



**A by-law relating generally to the conduct of the affairs of  
THE ONTARIO ASSOCIATION OF ADULT AND CONTINUING EDUCATION  
SCHOOL BOARD ADMINISTRATORS (THE ASSOCIATION)**

*See proposed Bylaw Amendment on the bottom of the document.*

Adopted at the General Business Meeting of the Membership of the Association (CESBA) held on Friday December 3, 1999 at the Toronto Colony Hotel and Approved and enacted by the Board of Directors of the Corporation. Amended April 25, 2012. The CESBA bylaws were further amended and approved by the members at the CESBA AGM on September 30, 2014.

The CESBA bylaws were further amended and approved by the members at the CESBA AGM on October 4, 2017.

The CESBA bylaws were further amended and approved by the members at the CESBA AGM on November 27, 2019.

These are the amended bylaws:

WHEREAS the Corporation (Ontario Corporation Number 1352660) was incorporated by Letters Patent issued by the Province of Ontario on the 28<sup>th</sup> day of April, 1999 for the following objects:

*To promote and advance the cause of Adult and Continuing Education.*

BE IT ENACTED as a by-law of The Ontario Association of Adult and Continuing Education School Board Administrators as follows:

## **1. Membership**

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1.1 **Membership class one** – school board membership (full member). The School board must deliver adult and continuing education programs in Ontario. A CESBA school board is a full member and is entitled to one vote at CESBA’s AGM. The designated person that votes on behalf of the board will be an employee of the school board represented. She or he will have a thorough understanding of adult, alternative and continuing education at the board she/he represents.

**Membership class two** – individual membership (associate member). An individual with an interest in adult and continuing education in Ontario can join CESBA. Class two members cannot vote at the CESBA AGM.

1.2 The annual term of membership will be from April 1 to March 31.

## **2. Composition of the Board, Term Length and Rotation of Terms**

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2.1 The Board shall comprise a range of five to seven directors.

2.2 The slate of nominees will be presented by the board at the AGM and the membership, either in person or by proxy, will vote to approve the slate of nominees. The term of office commences at the conclusion of the Annual General Meeting at which they were elected to the Board of Directors, and they shall cease at the conclusion of the Annual General Meeting for the final year of their term. Each Board member is eligible to two-3-year terms.

## **3. Eligibility**

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3.1 Director positions shall be occupied by practicing administrators of school board Adult and Continuing Education with responsibility for a minimum of two programs.

3.2 A Director who is transferred out of their position in Adult and Continuing Education shall be eligible to serve out the remainder of the current year of their term.

3.3 A Director who retires from their position in the school board shall vacate their position on the Board of Directors.

## **4. Vacancies**

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The position of the Director shall be vacated:

4.1 If a Director retires from his/her administrative position in the school board;

4.2 If a school board resigns, or discontinues membership with CESBA, the Director will have to resign their position on the Board;

4.3 If a Director resigns his office by way of notice in writing to the Chair;

4.4 If a school board becomes bankrupt or suspends membership payment, or compounds with their creditors or makes unauthorized assignment or is declared insolvent;

4.5 If a Director becomes of unsound mind;

4.6 If a Director is convicted of any criminal offense;

4.7 Via a majority vote of members;

4.8 The Board of Directors may, at its discretion, fill a vacancy by appointing a person eligible to serve as a Director for the interim to fill a vacancy; otherwise the vacancy shall be filled through the election process at the next Annual General Meeting. Any Director appointed to fill a vacancy shall hold office until the next Annual General Meeting at which time the appointed director may stand for election.

## **5. Officers of the Board**

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5.1 The Chair and Vice Chair shall be members of the Board of Directors and shall be elected annually by the Board of Directors at a meeting held specifically for this purpose immediately after the Annual General Meeting. The election of the Chair shall be conducted prior to the election of the Vice Chair. The Chair or the Vice-Chair can be re-elected to either position. The term of office for the Chair and Vice Chair commences upon their election and ceases at the conclusion of the Annual General Meeting in the subsequent year.

5.2 All officers shall perform such duties as are incidental to the respective offices and such other duties that are from time to time assigned to them by the Board of Directors.

5.3 The Association's financial statements must be given to members 21 days before the AGM or upon request.

## **6. Financial Year**

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6.1 The financial year of the Association shall be for such period as the Board of Directors from time to time determine.

## **7. Annual General Meeting and other General Meetings**

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7.1 The Annual General Meeting will be held within 6 months of the organization's year end and at a time designated by the Board of Directors.

7.2 The quorum for the Annual General Meeting shall be the number of members present and voting.

7.3 Voting by members can take place in person at the AGM or via online proxy. An online proxy form is available on the Association's website for members to use.

7.4 A simple majority vote of the members present shall carry motions.

7.5 A total of 10% of members (Class One) may come together to request a meeting.

7.6 Amendments to these By-Laws require a simple majority vote at the Annual General Meeting. Members will be supplied with proposed amendments 30 days before the date of the Annual General Meeting.

## **8. Committees**

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8.1 At its discretion, the Board of Directors may establish committees, direct their purposes and determine their term of service.

8.2 Only members in good standing may be eligible for committee membership.

## **9. Effective Date**

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9.1 This by-law shall come into force without formality upon its enactment.

## **10. Distribution of Assets upon the Organization's Dissolution**

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10.1 Before the surrender of its charter, the Association will have to distribute its remaining assets "ratably" (that is, proportionally) among its members, or otherwise have divested itself of its assets. The Association will choose between two options:

- Allow distribution to the class 1 school board members of the organization (and not individuals) or
- Allow distribution to another not-for-profit Association.



## Proposed CESBA Bylaw Amendment - in 2023

### **Bylaw 2.2 Currently Reads As:**

“The slate of nominees will be presented by the board at the AGM and the membership, either in person or by proxy, will vote to approve the slate of nominees. The term of office commences at the conclusion of the Annual General Meeting at which they were elected to the Board of Directors, and they shall cease at the conclusion of the Annual General Meeting for the final year of their term. Each Board member is eligible to two-3-year terms.”

### **Proposed Amendment:**

“The Board has the ability to extend a Member’s term from one (1) up to two (2) years.”

### **Bylaws as they will read if the amendment is adopted:**

2.2: “The slate of nominees will be presented by the board at the AGM and the membership, either in person or by proxy, will vote to approve the slate of nominees. The term of office commences at the conclusion of the Annual General Meeting at which they were elected to the Board of Directors, and they shall cease at the conclusion of the Annual General Meeting for the final year of their term. Each Board member is eligible to two-3-year terms.”

2.3 “The Board has the ability to extend a Member’s term from one (1) up to two (2) years.”