

**BYLAWS
COUNCIL OF SCHOOL LEADERS
OF THE MANITOBA TEACHERS' SOCIETY**

SECTION 1 – OBSERVERS TO PROVINCIAL COUNCIL

- 1.01 The Board of Directors shall appoint the Council's Observers to Provincial Council.
- 1.02 The Chairperson of the Council is automatically entitled to be an Observer to Provincial Council.
- 1.03 The remainder of the Council's Observers to Provincial Council shall be appointed by the Board of Directors, in its discretion, from Regular Members of the Council in the following order:
- a) Leadership Team;
 - b) Directors; and,
 - c) Delegates to the Annual General Meeting who are willing to be observers.

SECTION 2 – ANNUAL GENERAL MEETING AND SPECIAL MEETINGS

- 2.01 An Annual General Meeting shall be held once per year on a date approved by the Board of Directors.
- 2.02 The Voting Members at the Annual General Meeting shall be the supreme policy making and planning body of the Council.
- 2.03 Each Region is entitled to elect or appoint one (1) Delegate per twenty-five (25) regular members or portion thereof in the Region.
- 2.04 Any Regular or Associate Member may attend an Annual General Meeting as an observer.
- 2.05 The agenda for the Annual General Meeting shall include:
- a) election of the Chairperson of the Leadership Team (every two years);
 - b) receipt of written reports from Directors about their Regional activities;
 - c) receipt of written reports of their actions and recommendations for future actions from each member of the Leadership Team;
 - d) approval of the annual budget of the Council for the following fiscal year;

- e) approval of the membership fees of the Council;
 - f) resolutions about Council business brought forward by the Board of Directors or Delegates; and,
 - g) approval of resolutions to amend the Constitution, Bylaws and Policies of the Council.
- 2.06 The rules of order governing formal procedures at the Annual General Meeting shall be those governing Provincial Council.
- 2.07 With the exception of Article 12 of the Constitution, which requires a two-thirds (2/3) vote of Voting Members present at the Annual General Meeting, business at an Annual General Meeting shall be conducted by a majority vote of the Voting Members present.
- 2.08 Quorum at the Annual General Meeting shall be a majority of the number of persons eligible to attend the Meeting as members of the Leadership Team, Directors, or Delegates.

Electronic or Paper Votes if AGM Does Not have Quorum

- 2.09 If the Annual General Meeting does not have quorum because of unforeseen circumstances that affect registered attendance at the Annual General Meeting, then the following agenda items may be the subject of a vote conducted in accordance with Articles 2.10 through 2.15:
- a) election of the Chairperson;
 - b) approval of membership fees;
 - c) approval of the annual budget: and,
 - d) all other agenda items are deferred until the next year's Annual General Meeting.
- 2.10 The Chief Returning Officer of the Council shall be provided written electronic notice of the Council's intention to conduct a vote in accordance with the procedures set out in Articles 2.11 through 2.15 of these Bylaws, as soon as possible in advance of the vote.
- 2.11 Those Voting Members who were registered to attend the Annual General Meeting shall be eligible to vote, either through paper ballot or secure electronic vote. It is the discretion of the Leadership Team to decide whether the vote shall be by paper ballot or secure electronic means.

- 2.12 If it is an election year for Chairperson, two separate votes will be held. Election of the Chairperson shall be the subject of the first vote. Membership fees and annual budget shall be the subject of the second vote. The proposed budget and membership fees will be distributed to eligible voters after the Chairperson has been elected and in advance of the second vote.
- 2.13 At least seven (7) days' notice of a vote held in accordance with Articles 2.11 and 2.12 shall be provided to Members.
- 2.14 A vote held in accordance with Article 2.11 and 2.12 shall be held within thirty (30) days of the Annual General Meeting at which quorum was not met.
- 2.15 The decision shall be determined by majority of votes cast.

Special Meetings

- 2.16 The Board of Directors may, in their sole discretion, and where in their opinion exceptional and urgent circumstances so warrant, schedule a special meeting between Annual General Meetings. Attendance and procedure at a special meeting shall be the same as an Annual General Meeting, with the agenda being limited to the exceptional and urgent issue giving rise to the meeting. The Board of Directors shall provide as much advance notice of a special meeting and the agenda for the meeting as reasonably possible.

SECTION 3 – LEADERSHIP TEAM AND CHAIRPERSON

- 3.01 Each member of the Leadership Team shall be elected for a term of three (3) years. Two (2) members shall be elected to the Leadership Team each year.
- 3.02 The election of the Leadership Team shall be conducted in accordance with Section 5 of these Bylaws.
- 3.03 The three (3) year term for members of the Leadership Team, other than the Chairperson, shall begin immediately after the Annual General Meeting following their election, and conclude three (3) years hence.
- 3.04 The term of office for the Chairperson shall be for a period of two (2) years, commencing on July 1st following the Annual General Meeting at which the Chairperson was elected until June 30th two (2) years hence, unless otherwise mutually agreed by the departing Chairperson and the incoming Chairperson and approved by the Leadership Team.

- 3.05 Where a Chairperson is elected in accordance with Article 3.04 above for a period of two (2) years, a vote of confidence shall be held during the March Board of Directors Meeting, only in the event that three (3) members of the Leadership Team request, in writing, that there be such a vote. For the Chairperson to remain in office a majority of those Directors voting at the Board of Directors Meeting must vote in favour of the Chairperson remaining in office.
- 3.06 Should a vote as defined in Article 3.05 be called for, it shall be done by written notice to the Leadership Team at least thirty (30) days prior to the March Board of Directors Meeting. The notice of motion shall include a rationale for the motion and the Chairperson shall be given the opportunity to address the rationale prior to the vote being called at the March Directors Meeting.
- 3.07 In the event that no member of the Leadership Team runs for Chairperson, then the following process shall take place.
- a) The existing Chairperson will be offered the opportunity to stay on as Chairperson for one further year, and if the existing Chairperson declines;
 - b) The Leadership Team will divide the duties of the Chairperson amongst its members for the following year; and,
 - c) No leave shall be granted to members of the Leadership Team.
- 3.08 Subject to Article 9.05 of the Constitution of the Council, in the event that a vacancy occurs in the office of the Chairperson, the Leadership Team shall assign duties of the Chairperson until the next Directors' meeting at which meeting an acting Chairperson shall be appointed from amongst the Leadership Team by the Directors. The acting Chairperson shall serve until the next Annual General Meeting. In the event the vacancy occurs after December 31st in any year, the Leadership Team may, in its discretion, leave the position vacant.
- 3.09 Duties of the Chairperson shall include:
- a) being the official spokesperson for the Council consistent with Society Policy;
 - b) presiding at all meetings of the Leadership Team, the Board of Directors and at the Annual General Meeting of the Council;
 - c) being an ex-officio member of all standing committees and all other committees established by the Leadership Team;
 - d) submitting a report on Council activities of the preceding year at the Annual General Meeting;

- e) submitting a report to every regular meeting of Provincial Executive;
 - f) submitting a report outlining activities and a budget to Provincial Council;
 - g) remaining neutral during the process leading to the election of the Chairperson's successor; and,
 - h) undertaking additional duties as determined by the Leadership Team.
- 3.10 The Leadership Team may establish ad hoc committees and appoint Regular or Associate Members as required.
- 3.11 The Leadership Team shall establish the terms of reference for any ad hoc committees, which include the responsibilities, composition and term of the Committee, and shall appoint a member of the Leadership Team as committee chair.

SECTION 4 – BOARD OF DIRECTORS

- 4.01 There shall be sixteen (16) Regions of the Council as set out in Appendix A to these Bylaws.
- 4.02 In the event that a Director is unable to attend a Board of Directors meeting an alternate may be named to attend.
- 4.03 Each Region shall have representation on the Board of Directors by a ratio of one (1) Director for every fifty (50) Regular Members or portion thereof.
- 4.04 Any Regular or Associate Member may attend a Board of Directors Meeting as an observer.
- 4.05 The agenda for a Board of Directors meeting shall include:
- a) receipt of written reports from Regional Directors of their regional activities;
 - b) receipt of written reports from each member of the Leadership Team;
 - c) business brought forward by any Director; and,
 - d) any other business deemed necessary by the Leadership Team.
- 4.06 The Board of Directors shall approve any Council resolutions to Provincial Council.

- 4.07 The rules of order governing formal procedures at a Board of Directors meeting shall be those governing Provincial Council.
- 4.08 The Board of Directors shall meet at least four (4) times a year.
- 4.09 Notice of meeting shall be given at least thirty (30) days prior to a Board of Directors meeting.
- 4.10 Quorum at a Board of Directors meeting shall be a majority of its membership.

SECTION 5 – ELECTIONS

Chairperson

- 5.01 Only those Voting Members at the Annual General Meeting actually present at the time the vote is called during the Annual General Meeting shall cast a ballot for Chairperson.
- 5.02 Only those members meeting the requirements of Article 9.04 of the Constitution may be nominated as candidates for the office of Chairperson.
- 5.03 Nominations for Chairperson shall only be accepted during the Annual General Meeting up to the close of the third call for nominations by the Chief Returning Officer.
- 5.04 The Chief Returning Officer's report on nominees for Chairperson shall be presented to the Annual General Meeting immediately following the close of nominations.
- 5.05 Elections shall be conducted as follows:
 - a) The Chief Returning Officer shall appoint at least three (3) Voting Members at the Annual General Meeting as deputy returning officers. The duties of the deputy returning officers shall be to collect and count the ballots.
 - b) Appointment as a deputy returning officer shall not deprive a Member of the right to vote.
 - c) Election for Chairperson shall be by secret ballot. For a ballot to be valid, the names of all candidates must appear on it.
 - d) When only one (1) candidate for the position of Chairperson is nominated, no ballot shall be taken and the candidate shall be declared elected.

- e) The Annual General Meeting shall proceed with its business while the votes are being counted.
- f) After the ballots have been counted, the Chief Returning Officer shall announce the results of the vote.
- g) A run-off election between tied candidates shall be held if there is a tie.
- h) At the conclusion of all balloting, the number of votes received by each candidate shall be announced.

Leadership Team

- 5.06 Election for members of the Leadership Team shall be held in March through a general vote of the Regular Members as per Section 9 of the Constitution.
- 5.07 Elections shall be conducted in a manner determined by the Chief Returning Officer, and approved by the Leadership Team, such that every eligible Regular Member has the opportunity to vote.
- 5.08 Each member of the Leadership Team shall have a term of three (3) years as per Section 3 of these Bylaws.
- 5.09 To be nominated for the election to the Leadership Team, a Regular Member must have the signatures of two (2) other Regular Members on a document approved by the Chief Returning Officer.
- 5.10 Nominations for Leadership Team shall be accepted by the Chief Returning Officer up to 4:00 p.m. on the last Friday of February.
- 5.11 Results of the vote, including the number of votes each candidate received, shall be communicated to the membership in a manner determined by the Chief Returning Officer as soon as practicable after the close of voting.
- 5.12 In the event of a vacancy occurring on the Leadership Team during a school year, subject to Article 9.05 of the Constitution of the Council, the Leadership Team may appoint an eligible member to fill the vacancy until the next Annual General Meeting. An election shall be held concurrent with the regular election for Leadership Team to fill the remainder of the term.

Directors

- 5.13 Election or appointment of Directors as defined in Articles 4.01 and 4.03 shall be the responsibility of the Regular Membership within each Region.

- 5.14 Once Directors are elected or appointed, it is the responsibility of the Region to report the electoral results to the Chairperson in a timeframe and manner prescribed by the Leadership Team.
- 5.15 In the event of a vacancy occurring on the Board of Directors, it is the responsibility of the Region to fill the vacancy and to notify the Chairperson of the name of the new Director.

Delegates

- 5.16 The election or appointment of the Delegates to the Annual General Meeting as defined in Article 2.03 shall be the responsibility of the Regular Membership within each Region.
- 5.17 Once Delegates are elected or appointed, it is the responsibility of the Region to report the electoral results to the Chairperson in a timeframe and manner prescribed by the Leadership Team.
- 5.18 In the event of a vacancy occurring in the position of Delegate to the Annual General Meeting, it is the responsibility of the Region to fill the vacancy and to notify the Chairperson of the name of the new Delegate.

SECTION 6 – MANDATE AREAS

- 6.01 Committees shall be created to fulfill each of the mandate areas of the Council as defined in Article 7.03 of the Constitution. Each committee shall be chaired by a member of the Leadership Team and its other members shall be Directors. In its discretion, the Leadership Team may appoint Regular Members or Associate Members who are not Directors to sit on a committee.
- 6.02 The Chairperson shall be an ex-officio member of all Mandate Area Committees and ad hoc committees of the Council.

SECTION 7 – FINANCES

- 7.01 The Society has the responsibility for annually undertaking an independent audit or financial review of the Council's financial records.
- 7.02 The results of the audit or review shall be shared with the Leadership Team and shall be made available to Members upon request.

SECTION 8 – CANADIAN ASSOCIATION OF PRINCIPALS

- 8.01 The Council shall be an affiliate member of the Canadian Association of Principals (CAP) in order to provide a national forum for educational issues and serve needs of Principals and Vice Principals.
- 8.02 The Chairperson shall be the Council's nominee to the CAP Board of Directors.

SECTION 9 – COUNCIL REPRESENTATION

- 9.01 When Council representation is requested on a body dealing with, or related to education the following procedures shall be followed:
- a) The Leadership Team shall select the representative(s) from among the Regular Members and submit the name to the Provincial Executive for appointment;
 - b) The representative shall be well informed on Council Constitution, Bylaws and Policy;
 - c) While representing the Council on such a body, the representative shall promote Council Policy; and,
 - d) The representative shall provide regular feedback and consultation with the Leadership Team and/or the Board of Directors.

SECTION 10 – RESPONSIBILITIES OF LOCAL REGIONS/CHAPTERS

- 10.01 The responsibilities of Chapters include:
- a) Providing the Chairperson with a copy of the Chapter's Constitution;
 - b) Ensuring that the Chapter's Policies and activities are not counter to the Council's Constitution, Bylaws and Policies;
 - c) Submitting suggested resolutions to Provincial Council to the Council's Governance Mandate Area Committee by December 31st prior to the Provincial Council Meeting;
 - d) Submitting resolutions for consideration at the Annual General Meeting to the Council's Governance Mandate Area Committee by the last Friday in February prior to the Annual General Meeting;
 - e) Levying and collecting fees for use by the Chapter;
 - f) Organizing services and events for the mutual benefit of its members and to further the aims and objectives of the Council; and,

- g) Providing the Chairperson with the names of the Region's Director(s) and Delegates.

SECTION 11 – BYLAWS

- 11.01 All or any existing Bylaws and all Acts and decisions made on behalf of the Council on or before the date of adoption of this Constitution shall continue in effect unless such Bylaws, Acts or decisions made on behalf of the Council are inconsistent with this Constitution or have been amended or rescinded by the Council.
- 11.02 Notice of Intent for Constitution or Bylaw amendments shall be submitted in writing to the Board of Directors by the last Friday in February prior to the Annual General Meeting.
- 11.03 The Board of Directors shall notify the Regular Members of a proposed Constitution and/or Bylaw amendments at least four (4) weeks prior to the Annual General Meeting.

SECTION 12 – POLICY


- 12.01 Policy of the Council is established at an Annual General Meeting through the presentation of resolutions by the Leadership Team, Directors or Delegates.
- 12.02 Policy resolutions shall require a majority vote of Delegates present at an Annual General Meeting.
- 12.03 In between Annual General Meetings, the Directors may approve Policy resolutions presented at a Board of Directors Meeting by either Leadership Team or Directors. Such approval requires at least a majority vote of Board of Directors members present.
- 12.04 Policies approved by the Directors between Annual General Meetings are binding until the next Annual General Meeting. All such Policies shall be presented at the next Annual General Meeting for ratification.

SECTION 13 – CERTIFICATION

- 13.01 These Bylaws were first ratified at a Meeting of the Council on May 10th, 2019 and approved by Provincial Executive at its meeting on May 22nd, 2019.

This revised Bylaws were adopted at the Council of School Leaders AGM on May 11, 2019.

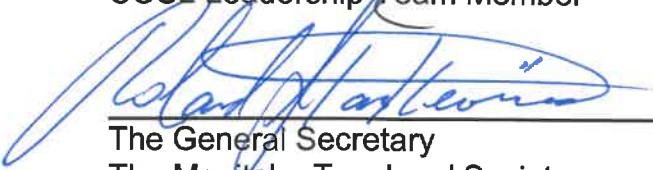
Approved by Provincial Executive
at its meeting of May 22, 2019.



COSL Chairperson



COSL Leadership Team Member



The General Secretary
The Manitoba Teachers' Society

Appendix A – Composition of Council Regions

Council Region	MTS Locals
Brandon	Brandon
DSFM	AEFM
Interlake	Evergreen Interlake Lakeshore Lord Selkirk Sunrise Whiteshell
Louis Riel	Louis Riel
Midwest	Beautiful Plains Park West Pine Creek Rolling River Sandy Bay
North West	Mountain View Swan Valley Turtle River
Northern East	Frontier (School Division Areas 1, 3 & 5) Nelson House Thompson
Northern West	Flin Flon Frontier (School Division Areas 2 & 4) Kelsey
Pembina Trails	Pembina Trails
River East Transcona	River East Transcona
Seven Oaks	Seven Oaks
South Central	Garden Valley Portage la Prairie Prairie Rose Prairie Spirit Western

South East

Border Land
Hanover
Seine River
Red River Valley

South West

Fort la Bosse
Southwest Horizon
Turtle Mountain

St. James Assiniboia

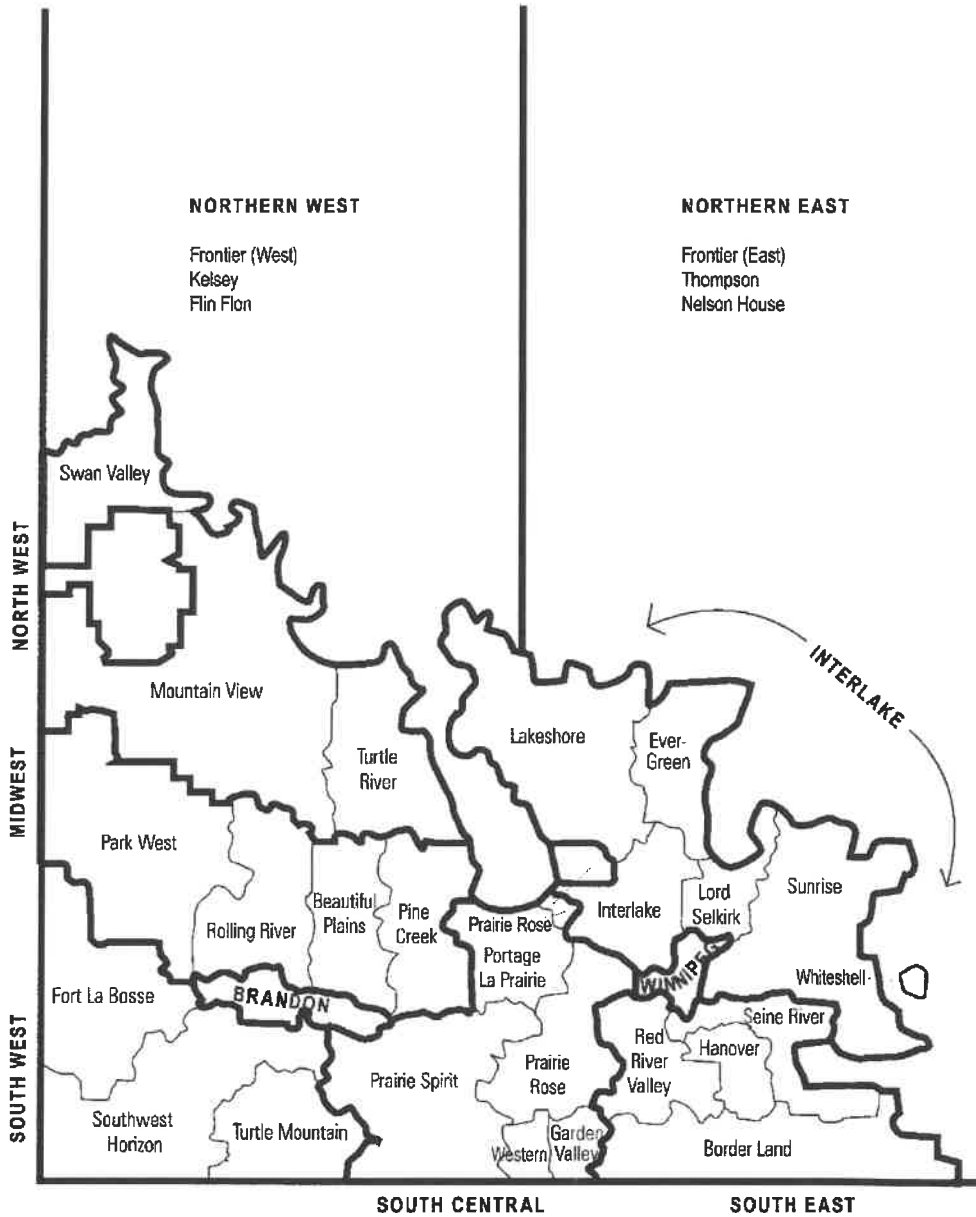
St. James Assiniboia

Winnipeg

Winnipeg

Council of School Leaders: Regions outside Winnipeg

DSFM REGION - situated within other regions



Council of School Leaders: Regions within Winnipeg

DSFM REGION - situated within other regions

