.
- vi.) submit to the Board of Directors such additional recommendations regarding the Association's financial practice as it deems appropriate.

11. AD HOC COMMITTEES

The Board of Directors shall establish by resolution any ad hoc committee which it deems necessary, appoint its Chairman, determine its membership, define its mandate and terms of reference, and establish a deadline for the submission of its report and/or recommendations to the Board of Directors. The Board of Directors shall dissolve an ad hoc committee when appropriate. Persons other than commissioners may serve on ad hoc committees.

12. AMENDMENTS

- a) Amendments to the Constitution and By-Laws shall be made only at the Annual General Meeting or at a special general meeting called for the purpose. Passage of an amendment shall require a two-thirds (2/3) majority of the votes cast.
- b) Notices of proposed amendments shall be sent to all members at least thirty (30) days prior to the Annual or special General Meeting.
- c) Amendments voted upon during an Annual General Meeting shall not become effective until the conclusion of the meeting at which the amendment was made.

13. EXECUTIVE DIRECTOR

- a) An Executive Director shall be appointed by the Board of Directors for the Association.
- b) The Executive Director of the Association shall be responsible to the Officers and Board of Directors for the operations of the Association.
- c) He shall act as the Executive Assistant to the President.
- d) He shall act as the Secretary Treasurer of the Association.

14. INDEMNIFICATION

Any Officers, members of the Board of Directors, staff and their respective heirs, executors and administrators and estate effects respectively shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses which he sustains and incurs in or about any action, suit or procedure which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or other thing made, done or permitted by him, in or about the execution of the duties of his office and also from and against all other costs, charges and expenses which he sustains or incurs in or about in relation of the affairs thereof, except such costs, charges or expenses as are occasioned by his own fault.

15. CODE OF ETHICS

Elected officials owe a duty of loyalty to the QESBA and to those people and organisations the QESBA represents.

No elected official will intentionally violate any provisions of the Constitution of Canada, Quebec Education Act and Quebec School Elections Act nor will they promote others to do so. Upon conviction of any criminal offence, the elected official shall resign from office, even before pending appeals.

Elected officials and Staff must treat everyone with civility, honesty, equality, and respect at all times.

No elected official will intentionally delay or disrupt the proceedings of the Board of Directors, outside the rules.

No elected official will intentionally mislead members of the QESBA Board of Directors or Staff or falsely represent issues to the Board of Directors.

No elected official will intentionally do harm to, or breach the confidentiality and anonymity of the QESBA Board of Directors decisions and documentation.

No elected official will falsely represent issues as a representative of QESBA during external events. This includes making promises that the elected official knows cannot be kept, or seem unlikely to be kept.

No elected official will participate when in a conflict of interest. If an elected official is found to be in an unintentional conflict, he or she must immediately act to resolve it or will be considered to be knowingly in a conflict.