

ONTARIO CATHOLIC SUPERVISORY OFFICERS' ASSOCIATION



GENERAL BY-LAWS

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TABLE OF CONTENTS

	<i>Page</i>	
PART I	GENERAL	3
PART II	STATEMENT OF PURPOSE	4
PART III	MEMBERSHIP	5
PART IV	MANAGEMENT OF THE ASSOCIATION	7
	4.1 Board of Directors	7
	4.2 Executive-Director	9
	4.3 Duties of Officers	9
	4.4 Executive Committee	10
	4.5 Meetings of the Board of Directors	10
	4.6 Councils, Committees and Association Representatives	11
PART V	MEETINGS OF THE ASSOCIATION	15
	5.1 Annual and General Meetings	15
	5.2 Regional Meetings	17
PART VI	ADMINISTRATIVE MATTERS	18
PART VII	POLICY/REGULATIONS	20
PART VIII	CODE OF ETHICS	21
PART IX	FOR THE PROTECTION OF DIRECTORS AND OFFICERS	22
PART X	REPEAL OF PRIOR BY-LAWS	23
POLICIES AND REGULATIONS		
	OCSOA Professional Development Funds	24
	OCSOA Awards	25
	OCSOA Honorary Membership Award	26
	Catholic Community Delivery Organization	27
	Ethical Investment of Funds	28
TERMS OF REFERENCE- ROCSOA		29
TERMS OF REFERENCE – CCDO		32

GENERAL BY-LAWS

By-Laws relating Generally to the Conduct of the Affairs of the Ontario Catholic Supervisory Officers' Association

PART I - GENERAL

Interpretations

- 1.1
- a. "Act and Regulations" means the Education Act and the Ontario Regulations related thereto.
 - b. "Association" means the Ontario's Catholic Supervisory Officers' Association
 - c. "Board" means the Board of Directors of the Association.
 - d. "Chairperson" means the Chairperson of a committee or the Chairperson of a meeting as the context implies.
 - e. "Committee" means a standing committee of the Association or any committee established by the Board in accordance with this BY-LAW.
 - f. "Corporations Act" means the Corporations Act, R.S.O. 1990, Chapter C. 38, and any statute amending or enacted in substitution therefor from time to time.
 - g. "Director" means a member of the Board of Directors of the Association.
 - h. "Ex-officio Member" of a committee is one who is permitted, but not required, to act as a member of a committee, is allowed to vote but is not counted in determining a quorum.
 - i. "Ministry" means the Ministry of Education.
 - j. "Officer" means an officer of the Association.
 - k. "Roman Catholic" means a Catholic of any rite in union with the See of Rome.
 - l. "Supervisory Officer" means a person who is qualified within the Province of Ontario, in accordance with the regulations governing supervisory officers, and who is employed:
 - i) by a Roman Catholic District School Board in the Province of Ontario; or
 - ii) by the Ministry, is designated to perform such supervisory and administrative duties as are required of supervisory officers by the Act and the Regulations.
 - m. "Year" means the membership year of September 1 to August 31.
 - n. "ROC SOA" means Retired Ontario Catholic Supervisory Officers Association
 - o. "OCSBOA" means Ontario Catholic School Business Officials Association

Application of By-law

- 1.2 The rules and regulations in this by-law shall apply to all Policies and Regulations developed by the Association, and shall be observed in all proceedings of the Association and shall govern the order and dispatch of the business of the Association.

Robert's Rules of order

- 1.3 In any instance not provided in this by-law, Robert's Rules of Order shall govern.

Amendments

- 1.4 This by-law may be amended in accordance with the Corporations Act and following notice in writing to the members, and shall be amended in the manner prescribed in clauses 5.1.15.2 to 5.1.15.5 upon approval by a majority of the Active Members present at the annual meeting.

Effective Date

- 1.5 Unless otherwise specified by resolution, this by-law shall come into force on the date it is approved by the members of the Association.

PART II - STATEMENT OF PURPOSE

Purpose

- 2.1 The Association is an incorporated professional association of Catholic Supervisory Officers dedicated to furthering the interests of Catholic education and promoting the professional development and welfare of its members.

Objectives of the Association

- 2.2 The goals of the Association shall be as follows:
- (a) to provide leadership and to promote and advance the cause of Catholic education;
 - (b) to be a voice of Catholic education in the many partnerships that serve the students of Ontario;
 - (c) to advise the Ministry on matters pertaining to education in general and to Catholic education in particular;
 - (d) to stimulate the professional development and faith formation of its members with a view to providing quality Catholic education;
 - (e) to promote the interests of the membership and to support a high standard of professional ethics consistent with Christian tradition;
 - (f) to assist and support members of the Association in their relationship with the employing authority;
 - (g) to encourage and support research and to disseminate research information;
 - (h) to cooperate with other organizations having like goals

PART III - MEMBERSHIP

Active Membership

- 3.1 Active Membership
An Active Member shall:
- 3.1.1 be a person employed as a Supervisory Officer in an English-language Catholic District School Board; and
 - 3.1.2 be qualified as a Supervisory Officer, as per *The Education Act*; and
 - 3.1.3 be a separate school ratepayer unless prevented by law; and
 - 3.1.4 have paid his/her applicable Association fees.
- 3.2 Active Members shall be entitled to hold office in the Association and shall be entitled to vote in any proceedings of the Association at an annual or other general meeting.

Associate Membership

- 3.3 Associate Membership
3.3 Associate Membership:
- 3.3.1 Subject to the approval of the Board, Associate Membership may be granted to:
 - 3.3.2 a person who is qualified as a Supervisory Officer and is employed as a Ministry of Education official, or
 - 3.3.3 a person employed as a Supervisory Officer with a Catholic District School Board external to the OCSOA member boards (Ontario English Catholic District School Boards)

ROC SOA Membership

- 3.4 ROC SOA Membership
3.4.1 A retired Supervisory Officer formerly employed by an English-language Catholic District School Board who pays an annual fee to become affiliated with the Retired Ontario Catholic Supervisory Officers' is considered to be a ROC SOA member.

Honorary Membership

- 3.5 Honorary Membership
- 3.5.1 A person who was a member at the time of retirement shall be an Honorary Member.
 - 3.5.2 A person may be named as an Honorary Member, as per OCSOA Honorary Membership Award Policy 3.5.
 - 3.5.3 An Honorary Member shall be entitled to register for the Annual Conference and, attend regional meetings of the membership.

Rights of Associate and ROC SOA Members

- 3.6 An Associate Member and a ROC SOA Member shall be entitled to:
- 3.6.1 attend the OCSOA retreat, the Annual Conference and other general and regional meetings of the membership;
 - 3.6.2 receive notices, minutes, newsletters and other materials distributed to the general membership;
 - 3.6.3 participate, if requested, as a member of a committee of the Association or in an advisory capacity to the President, Executive Committee or Board of Directors, or as a representative of the Association to an external organization.

Termination of Membership

- 3.7 Membership in the Association automatically terminates if any of the following events occur:
- 3.8.1 if the person resigns in writing as a member of the Association;
 - 3.8.2 if a person is expelled from the Association pursuant to section 3.9;
 - 3.8.3 if an assessment under the authority of section 3.11 remains unpaid for more than 90 days after notice of the assessment has been given to the member;
- Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 3.11 prior to termination of such membership.

Authorization of Assessments

- 3.8 Membership assessments and/or premiums may only be levied if authorized by:
- 3.8.1 three-quarters (3/4) of the members of the Board; and
 - 3.8.2 two-thirds (2/3) of the votes of members eligible to vote at an annual or other general meeting, notice of which shall include notice of intention to seek such authority.

Notice of an assessment for active membership shall be forwarded to the Director of Education for each English-language Catholic District School Board. Notice of premiums, (e.g., legal benefits) shall be sent to the director for collection from individual members.

Liability of Members

- 3.10 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Association or for any engagement, claim, payment, loss, injury, matter or thing relating to or connected with the Association.

PART IV - MANAGEMENT OF THE ASSOCIATION

4.1 BOARD OF DIRECTORS

Authority

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

Eligibility

4.1.2 The following are eligible to hold office in the Association or to vote on the conduct of the affairs of the Association:

- Active Members in good standing with the Association, and
- one representative appointed to the OCSOA Board of Directors by OCSBOA, and
- up to two representatives elected to the OCSOA Board of Directors by ROC SOA (only one vote), and
- who have not been convicted of a criminal offence.

Composition

4.1.3 The affairs of the Association shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not in the by-laws or any special resolution of the Association or by statute expressly directed or required to be done in some other manner. Any increase or decrease in the number of directors shall be approved by special resolution of the directors and the members of the Association. The Board of Directors shall include:

- i. the immediate Past President,
- ii. the President,
- iii. the Vice-President,
- iv. the Chair of each Standing Committee,
- v. the Chair of each Standing Council,
- vi. the ROC SOA elected representative(s), (one vote),
- vii. the OCSBOA appointee,
- viii. one Regional Representative from each of the following 6 Regions in the Province:
 - a. **Region 1**
Algonquin and Lakeshore; Eastern Ontario; Ottawa; Peterborough Victoria Northumberland Clarington; Renfrew
 - b. **Region 2**
Dufferin-Peel, Durham, Halton, Simcoe Muskoka, Toronto; York
 - c. **Region 3**
Bruce-Grey; Huron-Perth; London; St. Clair; Windsor-Essex
 - d. **Region 4**
Huron-Superior; Nipissing-Parry Sound; Northeastern; Sudbury
 - e. **Region 5**
Kenora; Northwest; Superior North; Thunder Bay
 - f. **Region 6**
Brant Haldimand Norfolk; Hamilton-Wentworth; Niagara; Wellington; Waterloo

Election of Directors

4.1.4 The President and Vice-President shall be elected at the Annual Meeting in accordance with this by-law. The six Regional Representatives shall be determined by their respective Regions and their names shall be submitted to the Executive-Director by June 10. The chairs of Standing Committees and Standing Councils and the ROC SOA and OCSBOA appointees will be determined through their respective committees and their names shall be submitted to the Executive-Director by June 10.

Terms of Office

4.1.5 The President, Vice-President and Chairs of Standing Committees and Standing Councils shall serve for a term of one year. The Chairs of Standing Committees and Standing Councils shall serve for a period of two years, with a possibility of re-election. All positions commence the August 1, following the OCSOA Annual General Meeting. If a vacancy occurs for the office of President or Vice-President during the term, the board will elect the replacement from the current slate of Board members. The position of the person

selected shall be replaced by the group or Region whom the board member represents at a subsequent meeting of the group or region.

- 4.1.6 Regional Representatives may serve on the Board of Directors for a term of up to three years in accordance with the agreement reached at a legally constituted meeting in each region.

Appointees to the Board of Directors (ROCSOA and OCSBOA) will serve on the board in accordance with the terms of those associations, effective August 1.

***Eligibility for
Re-election***

- 4.1.7 The outgoing Board shall be retired at the Annual Meeting, effective July 31, but the members of that Board shall be eligible to hold office as long as they continue to be qualified.

***Removal by
Membership***

- 4.1.8 The members of the Association may remove any Director before the expiration of his/her term of office by resolution passed by at least two-thirds of the votes cast at a general meeting for which a notice specifying the intention to pass such a resolution has been given to such Director. The members may also, by a majority of votes cast at that meeting, elect another person for the remainder of the term.

Removal by Regions

- 4.1.9 The members of a Region may remove their Director before the expiration of his/her term of office, by resolution passed by at least two-thirds of the votes cast at a Regional meeting. A notice specifying the intention to pass such a resolution must have been given to such Director and the members of the region at least seven days in prior to the meeting. They may also, by a majority of the votes cast at that meeting, elect another person for the remainder of the term.

***Vacancies
Board of Directors***

- 4.1.10 When, for any reason, a Director of the Association (except a Director determined by a Region) is unable to complete his/her term of office, the vacancy shall be filled by the Directors from among the qualified members of the Association, if they see fit to do so; otherwise, the vacancy shall be filled at the next Annual Meeting of the Association, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

***Vacancies
Regions***

- 4.1.11 When, for any reason, a Director determined by a Region is unable to complete his/her term of office, the vacancy shall be filled by a member of that Region from among the qualified members.

- 4.1.12 When, for any reason, a member of the Executive is unable to complete his/ her term of office, the Board of Directors shall appoint one of its members to fill the vacancy.

Remuneration

- 4.1.13 No Director may receive remuneration for the holding of office or for the performance of the duties of a Director. Directors shall be entitled to receive reasonable expenses for his or her services to the Association, and officers and members shall be entitled to receive reasonable remuneration and expenses for his or her services to the Association in any capacity other than as an officer or member of the Association. Any such payments to be made pursuant to the terms hereof on account of remuneration shall be authorized by a resolution of the Board.

Qualifications

- 4.1.14 Each Director shall:
- 4.1.14.1 be at the date of or become within ten (10) days after the election of the person as and thereafter remain throughout the term of office, an Active Member of the Association who is qualified by the terms of section 3.1 to hold office; or an OCSBOA or ROCSOA elected representative;
 - 4.1.14.2 be at least eighteen (18) years of age; and

4.1.14.3 not be an undischarged bankrupt person.

If a person ceases to be a member of the Corporation who is qualified to hold office, or becomes bankrupt, the person thereupon ceases to be a Director, and the vacancy so created may be filled in the manner prescribed by sections 4.1.8, 4.1.9 or 4.1.10, as the case may be.

Vacation of Office

- 4.1.15 The office of a Director shall be vacated upon the occurrence of any of the following events:
- 4.1.15.1 if a Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent; or
 - 4.1.15.2 if, by notice in writing to the Association, a Director resigns from office, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later; or
 - 4.1.15.3 if a Director is removed from office by the members in accordance with section 4.1.7 or 4.1.8, as the case may be.

4.2 **EXECUTIVE-DIRECTOR**

- 4.2.1 The Association will enter into a contract with an Executive-Director to manage the affairs of the Association.
- 4.2.2 The Executive-Director shall not be a voting member of the Board or of the Executive Committee.
- 4.2.3 The Executive-Director shall hold a contract with the Association on a term basis.

4.3 **DUTIES OF OFFICERS**

Duties of President

- 4.3.1 The President shall, when present, preside at all meetings of the members of the Association and of the Board of Directors and of the Executive Committee. The President shall also be charged with the general management and supervision of the business of the Association. The President shall, with the Executive-Director or other officer appointed by the Board, sign all by-laws and membership certificates. The President, along with the Executive-Director shall represent OCSOA on the board of directors of the Institute of Catholic Education. The President, in conjunction with the Vice-President and Past President, shall insure that the contractual obligations of the Executive-Director are being realized.

Duties of Vice-President

- 4.3.2 In the absence of the President, his/her duties and powers shall be exercised by the Vice-President. The Vice-President shall be one of OCSOA's representatives at the Institute for Education Leadership steering committee table.

Duties of Past President

- 4.3.3 A Past President, as determined by the Board of Directors, will represent OCSOA on the CASSA Board of Directors for a term of two years.

Duties of Executive-Director

- 4.3.4 The Executive-Director shall act as Secretary Treasurer of the Association and perform such duties as may from time to time be assigned to him/her by the Board or the President, and these duties in particular:
- i) attend meetings of the general membership, of the Board of Directors, the Executive Committee, and ECCODE;
 - ii) be responsible for the minutes and records of all proceedings of the Association and ECCODE;
 - iii) issue notices of meetings as required;
 - iv) be custodian of the seal of the Association and of all books, papers, records, correspondence, contracts, documents, books of account and accounting records of the Association;
 - v) distribute to members copies of the minutes of general meetings of the membership and of meetings of the Board of Directors;

- vi) distribute to members, in accordance with the direction of the President or the Board of Directors, a newsletter informing members of the activities of the Association and containing items of concern to the Board of Directors which may be considered at Regional meetings;
- vii) keep account of all receipts and disbursements of the Association;
- viii) deposit all monies and other securities of the Association for safe-keeping in the name of the Association in such bank or financial institution as may be designated by resolution of the Board;
- ix) disburse the funds of the Association in accordance with the direction of the Board;
- x) provide, as required by the Board or by the auditors, an account of all transactions as treasurer and of the financial position of the Association;
- xi) accept, on behalf of the Association, all donations, gifts, legacies and bequests. All major gifts, as defined in the policies and regulations, must be accepted by specific motion of the Board of Directors.
- xii) and other duties as outlined in the Executive Director's Contract.

Duties of Chairpersons

- 4.3.5 In addition to their other duties as members of the Board of Directors, the Chairpersons of the Standing Committees, the Councils and ROC SOA shall conduct the business of their respective committees in the manner prescribed by the Board through the President, and they shall report, in writing, at least annually to the membership.

Duties of Other Officers

- 4.3.6 The duties of all other officers of the Association shall be as required by the by-law as may be determined by the Board of Directors.

4.4 THE EXECUTIVE COMMITTEE

Membership

- 4.4.1 The Executive Committee shall consist of the President, Past President, Vice-President, and one Regional Representative as elected by Regional Representatives on the Board of Directors.

Role of Executive Committee

- 4.4.2 The Executive Committee shall be empowered to:
- i) conduct, between meetings of the Board of Directors, all business authorized by the Board of Directors;
 - ii) deal with any urgent matter that might arise between Board meetings and which, in the opinion of the President, warrants attention prior to the next meeting of the Board of Directors;
 - iii) represent the Association in meetings with other organizations;
 - iv) address relations issues that may arise, including, but not limited to, the authorization for securing legal advice, subject to cost limitations as outlined in policy;
 - v) negotiate the contract with the Executive-Director for approval by the Board of Directors;
 - vi) bring recommendations to the Board of Directors as to the appointment of the Executive-Director, and subject to the approval of the Board of Directors, notify the membership of the appointment.
- 4.4.3 The President or the Board of Directors may request any member to serve as an advisor to the Executive Committee. Such an individual may, if requested, participate in meetings of the Executive Committee with external organizations.

President to Report

- 4.4.4 The President shall have the responsibility of reporting to each meeting of the Board of Directors the activity of the Executive Committee.

4.5 MEETINGS OF THE BOARD OF DIRECTORS

- 4.5.1 All legally constituted meetings of the Board may be conducted by face-to-face meetings, and/or teleconferencing and/or videoconferencing.

- 4.5.2 Legitimate records of board business including minutes of meetings recorded as hard copy, may be transmitted in electronic mail format and facsimile transmissions, and will be considered true copies for the purposes of board discussion and formal approval of minutes and other records.
- 4.5.3 The OCSOA electronic communication system may be used as a legitimate tool for polling members and for voting on matters placed before the general membership.
- 4.5.4 The rules of order to be observed at Meetings shall be in accordance with the provisions of these By-laws, provided that in all cases for which no specific provision is made in these By-laws, the rules and practice of a current edition of Robert's Rules of Order shall govern.
- 4.5.5 The first meeting of a newly elected Board of Directors shall be held in the month of September and shall be called by the incoming President.
- Calling of Meetings***
- 4.5.6 Meetings of the Board of Directors shall be called normally by the President, or by the Executive-Director at the direction of the President, or by the Executive-Director at the direction in writing or by electronic communication of a majority of Directors.
- Regular Meetings***
- 4.5.7 Regular meetings of the Board of Directors shall be held at such time, day and place as the Board may determine.
- Notice of Meetings***
- 4.5.8 Notice of regular meetings shall be delivered to each Director not less than seven (7) days before the meeting is to take place. Special meetings may be called at the discretion of the President or Executive director, with less than 7 days' notice and with the subject(s) of the meeting clearly articulated.
- Errors in Notice***
- 4.5.9 An error or omission in giving or receiving notice shall not invalidate the business enacted by a meeting of the Board of Directors.
- Meetings without Notice***
- 4.5.10 A meeting of the Board of Directors may also be held, without notice, immediately following the Annual Meeting of the Association.
- Transaction of Business***
- 4.5.11 The Board of Directors may consider or transact any business, either special or general, at any meeting of the Board.
- Quorum***
- 4.5.12 A simple majority of the Directors shall form a quorum for the transaction of business.
- Majority Vote***
- 4.5.13 Approval of any question arising at any meeting of the Board of Directors shall require the support of a majority of the Directors present.
- Manner of Voting***
- 4.5.14 Votes at any such meeting shall be taken by ballot if so demanded by any Director present. If no demand be made, the vote shall be taken by a show of hands.
- Record of Vote***
- 4.5.15 A declaration by the Chairperson that a resolution has been carried or has failed will be entered in the minutes.
- Recorded Vote***
- 4.5.16 When a recorded vote has been requested by a Director before the Chairperson calls for the vote on a question, the names of those who vote in favour of the question, of those who vote in opposition, shall be entered in the minutes.
- Equality of Votes***
- 4.5.17 In the case of a tie vote, the resolution is defeated, unless the Chairperson has not cast a vote, in which case he/she may cast the deciding vote.

4.6 COUNCILS, COMMITTEES AND ASSOCIATION REPRESENTATIVES

- 4.6.1 The Association will establish, promote and support councils and committees, and will allow representation from other Catholic Association representatives to sit on such councils and committees as required.

- 4.6.1.1 The purposes of Councils, and Association representation shall be:
- (i) to promote communication among and to address issues unique to the membership of the Council or Association;
 - (ii) to provide professional development activities specific to the job roles of the members of the Council or Association;
 - (iii) to make recommendations, as deemed appropriate, to the Board of Directors;
 - (iv) to deal with matters which may from time to time be assigned by the Board of Directors.
- 4.6.1.2 The Chair of each Council or committee may prepare annually a budget and submit it to the Board of Directors, by January 31 for the next fiscal year, as information for the Annual budget to be considered at the Annual Meeting.
- 4.6.1.3 The President shall be an ex-officio member of each Council.

4.6.2 STANDING COUNCILS

- 4.6.2.1 The Standing Councils of the Association shall include:
- (i) English Catholic Council of Ontario Directors of Education (ECCODE)
 - (ii) any other Council deemed necessary by the OCSOA Board of Directors and approved by resolution at the Annual General Meeting.
- 4.6.2.2 The Chair of each Council shall convene such meetings as he/she or the Board of Directors deems necessary.

4.6.3 ECCODE

- 4.6.3.1 Membership of the English Catholic Council of Ontario Directors of Education (ECCODE) shall include those members of OCSOA who hold the position of Director of Education with a Catholic District School Board and who are qualified to hold such position.
- 4.6.3.2 The Executive of ECCODE shall be composed of a Council consisting of one representative from each of the six Regions. These six ECCODE members will also represent ECCODE on the CODE Executive. The election of Council Representatives for ECCODE shall take place at a meeting held as part of the OCSOA Annual Conference & AGM. Such elections shall be conducted among the members of the Council in each Area.
- 4.6.3.3 The term of office for the elected ECCODE Executive shall be for a two year term, commencing the August 1 following the OCSOA AGM.
- 4.6.3.4 The Chair and Vice Chair of ECCODE shall be elected by all members of ECCODE in attendance at a meeting following the election of Council Representatives as part of the OCSOA Annual Conference & AGM. Only the six members of the ECCODE executive elected under item 4.6.2.3 shall be eligible for the position of Chair or Vice Chair of ECCODE.
- 4.6.3.5 Where a member of the ECCODE Executive vacates his/her position prior to the completion of the term, the Executive-Director for ECCODE shall convene a meeting of ECCODE members for the Council in the area affected to select a successor for the ECCODE member who has vacated the position on the executive.

4.6.4 REPRESENTATIVES

- 4.6.4.1 The OCSBOA representative will be appointed to the OCSOA board by the OCSBOA membership.
- 4.6.4.2 The ROCSEA representative will be elected to the OCSOA board by the ROCSEA membership.

4.6.5 CATHOLIC COMMUNITY DELIVERY ORGANIZATION (CCDO)

- 4.6.5.1 CCDO is a division of OCSOA that is responsible for delivering the Supervisory Officers' Qualification Program to those persons seeking to function as Supervisory Officers in the Catholic School system in Ontario.
- 4.6.5.2 The CCDO logo and name will be retained for program offerings and contractual agreements.
- 4.6.5.3 CCDO will adhere to the legislative and policy requirements that govern all such bodies which deliver Supervisory Officers' Qualifications Programs.
- 4.6.5.4 The Terms of Reference for CCDO will be determined from time to time by resolution of the OCSOA Board of Directors.
- 4.6.5.5 The Association will enter into a contract with a Program Director to manage the program offered by CCDO.
- 4.6.5.6 The Program Director shall hold a contract with the Association on a term basis, as developed through board policy.
- 4.6.5.7 The Program Director shall perform such duties as may from time to time be assigned to him/her by the Board or the President, and the duties in particular as outlined in the Position Description for Program Director of the Catholic Community Delivery Organization, as outlined in OCSOA Board Policy.

4.6.6 STANDING COMMITTEES

- 4.6.6.1 The two Standing Committees shall be the Catholic Leadership and Faith Development Committee and the Finance Committee. Additional standing committees shall be determined by the Board of Directors as required, and shall be recommended by resolution to the Annual General Meeting for ratification.

Membership

- 4.6.6.2 Membership on each standing committee, with the exception of the Finance Committee, shall include a Chairperson, elected by the membership at the Annual General Meeting, and one representative from each Region, appointed to the Committee by the membership in each Region. The Finance Committee shall be chaired by the Past President and shall be comprised in its membership by the following individuals selected by the Board of Directors: 2 Regional Representatives, an OCSBOA representative, ROCSOA representative, President (Ex-Officio), and the OCSOA Executive Director.

President Ex-Officio

- 4.6.6.3 The President shall be an ex-officio member of all standing committees for the membership year.

Additional Members

- 4.6.6.4 Additional committee members may be appointed by the President.

Terms of Office

- 4.6.6.5 Committee members shall hold office for one year, but are eligible for re-election or re-appointment as the case may be.

Meetings

- 4.6.6.6 The Chairperson of each standing committee shall convene such meetings as he/she or the Board of Directors deems necessary but each committee shall meet at least twice annually.

Quorum

- 4.6.6.7 A majority of the members of a standing committee shall constitute a quorum.

Committee Budget and Reporting

- 4.6.6.8 Each Chairperson, in conjunction with the committee members, may prepare a committee budget and submit it to the Board of Directors by January 31 for approval.
- 4.6.6.9 Each Chairperson shall prepare a report for inclusion in the Annual General Business Meeting agenda.

4.6.7 SPECIAL COMMITTEES

4.6.7.1 Relations Committee

The Executive Committee, subject to declarations of interest, will serve as the Relations Committee. The Past President will chair the Relations Committee.

Purpose

4.6.7.1.1 The Relations Committee exists to be of service to the members of OCSOA in any professional or personal areas in which they might choose to seek counsel or assistance. It acts as a confidential, private and supportive forum in which a member will be able to explore issues of career choice, professional ethics or job related difficulties.

Terms of Reference

4.6.7.1.2 The terms of reference of the Relations Committee shall be:

- i) to assist members on professional and/or personal matters and situations upon request;
- ii) to assist in the maintenance of a high standard of professionalism among OCSOA members;
- iii) to inform the membership on practices which might result in professional difficulties
- iv) to report to the Board of Directors on an annual basis and upon request;
- v) to respect the privacy of all parties dealing with the Committee by preserving strict confidentiality;
- vi) to deal with matters which may from time to time be assigned by the Board of Directors

4.6.7.1.3 The Executive-Director, may, at the discretion of the Relations Committee, expend Association funds on professional counsel subject to established financial limitations.

4.6.8 AD HOC COMMITTEES

Appointment and Terms of Reference

4.6.8.1 The Board of Directors may, by resolution, appoint a special or ad hoc committee to deal with specific matters. However, the resolution establishing such a committee shall clearly specify its purpose, terms of reference and specified time line.

Membership

4.6.8.2 Members of a special or ad hoc committee established by the Board of Directors shall be appointed by the President in consultation with the committee Chairperson with due consideration to geographic distribution, expertise, experience and the interests of Association members.

Dissolution

4.6.8.3 Ad hoc committees shall be dissolved either by resolution of the Board or upon completion of the assigned task.

4.6.9 ASSOCIATION REPRESENTATIVES

Appointment of Association Representatives

4.6.9.1 The President, his/her designate, and/or the Executive-Director, in consultation with the President, shall appoint members as official representatives of the Association to committees established by the Ministry or other external bodies.

Qualifications of Association Representatives

4.6.9.2 In making such appointments due consideration shall be given to the requirements of the position and to the expertise and experience of the members of the Association.

Advising the Board of Appointments

4.6.9.3 The Executive-Director shall advise the Board of Directors of any such appointments at the next meeting of the Board and shall post the information on the OCSOA website and/or eNews.

PART V - MEETINGS OF THE ASSOCIATION

5.1 ANNUAL AND GENERAL MEETINGS

Time of Annual Meeting

5.1.1 The Annual Meeting of the Association shall be held at a time and place determined by the resolution of the Board of Directors.

Notice

5.1.2 Notice of the time and place of the Annual Meeting shall be communicated by posting on the website and/or by electronic mail at least sixty (60) days before the date fixed for the meeting. General meetings of members may be held at any time and place without such notice if 90% of all the members of the association are present thereat, and at such meeting any business may be transacted which the Association at annual or general meetings may transact.

Special Meeting

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

Error in Notice

5.1.4 No error or omission in giving notice of any annual or general meeting, or any adjourned meeting, whether annual or general, to the members of the Association shall invalidate the meeting or make void any actions taken there, and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all actions taken there. For the purpose of sending notice to any member, Director, or officer, for any meeting, such notice shall be sent to the last address recorded on the books of the Association.

Agenda

5.1.5 The order of business at the Annual Meeting shall be decided by the Board of Directors, but may be changed by a majority vote of the members present.

Quorum

5.1.6 A quorum for the transaction of business at a general meeting of the Association shall consist of not fewer than twenty (20) members.

Entitlement to Vote

5.1.7 Subject to other provisions of these By-Laws, each Active Member of the Association shall be entitled to vote at all general meetings of members.

Majority Vote

5.1.8 At all meetings of members, approval of any question shall require a majority of the Active Members present unless otherwise required by the by-law of the Association.

Method of Voting

5.1.9 Every question shall be decided, except as otherwise provided herein, by a show of hands, unless a secret ballot be demanded by any member, and accepted by a majority of members present.

Evidence of Resolution

5.1.10 A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes of the Association shall be admissible as evidence as *prima facie* proof of the fact; the number or proportion of the votes in favor of or against such a resolution is not required unless the vote is challenged and a numerical tally of the votes is requested.

Poll or Secret Ballot

5.1.11 If a secret ballot is demanded and approved in the manner described above, and the demand is not subsequently withdrawn, the poll or secret ballot shall be taken as the Chairperson shall direct and the result of such poll or secret ballot shall be deemed the decision of the Association.

Tie Votes

- 5.1.12 In the case of a tie vote at any general meeting, whether by show of hands or a ballot, the resolution is defeated, except that the Chairperson, if he/she has not yet voted on the matter, may cast the deciding vote.

Adjournment

- 5.1.13 Any meetings of the Association or of the Board of Directors may be adjourned, and business that might have been transacted at the original meeting may be transacted at the later meeting. No notice shall be required of any such adjournment, and adjournment may be made notwithstanding that no quorum is present.

Appointment of Nominating Committees

- 5.1.14.1 The immediate Past-President shall be the Chairperson of a Nominating Committee to which he/she, in consultation with the President, shall appoint four (4) additional members by January 15.

Responsibilities of Nominating Committees

- 5.1.14.2 The Nominating Committee shall be responsible for presenting to the Annual Meeting a slate of nominations for the positions of President, Vice-President, and the Chair of any Standing Committees. The nominating committee will:
- Inform all members and post a request for nominations on the OCSOA website by January 30;
 - deadline for nominations will be March 10;
 - insure that each nominee has a mover and seconder;
 - insure that each nominee identified prior to the Annual Meeting has confirmed his/her willingness to stand for election.

Additional Nominations

- 5.1.14.3 At the Annual Meeting after the Nominating Committee has presented its report, the President shall afford an opportunity for further nominations to be made.

Election of Officers

- 5.1.14.4 If an election is necessary, it shall be held during the Annual Meeting, and shall be by ballot. In default of such an election, the incumbents, being members of the Board, shall hold office until their successors are elected.

Appointment of Resolutions Committee

- 5.1.15.1 The President shall appoint a Resolutions Committee Chairperson and, in consultation with the Chairperson, two (2) additional committee members, by January 15.
- 5.1.15.2 The Resolutions Committee will inform members and post a request for Resolutions on the OCSOA website by February 1
- 5.1.15.3 Resolutions shall be submitted to the Resolutions Committee by March 1 for review by the Resolutions Committee prior to being forwarded to the Board of Directors.
- 5.1.15.4. The President will call a meeting by teleconference of the Board of Directors by March 31 to review the proposed resolutions and to develop recommendations on each resolution by the Board of Directors.
- 5.1.15.5 Resolutions to be submitted to the Annual Meeting shall be distributed to all members at least 10 days prior to the AGM, and shall include, where feasible, recommendations of the Board of Directors.
- 5.1.15.6 Resolutions adopted at the Annual Meeting for presentation to individuals or organizations outside the Association shall be presented only by the Board of Directors or persons the Board may designate.

5.2 **REGIONAL MEETINGS**

- 5.2.1 Each regional group shall endeavour to hold a meeting at least twice annually, in person or via electronic conferencing to discuss matters of local and provincial concern.
- 5.2.2 Unless otherwise determined by the Region, the Regional Representative on the Board of Directors shall be responsible for calling and chairing regional meetings.
- 5.2.3 It shall be the duty of the Regional Representative to communicate issues of concern and interest between the Board of Directors and the Region.
- 5.2.4 Subject to other provisions of these By-Laws, each Active Member of the Association shall be entitled to vote at all regional meetings of their region.
- 5.2.5 Each Regional Representative shall submit a Regional Statement of Account as requested by the President and/or Executive Director and prior to the June meeting of the Board.

PART VI - ADMINISTRATIVE MATTERS

Head Office

- 6.1 The Head Office of the Association shall be in the Province of Ontario, and at such place therein as the Board of Directors may from time to time determine.

Seal

- 6.2 The seal, an impression of which is in the margin here, shall be the official seal of the Association.

Signing Authority

- 6.3.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by either the President or the Vice-President and by the Executive-Director, and the Executive-Director shall affix the seal of the Association to such instruments as requires it.

Execution of Documents

- 6.3.2 Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by either the President or Vice-President, and the Executive-Director.

Acquisition and Disposition of Securities

- 6.4.1 The Executive-Director and either the President or Vice-President, may, in accordance with the direction of the Board, accept, manage, purchase, transfer, exchange, sell or otherwise dispose of any or all shares, bonds or other securities standing in the name of the Association and may affix the Association's seal to any such transactions, and may make, execute and deliver under the Association's seal any and all instruments in writing, necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds and other securities on the books of any company or corporation.

- 6.4.2 Notwithstanding any provisions to the contrary contained in the By-Law, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

Cheques and Payments

- 6.5 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by either the President or Vice-President, and the Executive-Director and in such manner as shall from time to time be determined by resolution of the Board of Directors, and any one of such officers or agents may endorse notices and drafts for collection on account of the Association through its bankers, and endorse notices and cheques for deposit with the Association's bankers for the credit of the Association, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Association by using the Association's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association and the Association's bankers, and may receive all paid cheques or vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Deposit of Securities for Safekeeping

- 6.6 The securities of the Association shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Board of Directors, signed by such officer or officers, agent or agents of the Association, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to special instances. The institutions that may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Notice

6.7 Whenever notice is required to be given under the provisions of the by-law of the Association, such notice may be given personally or by telephone or communicated by electronic mail, by facsimile or mailed in a prepaid, sealed wrapper addressed to the Director, officer or member of the address appearing for him/her on the books of the Association. A notice sent by post shall be held to be sent at the time it was posted for delivery to the member, Director or officer at the address recorded for him/her on the books of the Association. Electronic communications shall be deemed delivered at the time electronically stamped.

Borrowing

- 6.8.1 The Board of Directors may from time to time:
- i) borrow money on the credit of the Association; or
 - ii) issue, sell or pledge securities of the Association; or
 - iii) 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 other obligations or liability of the Association.
- 6.8.2 From time to time the Board of Directors may 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 therefore, 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 Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

Books and Records

6.9 The Board of Directors shall see that all necessary books and records of the Association required by the BY-LAWS of the Association or by any applicable statute or law are regularly and properly kept.

Auditors

6.10 An external auditor shall be appointed by the Board of Directors who shall audit the books of the Association by November 30. The Audited statement will be presented to the Board of Directors no later than February 28. The Executive-Director will provide each member of the Association with a copy of the audited financial report no later than the date of the Annual Meeting.

Financial Year

6.11 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall be from the first day of September to the last day of August.

Travelling Expenses

6.12 Authorized travelling expenses, as determined by the Board of Directors, shall be paid on presentation of relevant documentation.

Floral or Religious Offerings

- 6.13
- (a) Floral, religious or other suitable offerings shall be sent on behalf of the Association upon the death of a member or a member's spouse.
 - (b) An appropriate offering otherwise may be sent at the discretion of the President or Executive Director.

PART VII – POLICY/REGULATIONS

Subject to the authority and requirements of this BY-LAW, the Board of Directors may establish such policies and/or regulations it deems necessary to conduct the business of the association. Such policy/regulations will reflect the practices of the association and will define the processes involved in conducting the business of the Board.

- 7.1 All policies/regulations will come into force when a majority of the Board of Directors present vote for any given policy or regulation at a regular meeting of the Board.
- 7.2 Any policy or regulation can be rescinded when a 2/3 majority of the Board of Directors present vote to rescind any given policy or regulation at a regular meeting of the Board.
- 7.3 A policy/regulations book will be established, filed, maintained and updated as required.
- 7.4 All policies/regulations will be distributed to each regional representative; will be posted on the website, and will be distributed to the members attending the Annual General Meeting for information.
- 7.5 Any policy or regulation may be introduced or rescinded by resolution at the Annual General Meeting by a 2/3 majority of the members present when the resolution is presented.

PART VIII - CODE OF ETHICS

8.1 WHEREAS the Ontario Catholic Supervisory Officers' Association is a professional organization of Catholic supervisory officers dedicated to furthering the interests of Catholic education and to promoting the professional development and welfare of its members:

THEREFORE, the Catholic supervisory officer shall, within the duties prescribed by statutes, regulations, and the employing authority:

- respect the prerogatives of parents as the primary educators of their children;
- promote the growth of Catholic education;
- strive for excellence in school program and services;
- uphold the teaching and doctrines of the Catholic Church;
- foster Christian ideals and a sense of partnership in communicating with supervisory officers, students, parents, teachers, trustees, support staff, Ministry officials, the bishops and pastors of Ontario and the general public;
- supervise and evaluate with candour and empathy;
- guard the confidentiality of information acquired in the performance of professional duties;
- respect and safeguard the professional reputation of other members of the Association, and recognize the integrity of parallel associations;
- respect and uphold the Professional Standards espoused by the Ontario College of Teachers;
- recognize legitimate authority, and appropriately implement authorized policy;
- endeavour to be informed with respect to current developments in education.

PART IX - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

Conflict of Interest

- 9.1 In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Corporations Act, it is declared that no Director shall be disqualified from office or vacate an office by reason of holding any office under the Association or under any corporation in which the Association shall be a shareholder or member or by reason of being otherwise in any way directly or indirectly interested or contracting with the Association either as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Association in which such director is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Association or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Corporations Act, no contract or arrangement entered into by or on behalf of the Association in which any Director shall be in any way directly or indirectly interested shall be avoided or voidable and no Director shall be liable to account to the Association or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A Director who is in any way directly or indirectly interested in a proposed contract with the Association shall make the disclosure required by the Corporations Act. Except as provided by the Corporations Act, no such Director shall vote on any resolution to approve such contract.

For the Protection of Directors and Officers

- 9.2 Except as otherwise provided in the Corporations Act, no Director or officer for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person with whom or which any monies, securities or effects shall be lodged or deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of office or trust or in relation thereto, provided that nothing herein shall relieve any director or officer of any liability imposed upon such director or officer by statute.

Indemnities to Directors and Officers

- 9.3 Every Director and officer of the Association and such Director's and officer's heirs, executors, administrators and personal representatives, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
- 9.3.1 all costs, charges and expenses whatsoever such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such director and officer for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such Director or officer, in or about the execution of the duties of office; and/or
- 9.3.2 all other costs, charges and expenses such Director or officer sustains or incurs in or about or in relation to the affairs of the Association;
- except such costs, charges and expenses as are occasioned by such Director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Association.

Insurance

- 9.4 Subject to applicable law, the Association shall purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine.

PART X - REPEAL OF PRIOR BY-LAWS

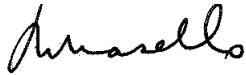
- 10.1 Subject to the provisions of sections 10.2 and 10.3 hereof, all prior by-laws, resolutions and other enactments of the Association heretofore enacted or made are repealed. *Repeal*
- 10.2 The provisions of section 10.1 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow. *Exception*
- 10.3 Provided however that the repeal of prior by-laws, resolutions or other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment. *Proviso*

This revision approved at a legally constituted meeting of the OCSOA Board of Directors, held Wednesday, April 13, 2016, for recommendation to the OCSOA membership at the Annual General Meeting to be held April 14, 2016

This revision approved at the Annual General Meeting, April 14, 2016 in Toronto, Ontario.

Officers of the Association

Witness



Michael Nasello
President



John B. Kostoff
Executive-Director and
Secretary-Treasurer

ONTARIO CATHOLIC SUPERVISORY OFFICERS' ASSOCIATION

POLICIES AND REGULATIONS

<p>OCSOA Professional Development Fund</p> <p>General By-Law: Section 2.1 Statement of Purpose April 15, 2015</p>	
<p>POLICY: 2.1P</p> <p>OCSOA is committed to the professional development and support of all its members. To that end, the membership approved the inclusion of \$24,000 in the 2015-16 Budget to be available to the members upon successful application.</p>	<p>REGULATION: 2.1R</p> <p>Members of OCSOA may apply for up to \$500 per year to support professional learning activities in the categories listed below:</p> <ul style="list-style-type: none"> • Professional Courses (e.g., Rotman School, Ivey School programs, etc.) • Professional Conferences (registration, accommodation, & transportation)* • Professional Association Memberships* • Faith Leadership Programs or Retreats* <p>*excluding OCSOA events/programs</p> <p>The Professional Development Committee comprised of the Vice President (Chair) and the six Regional Representatives will review all applications and inform applicants of their decisions.</p> <p>Applications will be considered three times per year with distribution to successful applications as follows:</p> <ul style="list-style-type: none"> • up to 1/3 of the fund to applications received by November 15, • up to 1/3 reserved for applications received by January 15, • the final 1/3, as well as any residual amount, for applications received by March 15. <p>Guidelines governing distribution:</p> <ul style="list-style-type: none"> • Preference will be given annually to new applicants over previously successful applicants. • The name, board and title /nature of approved Professional Learning Activity of successful applicants will be published in an OCSOA annual PD report.

<p>OCSOA Awards</p> <p>General By-Law: Section 2.2 Objectives of the Association</p>	<p>March 23, 2012</p>
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<p>POLICY: 2.2P The presentation of OCSOA awards for outstanding leadership, commitment and dedication to Catholic Education honours the Ontario Catholic Supervisory Officers' Association's goals</p> <p>(a) <i>to provide leadership and to promote and advance the cause of Catholic education;</i></p> <p>(b) <i>to support and work with students, parents, teachers, trustees, pastors and bishops to make Catholic education:</i></p> <p style="margin-left: 20px;">i) <i>academically superlative,</i> ii) <i>boldly contemporary,</i> iii) <i>openly Christian and Catholic,</i> iv) <i>a hope-filled vision of life;</i></p> <p>(c) <i>to stimulate the professional development of its members with a view to providing quality Catholic education;</i></p>	<p>REGULATION: 2.2R The procedures governing the OCSOA awards are as follows:</p> <ol style="list-style-type: none"> 1. Information about the OCSOA Awards and the nomination processes will be made available to OCSOA members in November of each year. 2. All award nominations will be due to the OCSOA Office on the 3rd Friday in January. 3. Candidates can be nominated for more than one award. 4. The composition of the Awards Committee will be representative of various geographic regions to the extent possible and consist of 5 members as follows: <ul style="list-style-type: none"> - OCSOA Vice-President (Chair of the Committee) - Chair of the Catholic Leadership and Faith Development Committee - 2 Regional Representatives from the Board of Directors - 1 ROCSOA Representative from the Board of Directors 5. Members of the Awards Committee are ineligible to act as nominators of any candidate. 6. The Awards Committee will receive the nominations and provide a recommended slate of award recipients to the Board of Directors for ratification 7. The B.E. Nelligan Award and the Distinguished Leadership Award will each require 3 Active OCSOA members to be part of the nomination process. 8. No monetary amount would accompany any award. 9. The nomination package for OCSOA's recipient for the CASA Award will be forwarded to CASA for participation in the national selection process. 10. The names of past recipients will be included in the awards' promotional information and inscribed on the commemorative plaques.
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OCSOA Honorary Membership Award
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General By-Law: Section 3.5 Honorary Membership

Feb. 14, 2014

POLICY: 3.5P

OCSOA's Honorary Membership Award is presented to an individual who has contributed to the development, advancement and enhancement of Catholic Education in Ontario.

The Honorary Membership Award is a lifetime acknowledgement of distinguished service to Ontario's public education system. The total number of Honorary Membership Awards granted shall be at the discretion of the OCSOA Board of Directors and the maximum number of recipients per year shall be two.

The award is presented to an individual who displays leadership in each of the following:

- a. encouraging improvement and achievement in Ontario's publicly funded education system
- b. demonstrating a contribution of fairness and equal opportunity for students of Ontario
- c. contributing to the development of Catholic education within the publicly funded education system of Ontario

REGULATION: 3.5R

The procedures governing the OCSOA Honorary Membership Award are as follows:

- 4. Information about the OCSOA Honorary Membership Award will be included in the instructions regarding the OCSOA Award nomination processes that are made available to OCSOA members annually in November.
- 5. All award nominations will be due to the OCSOA Office on the 3rd Friday in January.
- 3. The composition of the Honorary Membership Awards Committee will be representative of various geographic regions to the extent possible and consist of 5 members as follows:
 - OCSOA Vice-President (Chair of the Committee)
 - Chair of the Catholic Leadership and Faith Development Committee
 - 2 Regional Representatives from the Board of Directors
 - 1 ROCSOA Representative from the Board of Directors
- 4. Members of the Honorary Membership Award Committee are ineligible to act as nominators for any candidate.
- 5. The Honorary Membership Award Committee will receive the nominations and provide recommendations to the Board of Directors for ratification
- 6. A nomination for the Honorary Membership Award will require the support of 3 Active OCSOA members and include a brief citation of 100-250 words stating the rationale for the nomination.
- 7. As well as receiving the benefits of Honorary Membership as identified in the OCSOA By-Law 3.5, the recipient(s) will be invited to the AGM and will be presented with an appropriate memento of the honour.
- 8. The names of past recipients will be included in the awards' promotional information and inscribed on a commemorative plaque.

**Catholic Community Delivery Organization (CCDO)
General By-Law: Section 4.6.5**

April 2005

<p>POLICY: 4.6.5.4 P The Ontario Catholic Supervisory Officers' Association will develop and maintain a statement of the Terms of Reference for delivering the Supervisory Officers Qualification Program as provided by the Catholic Community Delivery Organization.</p>	<p>REGULATION: 4.6.5.4 R</p> <ol style="list-style-type: none"> 1. A Copy of the Terms of Reference will be kept on file at the offices of the Ontario Catholic Supervisory Officers' Association. 2. The Terms of Reference will be reviewed on a regular basis by the OCSOA Board of Directors, and with such review occurring at least at the completion of every contract with a Program Director.
<p>POLICY: 4.6.5.6 P The Ontario Catholic Supervisory Officers' Association will contract on a term basis, for the position of Program Director for the Catholic Community Delivery Organization, to manage the Supervisory Officers Qualifications Program on behalf of the Association.</p>	<p>REGULATION: 4.6.5.6 R</p> <ol style="list-style-type: none"> 1. The Candidate for the position will be selected and recommended by the Executive of the OCSOA Board of Directors. 2. The Contractor must be approved by motion of the OCSOA Board of Directors. 3. The contract will include performance expectations appropriate for the position. 4. The contract will include criteria for determining satisfactory performance. 5. The contract will indicate the maximum number of days available to the contractor. 6. The contract will include a fee structure for services rendered. 7. The fee structure and the number of days for which service will be remunerated, will be reviewed on an annual basis by the OCSOA board. 8. The contract period will be for 2 years with one-year extension by mutual agreement.
<p>POLICY: 4.6.5.7 P The Supervisory Officers Qualification Program (SOQP) Director is responsible for the management, coordination and administration of all activities related to the organization and delivery of the Supervisory Officers Program which operates under the direction of the Ontario Catholic Supervisory Officers Association. The SOQP Director liaises with key provincial partners in education in order to promote and expand the program and to ensure that the needs of Catholic leaders in education are being met. OCSOA will maintain a statement of accountabilities for the contractor holding the responsibility of Program Director for CCDO.</p>	<p>REGULATION: 4.6.5.7 R</p> <ol style="list-style-type: none"> 1. The Ontario Catholic Supervisory Officers Association will keep on file a copy of the full statement of Key Accountabilities for the Program Director of CCDO. 2. The categories of key accountabilities will include: <ul style="list-style-type: none"> • Program Coordination • Financial Responsibility • Administrative Responsibility • Networking/Communications Responsibility 3. A copy of the full statement of key accountabilities will be provided to all applicants for the position. 4. A copy of the full statement of key accountabilities will be an appendix to the contract for the position.

POLICY: 6.6P

The Ontario Catholic Supervisory Officers' Association will invest funds that are temporarily surplus to its day-to-day operations and any funds held in reserves for whatever purpose in securities.

Investment Goals

The goal of the Association is to achieve the highest possible rate of return on any surplus funds invested in accordance with this policy.

The Board of Directors, in consultation with the Executive-Director and Executive Committee, will be responsible for making the following determinations in accordance with this policy:

1. The amount of surplus funds available to be invested and the length of time for which surplus funds are available for investment.
2. The compliance of the investment policy and goals.

REGULATION: 6.6R

Eligible Investments

The Association shall invest only in those securities that are expressly permitted under the Education Act of Ontario and Ontario Regulation 471/97, Eligible Investments, as amended from time to time. Some instruments include:

- Government bonds issues by either the federal or a provincial government in Canada or a municipality or guaranteed by either the federal or a provincial government in Canada.
- Bank deposits, guaranteed investment certificates or similar investments in which there is no risk to the principal amount of the investment subject to the risk posed by the creditworthiness of the institution that holds the investment.

Ineligible Investments

1. The Association shall not invest its funds in the following:
 - asset-backed securities
 - negotiable promissory notes or commercial paper

Reporting

If the Association has an investment in a security prescribed above, the Board of Directors shall require the Executive-Director of the Association to prepare and provide the Board of Directors, each year or more frequently if so requested by the Board, an investment report.

1. The Investment Report shall contain a statement about the status of each individual investment.
2. A record of the amount and date of each transaction.
3. A statement by the Executive-Director as to whether all investments have been made in accordance with the investment policy and goals.
4. Any such other information as may be requested by 'the Board' or any additional information that the Executive-Director deems appropriate.

TERMS OF REFERENCE for ROCSOA:

**RETIRED ONTARIO CATHOLIC SUPERVISORY OFFICERS' RELATIONSHIP WITH
THE ONTARIO CATHOLIC SUPERVISORY OFFICERS' ASSOCIATION**

March 23, 2012

The Retired Ontario Catholic Supervisory Officers' Association is a branch of the Ontario Catholic Supervisory Officers' Association. The By-Laws of OCSOA are the governing authority for ROCSOA. The following Terms of Reference outline the parameters of that relationship.

1. Members of ROCSOA share the rights, duties and privileges of OCSOA membership as identified in the OCSOA By-Laws, April, 2015:

***Rights of Associate and ROCSOA
Members***

3.6 *An Associate Member and a ROCSOA Member shall be entitled to:*

- 3.6.1 *attend the OCSOA retreat, the Annual Conference and other general and regional meetings of the membership;*
- 3.6.2 *receive notices, minutes, newsletters and other materials distributed to the general membership;*
- 3.6.3 *participate, if requested, as a member of a committee of the Association or in an advisory capacity to the President, Executive Committee or Board of Directors, or as a representative of the Association to an external organization.*

OCSOA By-Laws 2015

2. The ROCSOA representative is a member of the OCSOA Board of Directors and represents duly paid members of ROCSOA.
3. **ROC SOA Representation on OCSOA Board of Directors:** ROC SOA representation on the OCSOA Board of Directors shall be for a for a two (2) year term. A Nominating Committee, consisting of ROC SOA members, will coordinate the call for nominees. The election of the ROC SOA representative shall be conducted through an online vote during the month of March.
Note: ROC SOA may elect up to two members to serve on the OCSOA Board of Directors. The election of a second representative will usually occur on alternate years.
4. The online election of the ROC SOA representative is monitored by the Executive Director of OCSOA
5. Notwithstanding that while ROC SOA may send up to two representatives to the OCSOA Board of Directors, ROC SOA has only one vote on the Board of Directors.
6. Through their representative, ROC SOA members share in the policies and procedures formulation and direction of the OCSOA Board of Directors and the OCSOA Annual Meeting.
7. ROC SOA members pay membership dues to OCSOA and those funds may be directed to ROC SOA activities including the ROC SOA Annual Luncheon and such other activities that may be directed by the OCSOA Board of Directors.

GUIDING PRINCIPLES/GOALS FOR ROCSOA REPRESENTATIVES

1. SERVICE TO RETIRED OCSOA MEMBERS:

The ROCSOA representative shall work in conjunction with the OCSOA office to maintain a membership and a distribution list and to establish contacts in order to determine how to serve retired supervisory officers.

2. RENEWING AND ESTABLISHING CONTACTS WITH RETIRED OCSOA MEMBERS:

The ROCSOA representative shall work in conjunction with OCSOA to seek out new and former retired OCSOA members to encourage their membership and active participation in ROCSOA.

3. PROVISION OF INFORMATION TO RETIRED OCSOA MEMBERS:

The ROCSOA representative shall endeavor to ensure the publication of ROCSOA's dedicated newsletter, the ROC, on a timely basis (September, January and May). Other relevant educational information will be published as it becomes available.

4. REPRESENTATION OF RETIRED SUPERVISORY OFFICERS ON THE OCSOA BOARD OF DIRECTORS:

The ROCSOA representative shall represent members of ROCSOA on the OCSOA Board of Directors and report to the members through the ROC on issues that have a bearing on retired supervisory officers.

5. ESTABLISHMENT OF REGIONAL ROCSOA NETWORK:

The ROCSOA representative shall work with OCSOA to build a network of regional ROCSOA volunteers to foster activities for retired supervisory officers in their respective regions. ROCSOA volunteers will encourage retirees to participate in local activities including social events, networking and other initiatives that support Catholic education.

SUPPLEMENTARY INFORMATION:

ROC SOA Membership in OCSOA (as per OCSOA By-Laws, April, 2015)

ROC SOA Membership

3.4 ROC SOA Membership

3.4.1 A retired Supervisory Officer who pays an annual fee to become affiliated with the Retired Ontario Catholic Supervisory Officers' Association is considered to be a ROC SOA member.

Rights of Associate and ROC SOA Members

3.6 An Associate Member and a ROC SOA Member shall be entitled to:

3.6.1 attend the OCSOA retreat, the Annual Conference and other general and regional meetings of the membership;

3.6.2 receive notices, minutes, newsletters and other materials distributed to the general membership;

3.6.3 participate, if requested, as a member of a committee of the Association or in an advisory capacity to the President, Executive Committee or Board of Directors, or as a representative of the Association to an external organization.

4.1 BOARD OF DIRECTORS

Authority

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

Eligibility

4.1.2 The following are eligible to hold office in the Association or to vote on the conduct of the affairs of the Association:

- Active Members in good standing with the Association, and
- one representative appointed to the OCSOA Board of Directors by OCSBOA, and
- up to two representatives elected to the OCSOA Board of Directors by ROC SOA (only one vote), and
- who have not been convicted of a criminal offence.

Composition

4.1.3 *The affairs of the Association shall be managed by a Board of Directors who may exercise all such powers and do all such acts and things as may be exercised or done by the Association that are not in the by-laws or any special resolution of the Association or by statute expressly directed or required to be done in some other manner. Any increase or decrease in the number of directors shall be approved by special resolution of the directors and the members of the Association. The Board of Directors shall include:*

- i. *the immediate Past President,*
- ii. *the President,*
- iii. *the Vice-President,*
- iv. *the Chair of each Standing Committee,*
- v. *the Chair of each Standing Council,*
- vi. *the ROCSOA elected representative(s), (one vote),*
- vii. *the OCSBOA appointee,*
- viii. *one Regional Representative from each of the following 6 Regions in the Province:*

a. **Region 1**

Algonquin and Lakeshore; Eastern Ontario; Ottawa; Peterborough Victoria Northumberland Clarington; Renfrew

b. **Region 2**

Dufferin-Peel, Durham, Halton, Simcoe Muskoka, Toronto; York

c. **Region 3**

Bruce-Grey; Huron-Perth; London; St. Clair; Windsor-Essex

d. **Region 4**

Huron-Superior; Nipissing-Parry Sound; Northeastern; Sudbury

e. **Region 5**

Kenora; Northwest; Superior North; Thunder Bay

f. **Region 6**

Brant Haldimand Norfolk; Hamilton-Wentworth; Niagara; Wellington; Waterloo

Election of Directors

4.1.5 *The President and Vice-President shall be elected at the Annual Meeting in accordance with this by-law. The six Regional Representatives shall be elected by their respective Regions and their names shall be submitted to the Executive-Director by June 10. The chairs of Standing Committees and Standing Councils and the ROCSOA and OCSBOA appointees will be determined through their respective committees and their names shall be submitted to the Executive-Director by June 10.*

4.1.6 *Regional Representatives may serve on the Board of Directors for a term of up to three years in accordance with the agreement reached at a legally constituted meeting in each region.*

Appointees to the Board of Directors (ROC SOA and OCSBOA) will serve on the board in accordance with the terms of those associations, effective August 1.



**ONTARIO CATHOLIC SUPERVISORY OFFICERS'
ASSOCIATION**

CATHOLIC COMMUNITY DELIVERY ORGANIZATION

TERMS OF REFERENCE

Revised December 19, 2011

ONTARIO CATHOLIC SUPERVISORY OFFICERS' ASSOCIATION
CATHOLIC COMMUNITY DELIVERY ORGANIZATION

TERMS OF REFERENCE

1. The Catholic Community Delivery Organization (CCDO) is a division of the Ontario Catholic Supervisory Officers' Association (OCSOA). [See Section 4.6.5.1 of the OCSOA General By-Laws]
2. CCDO follows TERMS OF REFERENCE as determined by resolution of the OCSOA Board of Directors. [See Section 4.6.5.4 of the OCSOA General By-Laws]
3. CCDO is responsible for delivering the Supervisory Officers' Qualification Program (SOQP) in accordance with the legislative and policy requirements which govern all bodies delivering SOQ Programs [See Section 4.6.5.3 of the OCSOA General By-Laws]; Roman Catholic Church law and Roman Catholic Church writings about the mission and ministry of the Catholic school and its leadership.
4. CCDO retains its name and logo for program offerings and contractual agreements. [See Section 4.6.5.2 of the OCSOA General By-Laws]
5. The Association will engage a Program Director for the CCDO Supervisory Officers' Qualification Program on a contract basis. The OCSOA Board of Directors determines the hiring process for this contract.
6. The work of the Program Director is detailed in the POSITION DESCRIPTION.
7. The Program Director is responsible for reporting through the office of the Executive Director to the OCSOA Board of Directors and general membership, as requested, about the SOQP's preparation of candidates who are seeking to work as Supervisory Officers in the Catholic school system in Ontario.
8. The Executive Director of OCSOA works with the Program Director and assumes the duties of the Program Director in his/her absence, if necessary.
9. The SOQP program has an Advisory Committee in accordance with the requirements as detailed by the Ontario College of Teachers. The SOQP Advisory Committee includes representation from OCSOA (2 members); the Ontario Catholic Trustees Association (1 member); the Catholic Principals' Council of Ontario (1 member); the Institute for Catholic Education (1 member); the Ontario Catholic School Business Officials' Association (1 member) and the Ontario English Catholic Teachers' Association (1 member).
10. The Program Director establishes and resources the SOQP Advisory Committee in compliance with the requirements for program Advisory Committees as described by the Ontario College of Teachers. The Program Director will seek membership by letter to the professional associations represented on the SOQP Advisory Committee and establish by-laws for the term and operation of this committee.
11. The Program Director liaises with the Ontario College of Teachers and the Ministry of Education, among others, about the OCSOA Catholic Community Delivery Organization Supervisory Officers' Qualification Program.
12. The Executive Director of OCSOA will conduct an annual Performance Appraisal of the Program Director.

ONTARIO CATHOLIC SUPERVISORY OFFICERS' ASSOCIATION

POSITION DESCRIPTION

Title: Program Director

Reports to: OCSOA Board of Directors

Position Summary:

The Supervisory Officers Qualification Program (SOQP) Director is responsible for the management, coordination and administration of all activities related to the organization and delivery of the Supervisory Officers Program, which operates under the direction of the Ontario Catholic Supervisory Officers Association. The SOQP Director liaises with key provincial and Catholic partners in education in order to promote and expand the program while working to ensure the best development of Catholic education leaders in order to serve the Catholic educational community.

KEY ACCOUNTABILITIES

Catholic Partnerships

The Program Director liaises and networks with Catholic education partners to support and enhance faith development and Catholic educational leadership. The Program Director develops and delivers the SOQP program in accordance with Roman Catholic Church law and Roman Catholic Church writings about the mission and ministry of the Catholic school and its leadership.

Program Coordination

Assesses, screens and accepts participants into the program. Coordinates and supports participant progress through ongoing communication with individuals throughout the course of the program. Provides hospitality and support to all participants, module leaders/instructors and speakers. Ensures that the course syllabus covers all content matters required to satisfy eligibility for certification as a Supervisory Officer in Ontario. Schedules module workshops, instructors, and facilities; assists instructors with course setup and other training/module specific requirements. Communicates ongoing feedback to instructors, speakers and participants. Markets the program through School Boards, education networks, various Catholic education partners and related print media (**Example: Professionally Speaking, Ontario College of Teachers**). Ensures and is accountable for the overall effectiveness of the program. Serves as a resource to the SOQP Advisory Committee.

Financial Responsibility

Prepares annual budget for the program for approval by the OCSOA Board or designate and carries overall budget responsibility throughout. Maintains budget records, program inventory, including program materials and gifts, and arranges for the purchase of supplies and materials as necessary. Monitors program expenditures and maintains budget information. Presents an audited financial statement to OCSOA Board or designate.

Administrative Responsibility

Maintains accurate records and files, including participant, instructor and program partner contacts and agreements. Contributes to the design, development and ongoing review of the

program to ensure that academic best practices are in place. Coordinates promotional and other materials (posters, flyers), bulletins, booklets, and correspondence, proof reads and edits materials, and formats materials to ensure consistency of communication. Ensures that materials are distributed appropriately, maintains participant and program files and filing systems. Responds to telephone inquiries regarding specific issues and activities for the program. Ensures that participant records are kept up to date and forwards records to the Ontario College of Teachers, the Ministry of Education and other education partners. Coordinates and provides certificates for participants upon successful completion of the program. Works with the Chair of the SOQP Advisory Committees to call meetings as required and is responsible for the Minutes of such meetings. Arranges for the administrative support of the SOQP Advisory Committee.

Networking / Communications Responsibility:

Liaises with education and community partners to support and share information regarding the program. Attends meetings and communicates with the Ontario College of Teachers, OCSOA Executive, the SOQP Advisory Committee, etc. Remains current in position specific knowledge in order to apply the most appropriate methodologies by attending conferences, educational programs and seminars, reading professional publications, using on-line resources, and participating in professional organizations and networks.

Position Term

A maximum of 110 days is allocated to fulfilling the requirements of the Position of Program Director of CCDO, as outlined in the Position Definition for the CCDO Program Director, for operating the program out of Mississauga. Where the Program Director is able to establish other sites for delivering the program, the Program Director may prepare a proposal for the development of additional sites, and within the proposal, apply for additional remuneration on a *per diem* basis for the development and maintenance of these sites. The contract extends for the term indicated at the time of hiring and may be extended or concluded at the end of the contract. Decisions about contract continuation for an additional term are aligned with fulfillment of the expectations contained in the “Position Description”. There is a checklist of performance expectations that fall under the five broad categories of the Position Description. The checklist is developed in a “Yes/No” format for the purpose of determining contract fulfillment.

ONTARIO CATHOLIC SUPERVISORY OFFICERS'

ASSOCIATION

CHECKLIST

OCSOA/CCDO SOQP PROGRAM DIRECTOR

Position Summary:

The Supervisory Officers Qualification Program (SOQP) Director is responsible for the management, coordination and administration of all activities related to the organization and delivery of the Supervisory Officers Program, which operates under the direction of the Ontario Catholic Supervisory Officers Association. The SOQP Director liaises with key provincial and Catholic partners in education in order to promote and expand the program and to ensure that the needs of Catholic education leaders and the Catholic educational community are being met. This is a checklist of performance expectations that fall under the five broad categories of the Position Description. The checklist is developed in a "Yes/No" format for the purpose of determining contract fulfillment.

KEY ACCOUNTABILITIES

Catholic Partnerships

Is there demonstrated evidence that the key accountability, Catholic Partnerships, has been achieved?
What is the evidence?

Program Coordination

Is there demonstrated evidence that the Program Director has met the requirements of Program Coordination?

What is the evidence?

Financial Responsibility

Is there demonstrated evidence that the Program Director has met the requirements of the key accountability, Financial Responsibility?

What is the evidence?

Administrative Responsibility

Is there demonstrated evidence that the Program Director has met the requirements of Administrative Responsibility?

What is the evidence?

Networking / Communications Responsibility

Is there demonstrated evidence that the Program Director has met the requirements of Networking and Communications?

What is the evidence?

Checklist completed by:

Date of completion: