

Bylaw and Constitution

Last Updated June 2008

1. Name

The name of the Association shall be "The Ontario Association of Parents in Catholic Education", hereinafter referred to as "The Association".

2. Interpretation

In this bylaw, all references to the singular shall include the plural and *vice versa*, all references to parents shall include guardians and *vice versa*, all references to the masculine shall include the feminine and *vice versa*, and, unless otherwise stated, references to an individual shall include a corporation and *vice versa*.

3. Head Office

The Head Office of The Association shall be in the Province of Ontario and in such a place as shall be determined by the Board of Directors from time to time.

4. Purposes

The purposes for which The Association exists shall be to:

1. To provide support to publicly funded English Catholic Education in Ontario by soliciting input, analyzing and communicating results and information on matters affecting it;
2. To educate parents regarding schools and all aspects of education;
3. To provide education and training for parents regarding school council operations, increasing parental involvement, improving student performance, faith development for themselves and their children and other matters related to education and the Catholic faith,
4. To ensure the highest quality of education for each child according to his or her physical, mental, social and spiritual needs by working with the Ministry of Education in forums, workshops, and/or working groups;
and
5. To provide for the welfare of children and youth and the care and protection of children by working with our Partners in Catholic education to ensure wherever and whenever possible, the Catholic faith is modeled and infused in the curriculum and learning environments.

5. Members

Classes of Members

There shall be three (3) classes of members of The Association, namely Active Members, Associate Members, and Affiliate Members.

Active Members

The active members of the Association shall be those parents with children enrolled in a Publicly Funded English Catholic School and have paid annual membership fees.

Associate Members

This category of membership shall be open to individuals or groups who have had children enrolled in the Publicly Funded English System of Catholic Education in the Province of Ontario and who wish to continue to support Catholic Education.

Affiliate Members

Affiliate membership shall be open to Provincial Education Parents' Associations who are recognized in Regulation 612 of the Education Act. Their membership must have a majority of parents and/or guardians of children enrolled in Catholic Schools and their Association must publicly support the Publicly Funded English System of Catholic Education.

Lifetime Members

Lifetime membership may be granted upon approved motion of the Board of Directors to an individual who has performed services of an exemplary nature to The Association or Catholic Education. Such membership shall be honorary and shall carry all rights and privileges of Active membership.

6. Membership Dues

The membership period runs from January 1st to December 31st. Membership dues are set annually by the Board of Directors and invoices are issued by October 31st for payment by December 31st of that year. Only those Catholic Schools whose payment has been received at the OAPCE office at least 14 days prior to an Annual General Meeting or Special Meeting of members shall be eligible to vote.

7. Meetings of Members

There shall be an Annual General Meeting of members each year at a time and place determined by the Board of Directors. Such business as may be required from time to time shall be conducted at such Annual Meeting.

Special General meetings of members shall be conducted at the request of a majority of the Board of Directors or at the written request of twenty-five (25) members of The Association, provided that notice of such Special meeting shall be provided to all members of the Association not less than forty-five (45) days prior to the date of such meeting. Notice of Special General Meeting shall include the purpose for which such meeting is called.

Voting Members present in person or by webcast, shall form a quorum for members' meetings of the Corporation

8. Regional/District Council

8.1 Regional Councils

The Association recognizes those Catholic District School Boards established from time to time by the Ontario Ministry of Education.

An OAPCE recognized Regional Council consisting of representatives that have been elected or appointed from all the Catholic Schools within the Regional School Board shall be established. These representatives shall elect or appoint from among their number an executive that complies with the Regional Councils bylaws and/or constitution.

A Regional Council consists only of the parents elected or appointed from each School Council in the district and shall not be confused with or replaced by School Board Regional or District Councils. However, it is recognized that OAPCE Regional Council meetings may take place as part of, before or after a School Board Regional or District Council meeting, if this promotes greater parent participation by coordinating meetings on the same day. Each Regional Council should conduct a meeting (person, teleconference, video conference, etc) at least three times per school year. The Regional Council will take and approve the minutes from their meetings and forward these minutes to the OAPCE office within forty days after the meeting.

The Regional Council is required to provide ten working days notice of any meeting. The Regional Council is required to conduct an election every two years to comply with the OAPCE bylaws for the purpose of electing an OAPCE Regional Director. The Regional Council will advise all School Councils of the proposed election twenty business days prior to the date of election for the purpose of advising of the election date and seeking potential candidates. Each candidate must provide the Regional Council with a written biography and acknowledgement that they, the candidate meets the requirements to be an OAPCE Regional Director according to the OAPCE bylaws and Director's Operating Procedures. The form of the election (show of hands or ballots) for the Regional Director shall conform to the bylaws or constitution of each Regional Council.

8.2 Regional Information

In order to allow Regional Directors to adequately represent the parents affiliated to all schools in their region, geographic diversity and quantity of schools was considered when organizing the distribution of regions. Recognizing these situations, some regions shall elect or appoint more than one Regional Director.

Thus the following Regions and Director representation are recognized at this time:

Region	Catholic District School Board	number of schools
1	Windsor - Essex	49
2	London	56
3	Waterloo	53
4	Hamilton Wentworth	48
5	Dufferin Peel - 2 directors (north, south)	139
6	Toronto - 3 directors (east, central, west)	201
7	Durham	51
8	Algonquin & Lakeshore	42
9	Renfrew	22
10	Ottawa - 2 Directors	83
11	Northeastern	13
	Nippissing Parry Sound	14
	Moosonee (Regional)	1
12	Sudbury	24
	Parry Sound (Regional)	1
13	Huron Superior	26
	Homepayne (Regional)	2
14	Thunder Bay	22
	Superior North	9
15	Kenora	5
	Northwest	5
	Red Lake (Regional)	2
	Atikokan (Regional)	1
16	PVNC	38

17	Niagara	17
18	Brant Haldimand Norfolk	34
19	St Clair	33
20	Huron Perth	19
	Bruce Grey	13
21	York - 2 Directors	93
22	Simcoe Muskoka	51
23	Halton	43
	Wellington	19
24	Eastern Ontario	51

9. Board of Directors

Each Region shall elect or appoint a Regional Director to represent the Region at all meetings of The Association and serve on the OAPCE Board of Directors. This individual must meet the criteria of an active member, and the eligibility requirements as listed in the Director's Operating Procedures.

Director's term of office shall begin at the next Board of Director meeting following the earliest of:

- 1) Date of election or appointment by their Region
- 2) Annual General Meeting

Director's term of office shall end at the next Board of Directors meeting following the earliest of:

- 1) at the end of the Annual General Meeting
- 2) date of election upon completion of their term

No Director's term shall exceed two years nor shall a Director serve more than two consecutive complete terms. The business of The Association shall be managed by the Board of Directors. Where multiple Boards exist within a Region, only one Director may be elected, in accordance with the bylaws of the Regional Council. In the event of vacancies, the Board of Directors then in office shall appoint Directors to ensure continued Regional

representation.

Indemnification by the Corporation.

Every Director or Officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a) All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his or office or in respect of any such liabilities.
- b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

No Liability.

No Director or Officer for the time being of the Corporation 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 Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficient of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or Corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own willful act or his own willful default.

Meetings of the Board of Directors shall be at the call of the President, Vice-President or any five (5) Regional Directors. The Board of Directors shall meet not less than four times a year. Attendance at such meetings shall be Board of Directors and invited guests only.

Quorum at meetings of the Board of Directors shall be the President (or his/her designate) and not less than 40% of the Regional Directors.

The Past President shall be the person who has most recently served as the President of the OAPCE for a term of at least one year. The position of Past President is a two-year position on the Board of Directors. If the most recent President decides not to become Past President for any reason, then the position will remain vacant. The Past President does not have to meet the eligibility requirements to be a Director as outlined in the Association's bylaws. The Past President acts in an advisory capacity to the Board and as such shall not serve as Chair on any internal committees, shall encourage new representation to succeed on external committees and is a non-voting member.

The Board of Directors shall appoint annually a Spiritual Director who shall provide advice and guidance to the Board members, be reimbursed for expenses according to the OAPCE expense policy and is a non-voting member during the term of office.

9.1 Vacation of Office. The office of a Director shall be vacated:

a) Removal of members. Directors may be removed from office on the approval of a motion to that effect with the assent of two-thirds (2/3) of the Directors then in office. Directors may also be removed on the approval of two-thirds (2/3) of the members present and voting at an Annual or Special General meeting of members called for that purpose.

b) Written Resignation. By the Director delivering notice of resignation in writing to the Association in which case, such resignation shall be effective at the time notice is received by the Association or at the time specified in the notice, whichever is the latter.

c) Verbal Resignation or Failure to Attend 3 Consecutive Meetings: If the Director verbally indicates to any Director or Officer of his/her intentions to resign his/her office or he/she fails to attend three (3) consecutive meetings of the Board and in either case he/she also fails to respond to a letter sent by the Association confirming his/her resignation within thirty (30) days from the date of mailing of such letter by prepaid registered mail to her/his last address recorded on the books of the Association.

d) Death. Upon the death of the Director.

e) No Longer Qualified. If the Director ceases to be eligible pursuant to Article 9 and the Director's Operating Procedures at the end of their respective term.

f) Failure to Act. If the Director fails to participate and/or respond as indicated in the Director's Operating Procedures.

10. Officers

The officers of the association shall be the President, the Vice President, the Secretary and the Treasurer who shall manage the daily affairs of the Association. The officers of the Association will be required to inform the Board in a timely manner and seek approval from the board of Directors concerning their actions and decisions.

The following is the term of office for each officer of the association:

President – two year term elected at the Board of Directors meeting following Annual General Meeting

Vice President – one year term elected at the Board of Directors meeting following Annual general Meeting.

Secretary - one year term elected at the Board of Directors meeting following Annual General Meeting.

Treasurer - one year term elected at the Board of Directors meeting following Annual General Meeting.

The Responsibilities of the officers of the Association

- President** must be Catholic and meet the eligibility criteria to be a member of the Board of Directors according to the bylaws of the Association. The President shall represent OAPCE at the provincial level and therefore should not represent any particular Region in the Province of Ontario. The President's Region will therefore have the right to elect a Director to represent them. The President shall be an ex officio member of all internal committees and a member on external committees of the Ministry of Education requiring provincial representation. The President shall chair all Board of Directors meetings, Annual General and Special General meetings of members and vote when necessary to break a tie vote.
- Vice President** shall assist the President in the duties of that office and represent OAPCE at the provincial level when the President is not available. In the event of the President's absence, inability or refusal to act, the Vice President shall assume the duties of that office. The Vice President must be Catholic, a Director elected from a District, meeting the eligibility criteria to be a member of the Board of Directors according to the bylaws of the Association. The Vice President shall be a member on, but not necessarily chair the internal committee and the regional relations committee. The Vice President shall chair the Board of Directors meeting in the absence of the President.
- Secretary** shall record the minutes of all Board of Directors meetings, Special General meetings of members and the Annual General meeting and make these minutes available to the President within 15 business days of the Board meeting. The Secretary must be a Director elected from a Region, meeting the eligibility criteria to be a member of the Board of Directors according to the bylaws of the Association. The Secretary shall be a member on, but not necessarily chair, the Communications Committee.
- Treasurer** shall manage the financial affairs of the Association. Managing the financial affairs requires that that the Treasurer prepare a financial report for the period and for the year-to-date of the Association's revenues and expenses to be presented to the Board at each Board meeting, work with the Office Administrator and the Auditor to ensure the accuracy and completeness of the Association's financial affairs and ensure timely and accurate government filings. The Treasurer shall be a Director elected from a Region, meeting the eligibility criteria to be a member of the Board of Directors according to the bylaws of the Association. The Treasurer shall be a member on but not necessarily chair, the Administrative Committee.

11. Executive Director

The Executive Director shall be requested by the President and approved by the Board of Directors for a period of no more than one year. The Board by a vote has the right to annually reaffirm the Executive Director's term for an additional year as required. The executive Director will not be an elected Director from a Region, but must meet the eligibility criteria to be a Director as outlined in the Association's bylaws. Since the Executive Director is a

non-elected position, the Executive Director will not be allowed to possess a vote on Board matters. The Executive Director shall support the corporation officers and the Board of Directors and assume the functions approved by the Board of Directors. The Executive Director shall be reimbursed for expenses according to OAPCE expense policy.

12. Voting

Voting members from a school that has paid annual membership fees shall each be entitled to cast a single vote, while in attendance or by webcast, on any issue arising at an Annual General or Special General Meeting of members.

13. Standing Committees

The following Standing Committees of The Association shall be established annually by the Board of Directors:

- a) Administration/Internal
- b) Communications
- c) Finance
- d) Religion/Spirituality
- e) Partnership
- f) Regional Relations

The President shall appoint the committee chairs.

14. Resolutions

Proposals for amendments to this Bylaw and Constitution shall be by resolution submitted to the OAPCE office not less than sixty (60) days prior to an Annual General or Special General Meeting of members. Such resolutions shall be signed by not less than two (2) members representing a Catholic School Council. Resolutions will be posted not less than forty-five (45) days prior to an Annual General or Special General Meeting to allow members to review such resolutions. Members present at AGM are each entitled to one vote. Schools unable to send a representative are entitled to one vote per school. A letter from such school specifying their vote for each resolution must be signed by a minimum of two (2) members of their council; including their OAPCE representative and an Executive member. Votes are to be submitted to the OAPCE office not less than fifteen (15) days prior to the Annual General or Special General Meeting of members. Results of submitted votes will be announced and added to votes of members present at the Annual General or Special General Meeting. Resolutions affecting the Bylaw and Constitution shall require approval by two-thirds (2/3) majority of members (those members present or by webcast added to submitted member votes) at the Annual General or Special General Meeting at which such resolutions are considered.

The Board of Directors shall be empowered to suspend or amend articles of this bylaw at any time. Suspension or amendment shall remain in force until the next Annual or Special General Meeting of members called to discuss the suspension or amendment. Approval of the suspension or amendment by members present and voting at such meeting shall be retroactive to the date of such suspension or amendment. Where approval of a suspension or amendment is denied by the members present and voting at a meeting of members called for that purpose, the affected article shall be reinstated.

15. Dissolution

The Association shall be dissolved by resolution of the members approved by a two-thirds (2.3) majority of members present at an Annual or Special General Meeting of the members called for that purpose. When all liabilities of The Association have been discharged, remaining assets shall be liquidated and all monies realized shall be donated to a Catholic charity determined by the Board of Directors then in office.