

**BYLAW AMENDMENTS**  
**GENERAL MEETING – JUNE 11, 2008**

**PROPOSED BYLAW REVISION**

**1. BE IT RESOLVED THAT Bylaw No. 1, Interpretation, be amended as follows:**

- (1) By striking out “special Act” in clause (a), and inserting “private Act”;**
- (2) By striking out “Bylaw No. 4” in clause (f), and inserting “these Bylaws”;**
- (3) By adding the following as clause (g):**

**“(g) ‘general assembly’ means a general assembly provided for in Bylaw No. 10;**
- (4) By striking out clause (g.1); and**
- (5) By striking out “and a local board” in clause (h).**

**Association Executive**

**Sponsor’s Rationale:**

Bylaw No. 1 contains definitions of words used in various places in the Bylaws and are set out at the beginning of the Bylaws for the readers’ ease of understanding and to eliminate the need to fully define the word or phrase every time it is used.

These are housekeeping amendments to update or correct references. A definition of “general assembly” is added; the definition of “Provincial Bargaining Administration Contingency Fund” is deleted because the term is not used in the bylaws; the definition of “school board” is amended to delete the reference to “local board” because local boards no longer exist under *The Education Act, 1995*.

**2. BE IT RESOLVED THAT the Bylaws be amended**

**(1) by striking out Bylaw No. 4, Officers, and inserting the following:**

**“Bylaw No. 4: Executive**

**1. The Executive of the Association is comprised of:**

**(a) a President;**

**(b) a Vice-president;**

**(c) one representative from each of the following constituencies:**

**(i) Northern;**

**(ii) Central;**

**(iii) Southern;**

**(iv) Catholic;**

**(v) Conseil scolaire fransaskois;**

**(vi) Urban Public;**

**(vii) Aboriginal.**

**2. Composition of each constituency is set out in Appendix ‘A’ attached to and forming part of these Bylaws.**

**3. If a new board of education joins the Association, the Executive shall assign the board to a constituency, and Appendix ‘A’ is deemed to be amended accordingly”; and**

**(2) by adding the following as Appendix “A” after Bylaw No. 13:**

**“APPENDIX ‘A’**

**(1) Northern constituency:**

**Northern Lights School Division No. 113**

**Ile-a-la Crosse School Division No. 112**

**Creighton School Division No. 111**

**(2) Central constituency:**

**Englefeld Protestant Separate School Division No. 132**

**Saskatchewan Rivers School Division No. 201**

**Prairie Spirit School Division No. 206**

**Horizon School Division No. 205**

**North East School Division No. 200**

**Living Sky School Division No. 202**

**Northwest School Division No. 203**

**(3) Southern constituency:**

**Prairie Valley School Division No. 208**  
**South East Cornerstone School Division No. 209**  
**Prairie South School Division No. 210**  
**Chinook School Division No. 211**  
**Good Spirit School Division No. 204**  
**Sun West School Division No. 207**

**(4) Catholic constituency:**

**St. Paul's Roman Catholic Separate School Division No. 20**  
**Regina Roman Catholic Separate School Division No. 81**  
**Prince Albert Roman Catholic Separate School Division No. 6**  
**Light of Christ Roman Catholic Separate School Division No. 16**  
**Holy Trinity Roman Catholic Separate School Division No. 22**  
**Christ the Teacher Roman Catholic Separate School Division No. 212**  
**Holy Family Roman Catholic Separate School Division No. 140**  
**Lloydminster Roman Catholic Separate School Division No. 89**

**(5) Urban Public constituency:**

**Regina School Division No. 4**  
**Saskatoon School Division No. 13**  
**Lloydminster School Division No. 99**

**(6) Conseil scolaire fransaskois constituency:**

**Conseil des écoles fransaskoises**

**(7) Aboriginal constituency:**

**School board members of Aboriginal descent"**

**Association Executive**

**Sponsor's Rationale:**

This bylaw amendment contains the following changes:

- Moves provisions for nomination, election, terms of office of and vacancies on the Executive and related matters to proposed Bylaw No. 4.1 for ease of reading.
- The provision regarding "honourary" officers in current Bylaw No. 4 (Minister of Education as honorary president, and an honorary vice-president) is deleted.
- Adds authority for the Executive to assign a new member of the association to an existing constituency, without the need for a bylaw amendment. This will facilitate a new member becoming part of a new constituency immediately on becoming a member of the Association.
- Note: The Executive had previously proposed, for consideration, adding a provision to allow the Executive to consider a request by a board to be moved to a

different constituency, and, if approved, the bylaw would be deemed to be amended accordingly. During the May Members' Council, some members wondered why this would be needed. The Executive reconsidered the need for such a provision, and determined that if a board wished to be part of a different constituency it should be decided by the membership through a bylaw amendment.

- Moves the list of boards that comprise each constituency to an Appendix, which forms part of the bylaws, and is attached at the end of the bylaws but does not make any changes to the composition of the constituencies.

**3. BE IT RESOLVED THAT the Bylaws be amended by striking out Bylaw No. 4.1, 2005 Convention – Election of Members of Newly Structured Executive, and inserting the following:**

**“Bylaw No. 4.1: Election of Executive**

- 1. A member of a school board may stand for nomination for more than one Executive position at the same time, but, if elected to one of the positions, is deemed to have withdrawn from nomination for election to other positions.**
- 2. Advance nomination of a member of a school board for election to the Executive, except for representatives from the Catholic, Northern and Conseil scolaire fransaskois constituencies, shall:**
  - (a) be received at the Association office no later than 4:30 p.m. on the first business day in November;**
  - (b) be in writing, signed by a member of a school board who is making the nomination, and signed by the member of a school board who is being nominated; and**
  - (c) include information and comply with the procedures approved by the Executive.**
- 3. A list of candidates for election received pursuant to section 2 and other information in accordance with the nomination procedures shall be posted on the Association's website no later than one week following the date for close of nominations, and be included in the materials provided to members for the annual general meeting.**
- 4. Voting in elections of the Executive is by secret ballot using the weighted ballot.**

**5. Nominations shall be called for during the annual general meeting as follows:**

- (a) for President and Vice-president, before noon of the first day of the annual general meeting; and**
- (b) for constituency representatives to be elected during the annual general meeting, prior to speeches of candidates for election in the constituency.**

**6. Election of the President and Vice-president:**

- (1) All members of school boards are eligible for election for President and Vice-president, and are eligible for re-election.**
- (2) The President and Vice-president shall be elected by a majority of votes cast at an election for each of the positions during the annual general meeting.**
- (3) The President and Vice-President serve for a term of one year and until their successors are elected.**
- (4) The President and Vice-president shall take office at the conclusion of the General Assembly during which the annual general meeting is held.**
- (5) A candidate for election for President who is unsuccessful in that election is automatically a candidate for the position of Vice-president without having to comply with the nomination requirements, unless the candidate, prior to commencement of the speeches by candidates for Vice-president, notifies the Executive Director that he or she does not wish to be a candidate for Vice-president.**

**7. Election of members of the Executive from constituencies:**

- (1) Members of the Executive from constituencies, and an alternate from each constituency, except the Catholic, Conseil scolaire fransaskois and Northern constituencies, shall be elected by a majority of votes cast at an election in the constituency to be held during the annual general meeting.**
- (2) Elections of members of the Executive from constituencies during the annual general meeting are to be conducted only after the results of the elections for the President and Vice-president have been announced.**

- (3) **Members of school boards that are part of the constituency are eligible for election to the Executive from the constituency, and are eligible for re-election.**
- (4) **The representative and alternate from each of the Catholic, Conseil scolaire fransaskois and Northern constituencies shall be elected or selected at a meeting of the constituency held no earlier than six weeks prior to the day of the annual general meeting.**
- (5) **Members of school boards who are of aboriginal descent are eligible for election and to vote in the election of the representative to the Executive and alternate from the Aboriginal constituency, and shall be elected by a majority of votes cast in an election in the constituency to be held during the annual general meeting.**
- (6) **Members of the Executive elected or selected in constituencies take office at the conclusion of the General Assembly during which the annual general meeting is held.**
- (7) **Members of the Executive elected or selected from constituencies hold office as follows and until their successors take office:**

  - (a) **representatives from the Northern, Southern and Conseil scolaire fransaskois constituencies elected or selected in 2008 hold office for a term of one year, and in elections thereafter, for a term of two years; and**
  - (b) **representatives from the Catholic, Central, Urban Public and Aboriginal constituencies elected in 2008 hold office for a term of two years, and in elections thereafter, for a term of two years.**
8. **In any election to the Executive when there are more than two candidates for the position, if no candidate receives a majority of votes cast on the first ballot, the candidate receiving the lowest number of votes on the first ballot shall be dropped from the list of candidates for the second ballot, and this provision applies for any subsequent ballots that may be necessary.**
9. **A member of the Executive from a constituency who wishes to be a candidate in an election for President or Vice-President but has one year remaining in his or her term is eligible for election as follows:**

  - (a) **if the member is successful in the election, the member is deemed to have vacated the position as constituency representative, and the alternate for the constituency shall take office and serve for the remainder of the term;**

- (b) if the member is not successful in the election, the member continues to serve on the Executive for the remainder of the term.**
- 10. If a member of the Executive loses re-election or does not seek re-election in a school board election:**
  - (a) that member of the Executive shall continue in office on the Executive until the conclusion of the annual general meeting in the year in which the school board election was held; and**
  - (b) if the member of the Executive is in the first year of the term office, that member shall continue in office on the Executive in accordance with clause (a), and the alternate for the constituency shall take office and serve for the remainder of the term, and, if the alternate loses re-election or does not seek re-election in a school board election, an election for the constituency representative shall be held at the annual general meeting in that year to serve for the remainder of the term of the vacant office.**
- 11. If the President ceases to be a member of a school board or vacates office during a term:**
  - (a) the Vice-President immediately assumes the office of President for the remainder of the term;**
  - (b) the members of the Executive shall elect from amongst themselves, an Executive member to serve as Vice-President for the remainder of the term; and**
  - (c) the alternate for the constituency from which the Executive member elected as Vice-President is a representative shall take office and serve for the remainder of the term.**
- 12. If the Vice-President ceases to be a member of a school board or vacates office during a term, clauses 11(b) and (c) apply, with necessary changes, to fill the vacancy.**

- 13. If a member of the Executive, who represents one of the constituencies, ceases to be a member of a school board or vacates office during a term, the Executive shall immediately declare that position to be vacant, and the alternate for that constituency shall fill that position for the remainder of the term, and, if there is no alternate, the Executive shall provide for the election or selection, as the case may be, of a representative to fill the position for the remainder of the term”.**

### Association Executive

#### Sponsor’s Rationale:

These amendments contain the following changes to our current bylaws:

- Moves provision re vacancy in the office of President from Bylaw No. 5 to this bylaw because provisions for vacancy in other Executive positions are included in this bylaw;
- Moves provisions regarding nomination, election, terms of office, and procedural provisions for operation of the Executive from current Bylaw No. 4 to this bylaw for better organization and ease of reading;
- Adds an advance nomination process for candidates for election of President, Vice-president and constituencies elected during the AGM, but also **retains** the call for nominations to those positions from the floor during the AGM. Nominations in advance provide members with more notice of candidates for Executive positions. Speeches by candidates and voting for the constituency representatives, other than the three that elect/select in advance, will still occur at the AGM.

(For information: BCSTA and OPSBA have an advance nomination process with varying rules)

- Provides that candidates for President who are not successful in that election are automatically candidates for Vice-president unless the candidate notifies the Executive Director that he or she does not wish to be a candidate for Vice-president.
- Adds a provision that the call for nominations for constituency positions during the AGM will not occur until after the results of the elections for President and Vice-president;
- Permits a member of a school board to be nominated as a candidate for more than one Executive position at a time, but once elected to a position, is deemed to have withdrawn as a candidate for other positions;
- The term of constituency representatives on the Executive is increased to two years (subject to the implementation of staggered terms described below) to provide for continuity of knowledge and experience on the Executive. The amendments include provisions to address the circumstances where an Executive member is one year into a two-year term in the year of a board of education election, and either chooses not to run in the board election or is not successful in the election.



(For information: There are a variety of approaches to these issues in other school boards associations and comparable associations in Saskatchewan. ASBA has 18 month staggered terms for all members of its Board of Directors, except President and Vice-president who have one-year terms; BCSTA has one-year terms)

- **Retains** a one-year term for positions of President and Vice-president because of the “leadership” responsibilities attached to the positions. The Executive believes that it is important that members should have the capacity, through the exercise of their votes, to address leadership of the Association on an annual basis;
- Provides for staggered terms of constituency representatives to provide for continuity of knowledge and experience on the Executive. In order to implement the staggering of terms, approximately half of the constituency representatives elected or selected in the fall of 2008 will serve for only one year.
- Removes the limitation in our bylaws on consecutive terms that a person may serve as President or Vice-president. Our bylaws do not currently contain any restriction on the number of consecutive terms that a constituency representative may serve.
- Deletes most of the provisions of current Bylaw No. 4.1 because they are no longer applicable. The provisions in that Bylaw regarding constituencies have been moved to amended Bylaw No. 4.

**4. BE IT RESOLVED THAT the Bylaws be amended by adding the following Bylaw after Bylaw No. 4.1:**

**“Bylaw No. 4.2: Executive – Powers and Duties**

- 1. The Executive shall govern the Association and provide oversight of the business and affairs of the Association, and, subject to any special directions from members expressed in general meeting, may exercise all of the powers of the Association.**
- 2. Without limiting the generality of the foregoing and, subject to any special directions from the membership by resolution passed at a general assembly, the Executive:**
  - (a) shall do anything that it considers necessary for the promotion and attainment of the purposes and objectives of the Association;**
  - (b) has the power to pay a reasonable per diem and travel and other expenses to members of the Executive and individuals that it may appoint for carrying out Association activities;**
  - (c) may delegate any of its powers to the Executive Director or to any committee that the Executive may establish;**

- (d) may establish committees and appoint its own members or others to those committees, as it considers advisable;
- (e) shall, by policy, specify who is authorized to bind the Association contractually; and
- (f) shall adopt policies and approve procedures considered advisable and appropriate to its role in governing the Association and to give effect to these Bylaws.
3. A majority of the members of the Executive constitute a quorum for the purposes of a meeting of the Executive.
  4. Questions arising at a meeting of the Executive shall be decided by a majority of votes cast, but in the case of a tie vote, the question shall be decided in the negative, except that the Executive sponsorship of a bylaw amendment shall be decided by a two-thirds majority of the votes cast.
  5. Executive meetings shall be called by the President or Executive Director on seven days' written notice to all members of the Executive stating the date, time and place of the meeting.
  6. Notwithstanding section 5, if a matter of such significance arises that warrants a special Executive meeting, the Executive may waive notice required by section 5, by unanimous consent subscribed to in writing by each member of the Executive prior to the commencement of the meeting, and the consent shall be recorded in the minutes of the special meeting.
  7. A special meeting of the Executive shall be called on the written request of any two members of the Executive directed to the President or Executive Director, and stating the business to be dealt with at the special meeting.”

**Association Executive**

**Sponsor's Rationale:**

These amendments contain the following changes:

- Moves provisions of current Bylaw No. 4 regarding the Executive's powers and duties and procedural requirements to this new Bylaw for ease of reading and organization of the Bylaws;
- The amendments are predominantly housekeeping.
- Updates language to better reflect the role of the Executive and the foundation of aspects of the operation of the Executive.
- Fills a gap in the current bylaws as to who can bind the Association contractually;

**5. BE IT RESOLVED THAT Bylaw No. 5, Duties of President and Vice-President, be amended as follows:**

- (1) by striking out clause (b); and
- (2) by striking out “and to conciliation and arbitration boards” in clause (g) and inserting “and” after “bargaining committee”.

**Association Executive**

Sponsor’s Rationale:

These amendments contain the following changes:

- Clause (b) of Bylaw No. 5, which deals with a vacancy in the office of President during a term, is moved to be included in Bylaw No. 4.1 which contains provisions regarding vacancies in other Executive positions
- The amendment to clause (g) (President’s duty to name individuals to certain committees) is necessary because there are no circumstances in which the President, or Association more generally, makes appointments to conciliation or arbitration boards.

**6. BE IT RESOLVED THAT Bylaw No. 10, General Assemblies, be amended by striking out clause (d) and inserting the following:**

**“(d) The rules contained in the edition of Robert’s Rules of Order Revised currently used by the Association shall govern all meetings of the Association in all cases to which they are applicable, provided that they are not inconsistent with these bylaws or any special rules of order that the Association may adopt.**

**(d.1) The Executive may call a special general assembly as it considers necessary on 7 days’ notice to members specifying the reason for the general assembly and whether a business component will be included.”**

**Association Executive**

Sponsor’s Rationale:

These amendments contain the following changes:

- Adds a requirement for minimum notice of 7 days to members if the Executive determines that it is necessary to call a special general assembly beyond the two general assemblies required to be held each year, and to state the reason for the special general assembly. Feedback from the May Members’ Council indicated

that the Executive should be able to call members together on short notice to deal with unforeseen but significant matters relevant to the members.

- Contains a housekeeping amendment regarding rules of procedure the Association uses for its meetings

**7. BE IT RESOLVED THAT the Bylaws be amended by striking out Bylaw No. 12, General Assembly Resolutions, and inserting the following:**

**“Bylaw No. 12: Resolutions**

- 1. The President shall appoint a Resolutions and Policy Development Committee, comprised of at least three Executive members, to deal with matters relating to resolutions and bylaw amendments presented to the membership and Association policy position statements.**
- 2. The Executive, a school board or a group established pursuant to these Bylaws may submit a resolution to the Resolutions and Policy Development Committee for presentation to the annual general meeting of the Association or other general meeting at which the Executive decides to include a business component during which resolutions will be considered.**
- 3. Every resolution shall be:**
  - (a) in writing; and**
  - (b) accompanied by a rationale explaining the background and reasons for the resolution.**
- 4. All resolutions shall be submitted to the Resolutions and Policy Development Committee at least 30 days prior to the day of commencement of the general meeting at which they will be considered in accordance with the procedures established by the Committee and approved by the Executive, and the Committee will present those resolutions to the general meeting of the Association.**
- 5. Where the Executive, a school board, or a group established pursuant to these Bylaws wishes to sponsor a resolution that directly relates to a matter that has arisen after the deadline for submission of resolutions pursuant to section 4, the resolution shall be submitted as an emergent resolution to the Resolutions and Policy Development Committee, in accordance with the procedures specified above, at least five days prior to the day the general meeting at which it is will be considered commences, and the Committee will present the resolution to the general meeting of the Association.**

- 6. If a resolution has not been presented by the Committee, a delegate representing the sponsor may, after all reported resolutions have been disposed of, and with the consent of the majority of the delegates present at the time, present the resolution to the general meeting.”**

**Association Executive**

Sponsor’s Rationale:

The purpose of the amendments is to provide for an efficient method for handling resolutions to be voted on by the membership. The current bylaws do not provide for any deadline, and the Resolutions and Policy Development Committee has been for many years setting deadlines so that it could properly process the resolutions that the Committee would present.

- Adds a deadline for submission of resolutions of at least 30 days prior to date of the general meeting. If resolutions are submitted earlier than the deadline set in bylaw, they can be distributed to members in a preliminary package well in advance of the all Members’ Council meeting and for discussion at board tables. However, all resolutions, other than emergent resolutions, received by the deadline can be processed and distributed to boards 2 or 3 weeks prior to the general meeting.
- Adds a provision for “emergent” resolutions, which are resolutions that deal with matters that arise after the 30-day deadline. Those resolutions must be submitted to the Committee at least 5 days prior to the general meeting. This provision is added so that the membership is not precluded from dealing with unforeseen matters that might arise just prior to an AGM.
- Retains the current procedure for handling resolutions that have not been submitted to the Committee. That can only occur after all resolutions presented by the Committee have been dealt with, and requires the consent of a majority of the members present before such a resolution can be considered. This has happened rarely, and the sponsor cannot be sure that its resolution will be considered either because the majority does not consent or there is no time left at the meeting.
- Procedures for handling resolutions, beyond those specified in the Bylaws, are developed by the Resolutions and Policy Development Committee and approved by the Executive as has occurred for many years.

8. **BE IT RESOLVED THAT the Bylaws be amended by striking out Bylaw No. 13, Amendments to Bylaws, and inserting the following:**

**“Bylaw No. 13: Amendments to Bylaws**

1. **The Bylaws of the Association may be amended only at the annual general meeting.**
2. **The Executive, a school board or a group established pursuant to these Bylaws may submit a Bylaw amendment to the Resolutions and Policy Development Committee for presentation to the annual general meeting of the Association.**
3. **Every Bylaw amendment shall be:**
  - (a) **in writing; and**
  - (b) **accompanied by a rationale explaining the background and reasons for the Bylaw amendment.**
4. **All Bylaw amendments shall be submitted to the Resolutions and Policy Development Committee at least 45 days prior to the day on which the annual general meeting commences in accordance with the procedures established by the Committee and approved by the Executive, and the Committee shall present those Bylaw amendments to the annual general meeting.**
5. **Notwithstanding the other provisions of this Bylaw, if events should occur which the Executive determine to be so significant that Bylaw amendments should be considered by members at any other time during the year, the Executive may sponsor Bylaw amendments to be voted on at a general meeting of the Association giving at least 20 days notice of the general meeting.**
6. **A vote, by weighted ballot, of not less than two-thirds of the votes cast shall be required to adopt an amendment to the Bylaws of the Association.**
7. **Bylaw amendments take effect on the day following the conclusion of the General Assembly during which the general meeting at which the Bylaw amendments were adopted was held, unless the motion to adopt the Bylaw amendment specifies another time on which the Bylaw amendment is to come into effect.**

- 8. The Executive shall periodically, at such times as it considers advisable, establish a committee to examine the mission, mandate and Bylaws of the Association.”**

**Association Executive**

**Sponsor’s Rationale:**

The purpose of the amendment to this Bylaw is to provide for an efficient method for amending Association Bylaws. The changes are:

- Requires Bylaw amendments to be submitted to the Resolutions and Policy Development Committee at least 45 days before the Annual General Meeting. The current Bylaw requires only 24 hours notice. The reason for the change is that, next to the Act of the Legislature pursuant to which the Association was established, bylaws provide the most important framework for the operation of the Association. The foundational rules relating to the Association such as, how it is organized and governed and the rights of members, are provided for by Bylaw. A change to one provision of a bylaw often has implications for other provisions of the bylaws, consequently bylaw changes should be fully considered and carefully crafted. The requirement for submission at least 45 days prior to the AGM provides reasonable time for the Committee to consider and Association General Counsel to provide assistance in drafting of the bylaw amendments for presentation to the membership. This also allows for more notice of proposed bylaw amendments to the membership. The Bylaw amendments can be distributed to boards well in advance of the AGM.  
(For information: ASBA requires notice of at least 60 days for Bylaw amendments, and provides for housekeeping changes by mail-in ballot. BCSTA requires notice of at least 60 days for all substantive motions, with a reduced period of notice for motions on matters that arise after the 60-day deadline. SAHO requires notice to the membership of at least 30 days for amendments to its bylaws.)
- Bylaw amendments will only be considered at the AGM. However, a provision is added to address events of significance that may occur and result in the Executive’s deciding that a Bylaw amendment should be presented to the membership at another time. The notice of a Bylaw amendment in those circumstances would be at least 20 days.