

## CONSTITUTION

### ONTARIO COUNCIL FOR EXCEPTIONAL CHILDREN

REVISED April 2023

#### ARTICLE I

##### Name

Section 1 The name of this organization shall be the Ontario Council for Exceptional Children, hereinafter referred to as Ontario CEC.

#### ARTICLE II

##### Purposes

Section 1 The primary purpose of this organization shall be to promote the education and general welfare of exceptional children and youth residing in the Province of Ontario.

Section 2 As part of this general purpose and objectives, Ontario CEC shall take whatever steps are necessary and engage in such activities as are necessary to meet its goal.

#### ARTICLE III

##### Membership

Section 1 Membership:  
Any person interested in the education and general welfare of exceptional children and youth may become a member of this organization by payment of annual dues, except that fifty-one (51) percent of the membership at any time must consist of professional persons engaged in education.  
Membership dues are determined by the International Council for Exceptional Children (International CEC).

Section 2 Minimum Membership Requirement:  
Ontario CEC shall maintain a minimum of one hundred (100) paid members who shall meet the membership qualifications established by International CEC.

Section 3 Unified Membership:  
Ontario CEC members must also be members of the International CEC. Ontario CEC may not accept enrolments for local and/or specific membership only. This applies to all levels in Ontario CEC.

Section 4 Voting Privileges:  
Each member in good standing shall be entitled to vote on matters brought forward by the Board of Directors.

## **ARTICLE IV**

### **Relationship and Organization**

Section 1 Ontario CEC shall be affiliated with International CEC.

Section 2 The Ontario Board of Directors shall be representative of the members of International CEC within the Province of Ontario.

Section 3 The fiscal year and administrative term of office shall be from January 1 to December 31 of the calendar year.

Section 4 The membership year shall be consistent with the current policy of International CEC.

## **ARTICLE V**

### **Annual General Meeting of Ontario CEC**

Section 1 A meeting of the members shall be held annually.  
This meeting shall be designated as the Annual General Meeting (AGM) of Ontario CEC.

Section 2 The AGM shall consist of members in good standing.

Section 3 At a meeting of the members, the President shall serve as its Presiding Officer.

Section 4 Only officially validated members and the Board of Directors may participate in the making, the supporting, and/or the discussion of motions. The President of Ontario CEC, as the Presiding Officer, has the authority to vote only in the case of a tie vote.

Section 5 The members shall possess the following powers and duties:  
a) To serve as the Ontario CEC general legislative body, formulate policy, consider motions submitted and, in general, guide the Board of Directors in carrying out the directions of the membership.

- b) To adopt a Constitution for Ontario CEC and to amend it in the manner therein provided.
- c) To adopt By-Laws for Ontario CEC and to amend them in the manner provided in this constitution.
- d) To adopt the official International and Ontario CEC platform, statements of policy, or positions.
- e) To elect by majority vote the members of the Board of Directors.
- f) To act on such other official recommendations and petitions as may be received.

Section 6 The members shall meet during the annual conference. The Board of Directors may call an additional meeting when deemed necessary.

Section 7 Provision for a special meeting of the members shall be authorized upon a petition signed by 30% of validated members.

## **ARTICLE VI**

### **Board of Directors**

Section 1 The Board of Directors of Ontario CEC shall consist of:

- a) President (Article VI; Section 2a)
- b) Past President (Article VI; Section 2a)
- c) Vice President (Article VI; Section 2a)
- d) Representative Assembly Delegate (Article VI; Section 5)
- e) Secretary (Article VI; Section 2b. i)
- f) Membership Chair (Article VI; Section 2b. ii)
- g) Members-at-Large, 3 in number (Article VI; Section 2b. iii)
- h) Student Representative (Article VI; Section 6)

#### Appointees:

- i) Advisor to Board of Directors (Article VI; Section 3)
- j) Parliamentarian (Article VI; Section 3)
- k) Treasurer (Article VI; Section 4a)
- l) Conference Coordinator (Article VI; Section 4b)
- m) Solicitor (Article VI; Section 4c)
- n) Other appointee(s), with specific expertise, as may be required

Section 2 a) The Vice President, President and Past President shall each serve a two (2) year term; the Vice President shall be elected by the membership.

- b) The following members of the Board of Directors shall be elected by the membership for terms as specified herein, and may stand for re-election:
  - i) The Secretary shall be elected for a two (2) year term.
  - ii) The Membership Chair shall be elected to a three (3) year term.
  - iii) The Members-at-Large shall be elected for a term of two (2) years.

- Section 3 The following members of the Board of Directors shall be appointed by the President for a two (2) year term:  
a) Advisor  
b) Parliamentarian
- Section 4 The following members of the Board of Directors shall be appointed by the Board:  
a) Treasurer  
The Treasurer shall be appointed by the Board of Directors for a three (3) year term, and may be reappointed. The Treasurer has full voting privileges.  
b) Conference Coordinator  
The Conference Coordinator shall be appointed by the Board of Directors for a three (3) year term, and may be reappointed. The Conference Coordinator has full voting privileges.  
c) Solicitor  
The Solicitor shall be appointed by the Board of Directors for a three (3) year term, and may be reappointed.
- Section 5 Representative Assembly Delegate  
The President, or Vice-President as alternate, or appointed designate, shall serve as the delegate to the Representative Assembly.
- Section 6 Student Representative  
a) The Student Representative shall be elected by the membership for one (1) year term and may stand for re-election.  
b) The Student Representative may attend all meetings of The Board of Directors and assumes full voting rights and responsibilities as assigned.
- Section 7 The duties of the members of the Board of Directors shall be determined by the By-Laws of Ontario CEC.
- Section 8 When a member of the Board of Directors finds it necessary to resign, the remaining members of the Board of Directors may appoint a successor for the balance of the term of the Director resigning.
- Section 9 Where possible one (1) member of the Board of Directors will be proficient in both of the official languages of Canada.
- Section 10 **REMOVAL FROM OFFICE**  
a) A petition for removal of an officer from the Board of Directors shall be signed by at least five (5) Members of the Board of Directors and submitted in writing to the President. If the President is the subject of the petition, it shall be submitted to the Past President.

b) The President or Past President shall, within seven (7) days, notify each Board of Directors member in writing of the receipt of such a petition, solicit relevant evidence from all parties concerned, and call a special meeting of the Board of Directors to consider the matter within thirty (30) days following the receipt of the petition.

c) At the Board of Directors' Meeting, an opportunity shall be made available to all interested parties to present any relevant evidence. A two thirds majority vote of the members present, provided there is a quorum, is necessary for the removal of a director. Removal from office is effective immediately.

d) The Director being considered for removal shall be provided with the results of the Board of Directors' action in writing within seven (7) days whether or not the Director concerned was present at the meeting.

## **ARTICLE VII**

### **Committees**

- Section 1 Standing Committees shall be appointed to promote the work of Ontario CEC. The following Standing Committees shall operate:
- a) Accreditation & Membership
  - b) Advocacy & Professional Standards
  - c) Awards
  - d) Communications
  - e) Conference
  - f) Finance
  - g) Governance
  - h) Nominations
  - i) Student Activities
- Section 2 The Board of Directors, or the general membership, may call for the formation of an Ad Hoc Committee. The Board would then appoint such Ad Hoc Committee members as may, from time to time, be deemed advisable.
- Section 3 The Board of Directors shall appoint the members of the Standing and Ad Hoc Committees.
- Section 4 All committees except the Nominations Committee shall report to the Board of Directors. The Board of Directors has the responsibility for carrying the reports to the AGM.
- Section 5 The Nominations Committee shall consist of the Past President, Board Advisor, one (1) additional member from the Board of Directors and two (2) representatives of the general membership. The Past President shall act as Chair of the committee and present the slate of nominations to the Membership.

## **ARTICLE VIII**

### **Amendments to the Constitution and By-Laws**

- Section 1 The Constitution may be amended by a majority electronic vote of the members, or at the AGM (in person or by proxy) after thirty (30) days' notice of any proposed amendment that has been given in writing to all members.
- Section 2 Amendment of the Constitution shall take effect thirty (30) days after the vote has passed.
- Section 3 The By-Laws may be amended by a majority vote of the members after thirty (30) days notice of any proposed amendment that has been given in writing to the members.
- Section 4 Amendments to the By-Laws shall take effect as soon as they are adopted.

## **ARTICLE IX**

### **Quorum**

- Section 1 A quorum for the AGM of Ontario CEC shall be twenty five (25) members.
- Section 2 A quorum for all committees of Ontario CEC shall be a simple majority of fifty percent plus one member.
- Section 3 Votes may be cast in person, electronically, or by proxy.

## **ARTICLE X**

### **Election Procedures**

- Section 1 Election to the Board of Directors shall be by proposed slate at the AGM.

**Revised:** 1981  
1986  
2002  
2004  
2017  
2021- realignment/grammatical review  
2023

**BY - LAWS**  
**ONTARIO COUNCIL FOR EXCEPTIONAL CHILDREN**  
**REVISED April 2023**

**ARTICLE I**

**The Board of Directors**

Section 1      The Board of Directors must all be members in good standing of the Council for Exceptional Children.

**The duties of the Board of Directors shall be as follows:**

Section 2      President:

- a) To serve as the chief executive officer of Ontario CEC.
- b) To call meetings of the Board of Directors and the Annual General Meeting (AGM) as provided in the Constitution.
- c) To conduct all meetings of the Board of Directors and the AGM as provided in the Constitution, as the Presiding Officer.
- d) To serve as a voting member of the Awards, Conference, Finance, and Governance Committees.
- e) To serve as an ex-officio member (non-voting) of all other committees except the Nominations Committee.
- f) To prepare an Annual Report for submission to the AGM.
- g) To serve as the International Representative Assembly Delegate.
- h) To serve as a non-voting member when presiding at the Board of Director and AGM meetings unless an additional vote is required to break a tie vote.

Section 3      Vice President:

- a) To succeed to the office of President as soon as such a vacancy occurs.
- b) To serve in the place of the President if absent or unable to serve their office.
- c) To serve as a member of the Governance, Accreditation & Membership, Conference, and Finance Committees.
- d) To act as Chair of the Awards Committee and other committees as assigned.
- e) To serve as the alternate International Representative Assembly Delegate.

- Section 4 Past President:
- a) To act as Chair of the Nominations Committee.
  - b) To act as Chair of the Governance Committee.
  - c) To serve as a member of the Finance, Awards, and Conference Committees.
  - d) To receive and act on any Petition for Removal from Office as outlined in the Constitution. (Article VI; Section 10)
- Section 5 Secretary:
- a) To prepare, file and distribute minutes of the Board of Directors Meetings and the AGM.
  - b) To maintain a list of the members of the Board of Directors.
  - c) To maintain the Ontario CEC Archival Files.
  - d) To keep on file the minutes of all Standing and Ad Hoc committee meetings.
  - e) To keep on file and to maintain copies of all forms used at the Board of Directors' Meetings and the AGM.
  - f) To carry out other duties assigned by the Board of Directors.
- Section 6 Advisor:
- a) The Advisor shall be appointed for a two (2) year term, and shall serve as a non-voting member of the Board.
  - b) To advise and assist the President and the Board of Directors in the business of Ontario CEC as it pertains to our Governance Documents.
  - c) To serve as a member of and advise the Nominations, Finance, Governance, Awards, Conference, and Student Activities Committees and other committees as required.
- Section 7 Parliamentarian:
- a) The Parliamentarian shall be appointed for a two (2) year term , and shall serve as a non-voting member of the Board.
  - b) Note: The Parliamentarian will ensure that the parliamentary procedures (Robert's Rules of Order) are followed at the Board of Directors' Meetings and the AGM.
- Section 8 Treasurer:
- a) To maintain all financial transactions and all financial records of Ontario CEC.
  - b) To pay accounts when authorized by the President or the Board of Directors.
  - c) To prepare and distribute financial statements as requested by the Board of Directors.
  - d) To arrange for an annual signed Financial Compilation of Ontario CEC accounts with an accredited accounting firm, in consultation with the Finance Committee. To ensure filing of charitable status documents and HST refunds are completed according to Federal government (CRA) and Provincial Government (OBR) requirements.
  - e) To act as Chair of the Finance Committee.
  - f) To serve as a member of the Conference Committee.



- Section 9 Membership Chair:
- a) To act as Chair of the Accreditation & Membership Committee.
  - b) To act as Chair and Advisor of the Student Activities Committee.
  - c) To serve as a member of the Communications Committee.
  - d) To maintain the Ontario CEC Directory.
  - e) To assist in the organization and development of new Chapters.
  - f) To liaise with International CEC on membership matters.
  - g) To maintain electronic records of Ontario CEC membership, including membership in Ontario Subdivisions.
  - h) To collaborate with the Membership Chair appointed by each Chapter and Subdivision in regards to their recruitment and retention of (including recently lapsed) members.
  - i) To determine the membership numbers thirty (30) days prior to the AGM.
  - j) To collect and record all proxy votes at the AGM.
  - k) To coordinate the amalgamation of Chapters when appropriate and necessary.
  - l) To organize an Ontario CEC membership table at the annual conference.
- Section 10 Representative Assembly Delegate:
- a) To represent Ontario CEC at the International CEC Representative Assembly.
  - b) To report to the Board of Directors and the membership on the decisions made at the Representative Assembly.
- Section 11 Members-at-Large:
- a) To serve on the Accreditation & Membership Committee and the Communications Committee.
  - b) To communicate with assigned Chapters and Subdivisions, and the general membership as directed by the Board of Directors.
  - c) To share information received from Chapters and Subdivisions, and the general membership with the Board of Directors.
  - d) To serve as the Chair of any standing committee, as appointed.
  - e) To carry out duties as assigned by the Board of Directors.
- Section 12 Student Representative:
- a) To serve as a member of the Board of Directors.
  - b) To maintain contact with the Ontario CEC Student Chapter executive and its members.
  - c) To serve as a member of the Student Activities, Accreditation & Membership, and Communications Committee, and any other committees as required.
  - d) To carry out duties as assigned by the Board of Directors.
  - e) To recruit new student members from Ontario colleges and universities.
  - f) To oversee student events aimed at engaging and educating student members.
- Section 13 Conference Coordinator
- a) To chair the Conference Committee.
  - b) To serve as a member of the Finance, Governance, and Awards Committees.

- c) To coordinate all logistical aspects of the conference.
- d) To share and discuss all conference contracts with the Conference Committee.
- e) To maintain and update the Conference Manual, as needed.
- f) To make recommendations to the Board of Directors on matters pertaining to the annual provincial conference.

## **ARTICLE II**

### **Annual General Meeting of Ontario CEC**

- Section 1 Members of the AGM shall be members in good standing.
- Section 2 The Accreditation & Membership Committee shall determine the eligibility of each member.
- Section 3 Each validated member shall carry one (1) vote
- Section 4 Each member in good standing may designate a member of the Ontario CEC Board, or another member in good standing, to carry their vote, by proxy.
- Section 5 The eligibility of each member shall be based on the membership list on file with the Membership Chair as of thirty (30) days prior to the date of the AGM.
- Section 6 Each member of the Board of Directors shall carry one (1) vote, with the exception of the Board Advisor, Parliamentarian, and the President as the Presiding Officer.
- Section 7 Non-members may attend the AGM as non-voting members.

## **ARTICLE III**

### **Reimbursement of Expenses**

- Section 1 The Board of Directors shall provide for appropriate expenses incurred by members of the Board of Directors while on official business for Ontario CEC, in accordance with the policy and procedures.

## **ARTICLE IV**

### **Conduct of Meetings**

- Section 1 Rules of Parliamentary Procedure contained in Robert's "Rules of Order", latest edition, shall govern the deliberations of The Ontario CEC Board Meetings, the AGM and all other committee meetings.

## **ARTICLE V**

### **Reserve Fund**

Section 1      Refer to the Policy and Procedures Manual (Section 2004)

**Revised:**      1981  
                     1997  
                     2002  
                     2004  
                     2014  
                     2021 realignment/grammatical review  
                     2023