



**CONSTITUTION/BYLAWS of the
CANADIAN SCHOOL BOARDS ASSOCIATION**

The national voice of democratically elected school boards. (May 2023)

Approved: date and place

All previous Constitutions are rescinded.

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CSBA CONSTITUTION/BYLAWS

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1. NAMES AND DEFINITIONS

1.1. Organization Name

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

1.2. Definitions

Affiliate Member Organization – those organizations or groups approved by the CSBA Board of Directors to contribute to the conversation or lend their support on educational issues.

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 elect officers, to review the annual report, the financial statements, and the auditor's report.

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

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

Executive Committee – Shall consist of the CSBA President, CSBA Vice President and CSBA Executive Director.

Ex-Officio Member - shall refer to the executive directors/chief executive officers from the member associations and the CSBA Executive Director.

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

Good Standing – Members in good standing shall refer to member associations whose fees have been paid in full.

Honorary Member – Honorary member status may be given to persons who have contributed nationally to education and have been named as an honorary member in a motion adopted at an Annual General Meeting.

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

Members - Members shall include member associations, life members, honorary members, and affiliate members.

Member Association – Member association shall refer to a provincial or territorial association of school boards, school trustees, district education councils, or other elected representatives admitted to membership under 3.2 Constitution/ByLaws.

Regular Meetings of the CSBA Board of Directors – Board of directors meetings shall be all regular meetings, in addition to the CSBA Annual General Meeting.

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.

Special Meetings of the CSBA Board of Directors – Special meetings shall mean any meetings called in addition to the regular board meetings or the CSBA Annual General Meeting.

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 member or councilor).

2. VISION AND MISSION

2.1. Vision

- 2.1.1. Democratically elected local school boards achieving student success and well-being through diverse, equitable and inclusive public education. (Approved May, 2023)

2.2. Mission

- 2.2.1. To support democratically elected school boards associations and their members in achieving their mandates by providing leadership and learning opportunities.
- 2.2.2. To champion the Truth and Reconciliation Commission's Calls to Action through public education.
- 2.2.3. To advocate on national, collective interests in support of diversity, equity and inclusion and success for all students.
- 2.2.4. To increase an understanding of, and advocate for, democratically elected school boards.

3. MEMBERSHIP

3.1. Members

- 3.1.1. CSBA membership consists of member associations in good standing, ex-officio members, life members, honorary members, and approved affiliate member organizations.

3.2. Eligibility of Member Associations

- 3.2.1. 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 CSBA Board of Directors, and that eligibility shall continue until and unless it is revoked by the CSBA Board of Directors.
- 3.2.2. 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.
- 3.2.3. 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 CSBA Board of Directors to become members of the CSBA, and that eligibility shall continue until and unless it is revoked by the CSBA Board of Directors.

3.3. Application Procedures

- 3.3.1. A letter of application for new membership shall be submitted to the CSBA Board of Directors for approval.

3.4. Suspension

- 3.4.1. 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.

3.5. Termination of Membership

- 3.5.1. The board of the CSBA may consider termination of any member who has been suspended for ninety (90) days. Membership may be terminated only upon the

adoption of a motion passed by a two-thirds vote of the CSBA Directors representing members in good standing.

3.6. Resignation

- 3.6.1. A member may withdraw from the CSBA by giving written notification to the CSBA Executive 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 CSBA Executive Director. If a member owing fees or other amounts to the CSBA elects to withdraw, such debts shall remain payable.

3.7. Reinstatement

- 3.7.1. A request for reinstatement should be made to the CSBA Board of Directors in writing. Terms and conditions of the reinstatement shall be determined by the CSBA Board of Directors.

4. BOARD OF DIRECTORS

4.1. Membership

- 4.1.1. In addition to the CSBA President, each member association in good standing of the CSBA is entitled to appoint one director to the CSBA Board of Directors. That director shall be a currently serving school board trustee appointed from the member association and shall be the president of the member association or designate.
- 4.1.2. The member association may appoint an alternate director in the event that a director is unable to attend a meeting of the CSBA Board of Directors.
- 4.1.3. The CSBA Executive Director shall be an ex-officio member of the CSBA Board of Directors. The CSBA Executive Director shall have no vote.
- 4.1.4. The executive directors of member associations in good standing shall be ex-officio members of the CSBA Board of Directors. These persons shall have no voting rights, except as per Constitution/ByLaws 8.4.5 – Voting and Quorum, or 4.1.1 (delegate). They shall not be eligible to hold elected office within the CSBA.

4.2. Remuneration

- 4.2.1. The remuneration of the CSBA President and CSBA Vice President shall be an annual stipend determined as part of the budget adopted at the Annual General Meeting.
- 4.2.2. The remuneration of members of the CSBA Board of Directors or members of CSBA Standing Committees shall be determined by the CSBA Board of Directors within the budget adopted at the Annual General Meeting.
- 4.2.3. Members of the CSBA 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 CSBA Board of Directors within the budget adopted at the Annual General Meeting.

5. ELECTED OFFICERS

5.1. Officers

- 5.1.1. Officers of the CSBA shall consist of the president and the vice president.
- 5.1.2. The president and vice president shall be elected at the Annual General Meeting, assume office at the end of the Annual General Meeting and serve until the elected successor assumes the position at the following Annual General Meeting.
- 5.1.3. A president may serve a maximum of four consecutive one-year terms.
- 5.1.4. In the absence of the president, the vice president performs the duties of the CSBA President.
- 5.1.5. The president and vice president must be elected from among the voting directors in good standing on the CSBA Board of Directors, must be the designated representative of their member association and must be currently serving as a trustee at the time of their election. The currently serving president may be re-elected.
- 5.1.6. In the event that a member association's director has been elected CSBA President, the member association shall appoint another director from their board of directors.
- 5.1.7. In the case of a vacancy in the position of president, the CSBA Vice President automatically becomes President for completion of the term of office, and Constitution/ByLaw 5.1.8 applies to the appointment of a replacement vice president.
- 5.1.8. In the case of a vacancy in the position of vice president, the CSBA President shall call a special meeting of the CSBA Board of Directors to elect a vice president. This meeting shall be called within 30 days of the notification by the member association 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 replaced vice president. During such a time as the position of vice president is vacant, the CSBA President shall perform the duties of the vice president.

6. EXECUTIVE DIRECTOR

6.1. Appointment of the Executive Director

- 6.1.1. The CSBA Executive Director shall be appointed by the CSBA Board of Directors, subject to the terms of employment/contract and exercising such responsibilities as the CSBA Board of Directors may determine.

7. STANDING COMMITTEES

7.1. Executive Committee

- 7.1.1. The CSBA President, CSBA Vice President and CSBA Executive Director act as the CSBA Executive Committee and are responsible for the day-to-day work between meetings that advances the work of the CSBA.

7.2. Finance Committee

- 7.2.1 The Finance Committee will consist of the CSBA President, CSBA Vice President, Executive Director/CEO of a member association, the CSBA Executive Director (non-voting) and one CSBA Director and will advise on financial matters.

7.3. Governance Committee

- 7.3.1 The Governance Committee will consist of members of the board selected by the CSBA Board of Directors, and will advise the Board of Directors on all policy matters.

8. MEETINGS

8.1. Meetings Of The Board of Directors

- 8.1.1. The president shall preside at all meetings of the CSBA. In the absence of the president, the CSBA Vice President shall preside.
- 8.1.2. In the absence of both the president and vice president, the CSBA Executive 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.
- 8.1.3. Board of directors meetings shall be held in person or through electronic means at least 3 times per year, in addition to the Annual General Meeting or any special board meetings.

8.2. Special Meetings of the Board of Directors

- 8.2.1. Special meetings shall mean any meeting in addition to the regular board meetings, held in person or through electronic means.
- 8.2.2. Special meetings of the CSBA Board of Directors may be called by the CSBA President or upon receipt of a request in writing to the CSBA President by three directors of the CSBA Board. Such requests shall state the specific business that requires the need for a special meeting.
- 8.2.3. 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 CSBA Directors at least 48 hours in advance.

8.3. Annual General Meeting

- 8.3.1. 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.
- 8.3.2. The Annual General Meeting of the CSBA shall be held at a time and place approved by the CSBA Board of Directors.

8.4. Voting and Quorum

- 8.4.1. Votes on the Constitution/ByLaws, Membership, and Budget will be by weighted vote, as determined by the Policy 1.5 Voting and as per 10.1.1 Constitution/ByLaws.
- 8.4.2. For all other decisions, each director appointed by a member association in good standing shall be entitled to one vote.
- 8.4.3. The CSBA President shall be entitled to one vote.
- 8.4.4. The CSBA Vice President, when presiding at the meeting, casts only their vote as a director appointed by a member association.
- 8.4.5. When no director from a member association in Good Standing is able to attend a CSBA board meeting, their executive director/CEO may cast a vote on their behalf.
- 8.4.6. Tied votes are defeated.
- 8.4.7. Quorum must be observed for all decisions.
- 8.4.8. A quorum for all meetings shall consist of a majority of those member associations in good standing.

8.5. Rules of Procedure

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

9. FISCAL MATTERS

9.1. Fiscal Year

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

9.2. Corporate Seal

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

9.3. Fees and Method of Assessment

- 9.3.1. Annual fees and the method of assessing them shall be determined by the CSBA Board of Directors and shall be submitted to the Annual General Meeting as part of the budget.
- 9.3.2. Annual fees are due within 60 calendar days after approval or by August 1, whichever is later.

9.4. Preparation of the Budget

- 9.4.1. The budget for the fiscal year shall be approved by the CSBA Board of Directors and presented at the Annual General Meeting.

9.5. Appointment of Auditor

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

10. AMENDMENTS TO THE CONSTITUTION/BYLAWS

10.1. Requirement for Approval

- 10.1.1. Amendments to the Constitution/ByLaws of the CSBA shall require the approval of a two-thirds weighted vote of members associations at a general meeting of the CSBA.
- 10.1.2. Amendments to motions to amend the Constitution/ByLaws shall be by majority vote.

10.2. Schedule for Submission of Proposals for Amendments

- 10.2.1. Proposals from member associations for amendments to the Constitution/ByLaws of the CSBA shall be submitted in writing to the CSBA Board of Directors, via the CSBA Executive Director at least 90 days prior to the Annual General Meeting.

10.3. Schedule for Submission of Proposals to CSBA Members

- 10.3.1. The CSBA Board of Directors shall consider all proposals for amendments, or other changes to the Constitution/ByLaws of the CSBA and shall communicate all proposed amendments to the member associations 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 a General Meeting.