



CONSTITUTION BYLAWS POLICIES

COUNCIL OF SCHOOL LEADERS

HANDBOOK 2022–2023

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

SECTION 1 – NAME

- 1.01. In accordance with the Constitution and Bylaws of the Manitoba Teachers' Society (hereinafter referred to as "the Society"), the Constitution of the Society being *The Manitoba Teachers' Society Act*, and the Bylaws of the Society being the Bylaws authorized thereunder, the Council of School Leaders was formed and has adopted this Constitution, which became effective on the date it was approved by the Provincial Executive.
- 1.02. The name of the organization shall be the Council of School Leaders of The Manitoba Teachers' Society, hereafter referred to as "the Council."
- 1.03 The Council is permitted to:
- a) enact this Constitution and enact Bylaws for the Council subject to the approval of the Provincial Executive;
 - b) elect a Leadership Team and elect or appoint Directors in accordance with the Constitution and Bylaws of the Council;
 - c) elect or appoint delegates and alternates to the Provincial Council; and,
 - d) adopt Policies for the Council without the approval of the Provincial Executive, where those Policies relate purely to Council business.

SECTION 2 – PHILOSOPHY AND OBJECTIVES

- 2.01. The Council is an organization which exists to provide leadership and support to all Principals and Vice Principals in all their areas of responsibility as school leaders. It strives to work for the betterment of education in Manitoba by promoting, organizing and conducting activities designed to increase the knowledge and enhance the skills of its members in the practice of educational leadership.
- 2.02 The objectives of the Council are determined by the Constitution and Bylaws of the Society and include the following:
- a) promoting and advancing public school education in Manitoba;
 - b) promoting educators as leaders within public schools in Manitoba;
 - c) working in conjunction with Locals, to represent, develop and promote the interests of Council members;
 - d) promoting excellence in human resource practices; and,
 - e) co-operating with other organizations in Canada or elsewhere having the same or like aims and objects.
- 2.03 The mandate of the Council is determined by the Constitution and Bylaws of the Society and includes the following:

- a) advocating on educational issues, educational administration issues and all other issues of concern to principals and vice principals;
- b) promoting principals and vice-principals as educational leaders;
- c) working in conjunction with Locals, to promote and monitor the interests of Council members;
- d) promoting professional development for all principals and vice principals;
- e) promoting human resource strategies that encourage growth and development;
- f) encouraging and promoting the administrative development of teachers aspiring to become principals and vice principals;
- g) fostering communications between the Council and teachers, other educational staff, parents and the public;
- h) advising the Society on matters relating to the administration of schools;
- i) maintaining liaison with educational stakeholders in coordination with the Society; and,
- j) promoting the objects of the Council through Chapters.

SECTION 3 – DEFINITIONS AND INTERPRETATION

3.01 For the purposes of the Constitution, Bylaws, and Policies of the Council, unless the context requires otherwise, or a separate definition is provided, terms when capitalized shall have the same meanings as in the Constitution, Bylaws and Policies of the Society, and grammatical variations of such terms shall have the corresponding meanings. The following terms when capitalized shall have the meanings set out below, and grammatical variations of such terms shall have corresponding meanings:

- a) "Annual General Meeting" means the Annual General Meeting of the Council;
- b) "Board of Directors" means the members of the Leadership Team, and the Directors elected or appointed from each Region;
- c) "Chapter" means a local chapter or Regional organization of the Council for Members working in that Region;
- d) "Chief Returning Officer" of the Council means the Assistant General Secretary of the Society or designate;
- e) "Council" means the Council of School Leaders of The Manitoba Teachers' Society;
- f) "Delegate" means a Member representative elected or appointed from a Region to attend the Annual General Meeting of the Council;
- g) "Director" means an elected or appointed Regular Member representative of a Region;
- h) "Leadership Team" means the Members elected to serve on the Leadership Team in accordance with Article 7 of this Constitution and the Bylaws of the Council;

- i) "Member" means a Regular Member or an Associate Member of the Council, except where otherwise specified;
- j) "Political Processes" shall mean the process of nominating a Regular Member to run in an election for the Leadership Team; running for the position of Chairperson or on the Leadership Team; voting in elections for the Leadership Team (other than the Chairperson); seeking election or appointment as a Director within the Member's Region; seeking election or appointment as a Delegate within the Member's Region; voting in election for, or appointment of, Directors or Delegates within the Member's Region; or seeking to be a delegate or alternate to Provincial Council in accordance with the Bylaws of the Society;
- k) "Principal and/or Vice Principal" means a school based Principal and/or Vice Principal member of the Society carrying out the responsibilities of a Principal as defined by *The Public Schools Act* and *The Education Administration Act*. Such responsibilities would include but are not limited to:
 - i. overseeing the day-to-day operations of a school;
 - ii. informing parents regarding student achievement and the assessment and promotion of students;
 - iii. acting in accordance with the policies of the school board;
 - iv. preparing the annual school plan;
 - v. providing parents with information about the role and function of a school-based parent group;
 - vi. managing moneys to be known as school funds;
 - vii. ensuring student and staff safety; and,
 - viii. supervising and evaluating teachers and other school staff.

The Chairperson of the Council is deemed to be a Principal and/or Vice Principal while serving as Chairperson on release from a Principal or Vice Principal position.
- l) "Region" means a Council Region that is represented by a Director as defined by Appendix A of the Bylaws of the Council;
- m) "Society" shall mean The Manitoba Teachers' Society; and
- n) "Voting Members" at the Annual General Meeting shall mean the Directors, Leadership Team and Delegates present at the Annual General Meeting who are entitled to vote on business at the meeting.
- o) "Regular Member" means a Principal and/or Vice Principal in accordance with Article 4.02 of this constitution

3.02 Where any provision of the Constitution, Bylaws or Policies of the Council is inconsistent with the Constitution, Bylaws, or Policies of the Society, the provision of the Constitution,

Bylaws or Policies of the Council is automatically void and of no force and effect to the extent of the inconsistency.

- 3.03 The Article and Section headings in the Constitution, Bylaws, and Policies of the Council are for reference purposes only and shall not affect the meaning or interpretation of the Constitution, Bylaws, and Policies.
- 3.04 Words importing the singular number only shall include the plural as the context may require. Where the feminine or masculine or neutral is used, the word or words shall be interpreted to include the masculine or feminine or neutral as the context may require. Words importing persons shall include firms, governments, and corporations as the context requires. These principles shall apply to the Constitution, Bylaws, and Policies of the Council.

SECTION 4 – MEMBERSHIP

4.01 The membership year shall be September 1st to August 31st.

4.02 Regular Members

- a) Subject to the provisions of Bylaw VI of the Society pertaining to exclusions from membership in the Council, all Principals and Vice Principals who are:
- Active Members in Good Standing
 - Associate Members in Good Standing
 - or Plan Teacher Recipients on leave from a position as a Principal or Vice Principal, as defined in the Society's Bylaw I,

and who pay the Council membership fee are Regular Members of the Council.

- b) Regular Members are entitled to participate in the Political Processes of the Council, on the same basis as they are entitled to participate in Society or Local political processes as set out in Bylaw I of the Society.
- c) Rights of Regular Members to participate in the Political Processes of the Council are suspended for any period of time where they are not paying membership fees of Council.

4.03 Associate Members

- a) Any Active Member in Good Standing, Associate Member in Good Standing or Plan Teacher Recipient of the Society who continues to pay the Required Membership Fees while on leave, may join the Council, with the approval of the Leadership Team, as an Associate Member by applying for Associate Membership on an annual basis in accordance with the Policies of the Council, and paying the Council membership fee.
- b) Except where otherwise provided in this Constitution, Associate Members are entitled to all rights, benefits and services of Council membership but only insofar as those rights, benefits and services are provided directly by the Council.

- c) Associate Members shall not have the right to participate in the Political Processes of the Council.

4.04 Regular and Associate Members have, in addition to those rights defined in Articles 4.02 and 4.03, the following rights:

- a) to attend Leadership Team and Board of Directors meetings, with the exception of any part declared to be in-camera; and,
- b) to participate in professional development activities of the Council upon payment of any required registration fees.

4.05 Membership in the Council ceases if:

- a) In the case of a Regular Member, the Regular Member ceases to be employed as a Principal or Vice Principal, except that where proceedings are brought to challenge the justness of a Member's termination of employment or cessation of appointment as a Principal or Vice Principal, Membership continues pending the outcome of the proceedings;
- b) In the case of a Regular or Associate Member, the Member has voluntarily terminated membership in the Society, elected not to be a member of the Society, or sought exclusion from Membership in the Council pursuant to Bylaw VI of the Society;
- c) In the case of a Regular or Associate Member, the Member has membership suspended or terminated by the Society in accordance with the Society's Constitution or Bylaws.
- d) In the case of an Associate Member, at the end of the membership year.

4.06 Non-members of the Council may attend professional development activities of the Council, with approval of the Leadership Team and payment of registration costs.

SECTION 5 – RELATIONSHIP BETWEEN COUNCIL AND ITS CHAPTERS AND THE SOCIETY

5.01 The Council was established by the Bylaws of the Society, and the Council and its Chapters are bound by the Constitution, Bylaws and Policies of the Society.

5.02 Chapters are bound by the Constitution, Bylaws and Policies of the Council.

5.03 The Council shall appoint or elect its delegates and alternates to the Provincial Council in accordance with the procedures set out in the Bylaws of the Council.

SECTION 6 – FEES

6.01 All membership fees of Council shall be established by resolution at the Annual General Meeting. The amount of the membership fees may vary depending upon the type of membership.

6.02 Membership fees of Council shall be payable by Members in the same manner as Required Membership Fees payable to their Local and to the Society.

SECTION 7 – LEADERSHIP TEAM

- 7.01 The Leadership Team is normally composed of six (6) Regular Members, including the Chairperson, elected in accordance with the Constitution and Bylaws of the Council. Members of the Leadership Team serve three (3) year terms, whereas election to the Chairperson position is for a two (2) year term. Where a Member of the Leadership Team is elected as Chairperson in the third year of the Member's term on the Leadership Team, then there may be, for a one (1) year period, seven (7) members on the Leadership Team.
- 7.02 The Leadership Team shall be responsible for conducting the affairs of the Council between meetings of the Board of Directors. Decisions and actions taken by the Leadership Team shall comply with resolutions from the Annual General Meeting and directions from the Board of Directors, and may not conflict with the Constitution, Bylaws or Policies of the Council or Society.
- 7.03 The collective and individual responsibilities of the Leadership Team shall be to ensure that the objectives and mandates of the Council as defined in Article 2 of this Constitution are fulfilled within the following mandate areas:
- a) Governance
 - b) Financial Management
 - c) Communication
 - d) Educational Leadership
 - e) Principal Supports
- 7.04 Each Member of the Leadership Team shall act in the best interests of the Council, shall declare any actual or possible conflicts of interest, and shall use their best efforts to perform duties assigned under the Constitution, Bylaws and Policies of the Council.
- 7.05 Any Member of the Leadership Team who reasonably believes that business of the Council is being conducted contrary to the Constitution, Bylaws or Policies of the Council, or that another Member of the Council is acting contrary to the Constitution, Bylaws or Policies of the Council, shall disclose the concern to the Leadership Team, which shall conduct such investigation and take such action as appropriate. A Member making such disclosure shall not be subject to repercussions.
- 7.06 The Leadership Team is empowered to act notwithstanding any vacancy on the Leadership Team. Decisions of the Leadership Team are not invalid by virtue of an irregularity in the election or appointment of any Member of the Leadership Team.
- 7.07 The Members of the Leadership Team must include the following positions:
- a) The Chairperson of the Council, who shall be the representative and official spokesperson for the Council in its affairs, and shall perform such duties as may be assigned by the Leadership Team, by the Board of Directors, by resolution at the Annual General Meeting and the Bylaws and Policies of the Council;

- b) One or more Members responsible for:
 - i. assuming the duties of the Chairperson in the absence of the Chairperson, as delegated by the Leadership Team;
 - ii. ensuring that minutes are kept of all meetings provided for in the Constitution or Bylaws of the Council, and preservation of records of the Council other than financial records, which minutes and records belong to the Council; and,
 - iii. overseeing the financial affairs of the Council, and the preservation of the financial records of the Council, which financial records belong to the Society.

7.08 Duties of the Members of the Leadership Team shall be contained in the Bylaws of the Council.

7.09 All Members of the Leadership Team shall serve their terms unless they cease to be Regular Members during their term, in which case their position is automatically vacated, or unless a vacancy otherwise occurs as defined in the Bylaws of the Council.

7.10 Unless an election is called in accordance with the Article 9.05 of this Constitution, vacancies on the Leadership Team may be filled in accordance with the Bylaws of the Council.

SECTION 8 – BOARD OF DIRECTORS

8.01 The Board of Directors is composed of the Leadership Team and the Directors elected or appointed from each Region in accordance with the formula set out in the Bylaws of the Council.

8.02 A representative of the Provincial Executive may attend meetings of the Board of Directors as a non-voting member.

8.03 The Board of Directors shall be responsible for overseeing the affairs of the Council between Annual General Meetings. The Board of Directors may determine the Policy of the Council between Annual General Meetings, which Policy is binding until the next Annual General Meeting where the Policy is subject to ratification as a Policy resolution. Decisions and actions taken by the Board of Directors shall comply with resolutions passed at the Annual General Meeting and may not conflict with its Constitution, Bylaws or Policies.

SECTION 9 – ELECTIONS

9.01 The Chief Returning Officer of the Council has the authority to oversee the conduct of elections to the Leadership Team and elections or appointments to the Board of Directors, and to resolve disputes about such elections or appointments.

9.02 The election or appointment of Directors and Delegates to the Annual General Meeting shall be the responsibility and decision of the Regions.

- 9.03 Members of the Leadership Team shall be elected through a general election by Regular Members of the Council.
- 9.04 The Chairperson shall be elected by the Voting Members at the Annual General Meeting from among the members of the Leadership Team who are in office at the commencement of the Annual General Meeting, or who are newly elected to the Leadership Team and whose office will commence following the Annual General Meeting.
- 9.05 The Chief Returning Officer has the discretion to call an election should a vacancy occur in any position on the Leadership Team at any time, and may determine the rules applicable to such an election.

SECTION 10 – MANDATE AREAS

- 10.01 There shall be such Standing Committees and any other ad hoc committees that the Leadership Team determines are required to carry out the work of the Council's mandate areas as defined by Article 7.03 of this Constitution, in accordance with the Bylaws of the Council.

SECTION 11 – FINANCES

- 11.01 The Fiscal Year of the Council shall be the same as that of the Society.
- 11.02 The Leadership Team shall prepare an annual budget for the Council and shall obtain approval for the annual budget in accordance with the procedure set out in the Bylaws of the Council. The Leadership Team shall be responsible to ensure that the proposed budget complies with the Society's Bylaws and Policies, and the Constitution, Bylaws and Policies of the Council.
- 11.03 The Leadership Team shall ensure that the Budget, once approved, is followed, in accordance with the Constitution and Bylaws of the Council.
- 11.04 Any expenditures not provided for in the Budget are required to be approved by the Board of Directors.
- 11.05 The Society shall retain a qualified external auditor at the end of each Fiscal Year to undertake an independent financial audit or review of the Council's financial records.

SECTION 12 – CONSTITUTIONAL AND BYLAW AMENDMENTS

- 12.01 Amendments to the Constitution or Bylaws of the Council may be proposed as a resolution at the Annual General Meeting in accordance with the procedures in the Bylaws of the Council.
- 12.02 Constitutional and Bylaw amendments shall require a two-thirds (2/3) vote of Voting Members present at an Annual General Meeting.
- 12.03 Within ten (10) days of approval, a copy of the amended Constitution and/or Bylaws of the Council shall be provided to the General Secretary of the Society.

- 12.04 An amendment to the Constitution or Bylaws of the Council takes effect on the date the Provincial Executive approves the amendment.

SECTION 13 – ENACTMENT OF COUNCIL POLICIES

- 13.01 Council is authorized to adopt Policies in accordance with the Constitution and Bylaws of the Council with respect to matters relating purely to Council business or activities, which are not subject to approval by the Provincial Executive. A decision of the Provincial Executive as to whether a matter relates purely to Council business or activities is final and binding on the Council and all Members unless altered by Provincial Council.

SECTION 14 – CERTIFICATION

- 14.01 This Constitution was first ratified at a meeting of the Council on May 4th, 2001.
- 14.02 A revised Constitution was adopted at the Annual General Meeting on April 28th, 2012.
- 14.03 A revised Constitution was adopted at the Annual General Meeting on April 25th, 2015.
- 14.04 This revised Constitution was adopted at the Annual General Meeting on May 10th, 2019 and approved by Provincial Executive at its meeting on May 22nd, 2019.
- 14.05 This revised Constitution was adopted at the Annual General Meeting on April 23, 2022 and approved by Provincial Executive at its meeting on June 9, 2022.

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

SECTION 1 – DELEGATES AND ALTERNATES TO PROVINCIAL COUNCIL

- 1.01 The Board of Directors shall appoint the Council's Delegates to Provincial Council.
- 1.02 The Chairperson of the Council is automatically entitled to be a Delegate to Provincial Council.
- 1.03 The remainder of the Council's Delegates 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 from the previous years Annual General Meeting of the Council.
- 1.04 The Board of Directors shall appoint the Council's Alternates to Provincial Council.
- 1.05 The Council's Alternates 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 from the previous years Annual General Meeting of the Council.

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

- 5.01 The Assistant General Secretary of The Manitoba Teachers' Society (MTS) who is providing governance support to the Council shall act as the Chief Returning Officer.

Chairperson

5.02 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.

5.03 Only those members meeting the requirements of Article 9.04 of the Constitution may be nominated as candidates for the office of Chairperson.

5.04 Nominations for Chairperson will be accepted by the Chief Returning Officer up to 4:00 p.m. on the second Friday following the election of the Leadership Team.

Nominations for Chairperson will also be accepted during the Annual General Meeting up to the close of the third call for nominations by the Chief Returning Officer.

5.05 The Chief Returning Officer's report on nominees for Chairperson shall be presented to the Annual General Meeting immediately following the close of nominations.

5.06 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. Representatives eligible to vote shall mark their ballots, fold them, and submit the folded ballots to the returning officers.
- 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. 50% plus one is needed to be elected Chairperson.
- 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

- 5.07 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.
- 5.08 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.
- 5.09 Each member of the Leadership Team shall have a term of three (3) years as per Section 3 of these Bylaws.
- 5.10 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.
- 5.11 Nominations for Leadership Team shall be accepted by the Chief Returning Officer up to 4:00 p.m. on the last Friday of February.
- 5.12 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.
- 5.13 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

- 5.14 Election or appointment of Regular Members of COSL as Directors as defined in Articles 4.01 and 4.03 shall be the responsibility of the Regular Membership within each Region.
- 5.15 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.
- 5.16 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

- 5.17 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.

- 5.18 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.
- 5.19 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 April 23, 2022 and approved by Provincial Executive at its meeting on September 17, 2021.

These revised Bylaws were adopted at the Council of School Leaders AGM on April 23, 2022.

Approved by Provincial Executive at its meeting of June 9, 2022.



COSL Chairperson



COSL Leadership Team Member



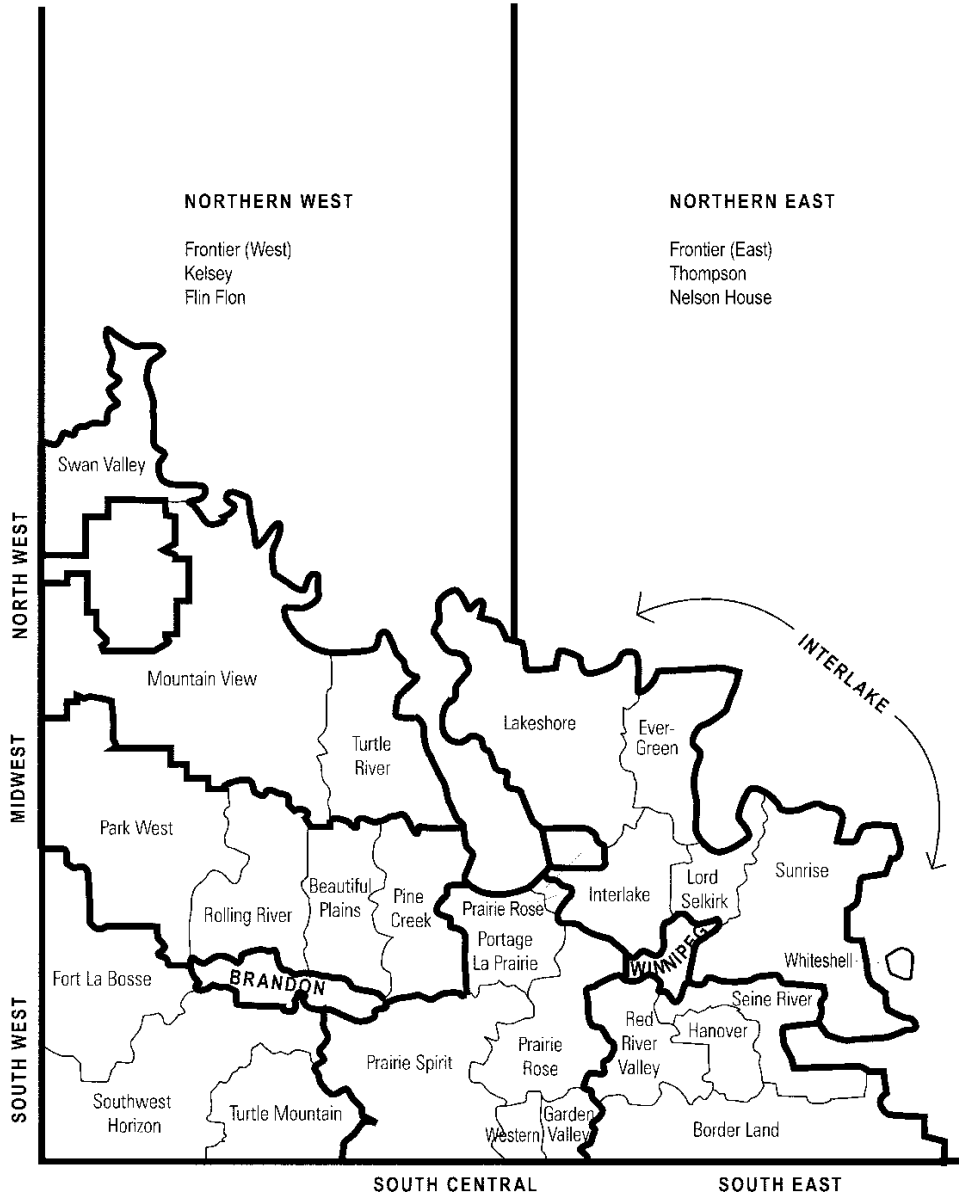
Executive Director
The Manitoba Teachers' Society

Appendix A -Composition of Council Regions

COSL 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

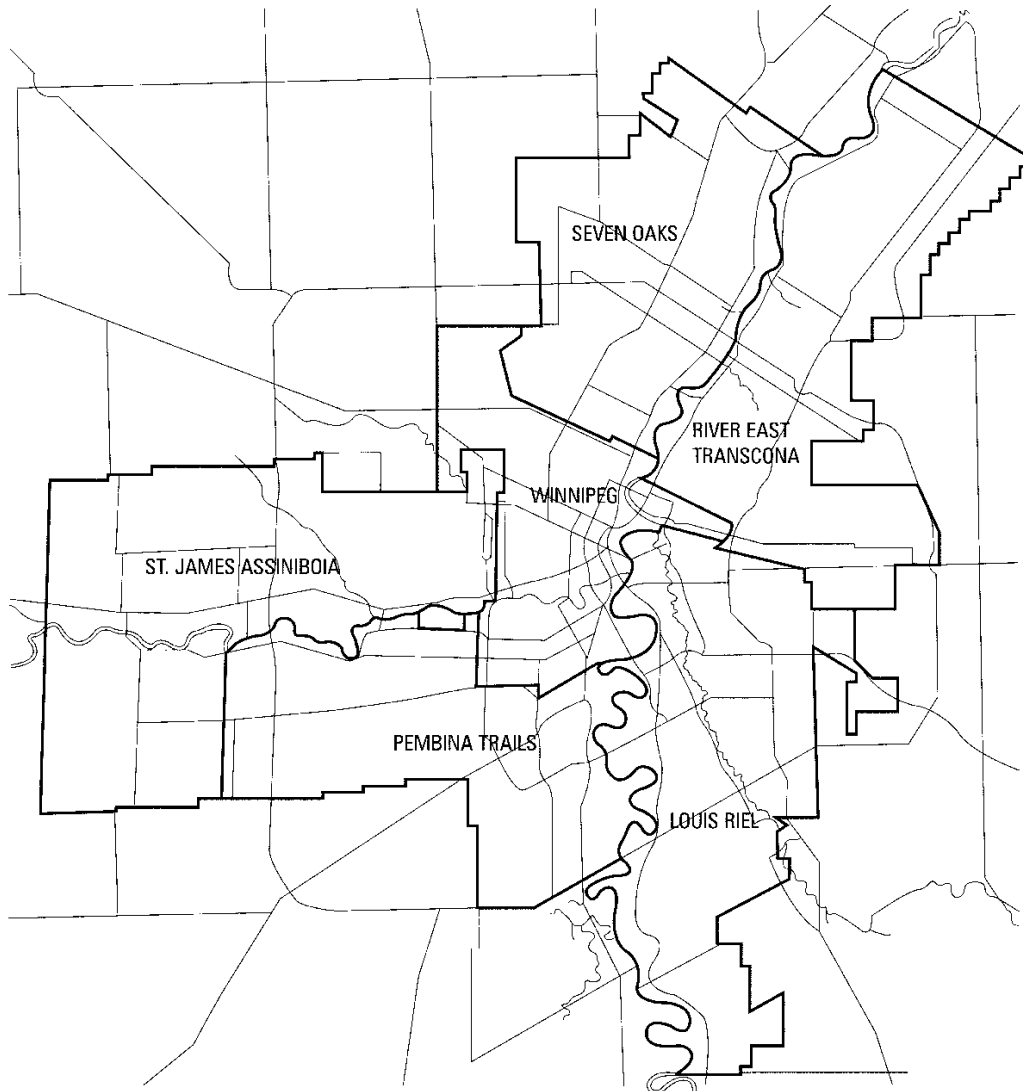
Council of School Leaders: Regions outside Winnipeg

DSFM REGION - situated within other regions



Council of School Leaders: Regions within Winnipeg

DSFM REGION - situated within other regions



**POLICY MANUAL
COUNCIL OF SCHOOL LEADERS
OF THE MANITOBA TEACHERS' SOCIETY**

A. POLICY MANUAL

1. That COSL maintain a comprehensive statement of policy that shall govern its actions and activities.
2. That COSL review its Policy Handbook annually.
3. That the Policy Handbook shall be accessible to each member.

B. NOMINATION AND ELECTION OF CHAIRPERSON

1. Nomination and election of the Chairperson is as defined in the Constitution under Section 9 - Elections, and in Bylaws under Section 5- Elections.

C. LEADERSHIP TEAM

1. Nomination and election of the Leadership Team is as defined in the Constitution under Section 9 -Elections, and in Bylaws under Section 5-Elections.
2. The purpose and composition of the Leadership Team is as defined in the constitution, Section 7 – Leadership Team.
3. It is the responsibility of the members of the Leadership Team to ensure that the COSL Constitution, Bylaws, and Policy are in order and are followed.
4. Members of the Leadership Team shall be delegates to the annual CAP Conference.

D. REPRESENTATION

1. COSL Board of Directors
 - a) The purpose and composition of the Board of Directors is as defined in the Constitution, Section 8 – Board of Directors
 - b) The number of Directors for the following year shall be determined by applying the formula in Bylaw section 4.03 to the members count as determined for the COSL Annual General Meeting of the current year.
 - c) The number of COSL Annual General Meeting Delegates shall be determined by applying the formula in COSL Bylaw Section 2.03 to the members count as of at least 30 days prior to the COSL AGM.
2. Provincial Council AGM Delegates and Alternates
 - a) The number of Provincial Council AGM Delegates and Alternates are determined as indicated in COSL Bylaws Section 1- Delegates and Alternates to Provincial Council.

E. MANDATES

The purpose of the Mandate Areas is as defined by Bylaw 6. The mandates of the Council of School Leaders are: Educational Leadership, Governance, Principal Supports, Financial Management and Communication.

E.1 Educational Leadership

The Council of School Leaders is responsible for serving the professional development

needs in school leadership, of its members, as well as fostering the development of leadership in education.

The Educational Leadership Mandate Area Group is responsible for:

- a) The coordination and assisting with facilitation of the Fall conference, Winter Conference, Summer Field-Led Course, and other approved workshops and events.
- b) Ensuring liaison occurs with the Certificate in School Leadership Review Committee.
- c) Facilitating equitable access to professional development workshops.
- d) Reviewing and recommending professional development opportunities.
- e) Creating an annual PD plan based on needs assessments and program evaluations.
- f) Planning according to the COSL Philosophies and objectives as defined in the Constitution, Section 2 – Philosophies and Objectives.
- g) Distributing, collecting and reporting on evaluations of each workshop/event.
- h) Collaborating with other organizations as approved by the Directors and/or Leadership Team.
- i) Advocating for active and meaningful participation in the development of professional leadership standards for principals.

Refer to E.4 for financial guidance regarding honoraria and expenses, presenters, guest speakers, and conference displays.

E.2 Principal Supports

The Principal Supports Mandate Area Group is responsible for:

- a) Accessing the Society for advice, information, and support.
- b) Issues that arise from the COSL Annual General Meeting (AGM), Leadership Team meetings, and Directors' meetings that have an impact on members.
- c) Researching and developing supports related to professional welfare of Principals.
- d) Advocating for continued, active, and meaningful participation in the MTS provincial bargaining process.

E.3 Governance

The Governance Mandate Area Group is responsible for:

- a) Maintaining and updating the Constitution by preparing amendments and submitting them to the Directors for approval to forward to the COSL AGM.
- b) Maintaining and updating Bylaws by preparing amendments and submitting them to the Directors for approval to forward to the COSL AGM.
- c) Maintaining and updating the Policy Manual annually by preparing amendments and submitting them to the Directors for approval at Directors meetings or at the COSL AGM.
- d) Identifying any issues and items for consideration of change, addition, or deletion in the COSL Handbook. Items for consideration of change, addition, or deletion may be identified by the Governance Mandate Area Group, Directors, or Leadership Team members.

E.4 Financial Management

The purpose of Financial Management is as defined in the Constitution, Section 11 – Finances, and Bylaws, Section 7 – Finances.

- a) The budget shall be prepared by the Leadership team in consultation with the MTS CFO, MTS Vice – President and Assistant General Secretary.
- b) The COSL Reserve Fund shall not exceed one hundred and fifty thousand dollars (\$150,000). This is to cover deficits from operations and related professional development activities. Should the Fund be reduced to less than thirty thousand dollars (\$30,000), the approved COSL budget for the following year shall reflect a sufficient surplus so that the associated Reserve Fund be in excess of thirty thousand dollars (\$30,000).
- c) The reserve fund shall only be accessed with the approval of the COSL Directors and must be reported on at the next COSL Annual General Meeting.
- d) COSL will provide funds for grants to local COSL chapters to support their regional meetings. (as defined in Appendix A). Regional meeting grants are to a maximum of \$500.00 (Metro) and \$1000.00 (Rural) as allowed by the annual budget. These funds are allocated to offset the costs associated with the regional meeting. All local chapters in the region must be given the opportunity to attend, and the COSL Chairperson shall also be invited to attend. Payment will be made upon verification of expenses.
- e) Member Expenses
 - i. MTS rates and guidelines shall apply to expenses for COSL members who participate in COSL business. COSL business shall include:
 - Leadership Team meetings
 - Director Meetings
 - COSL AGM
 - Mandate Area Group Meetings
 - Regional meetings
- f) In the event that unusual expenses are incurred while on COSL business, reimbursement may be considered by the Leadership Team upon submission of receipts and a detailed explanation of the expense.
- g) Conference Fees

Cancellations received up to 5 working days before the conference are refundable, minus a 20% registration service charge. After that, cancellations are subject to the entire conference fee, however substitutions are permitted. Appeals will be considered for exceptional circumstances by the Leadership Team.
- h) Honoraria for COSL Events

COSL sponsored educational leadership conferences, workshops and other events shall have honoraria and other expenses disbursed in accordance with MTS Honoraria guidelines or at speaker rates.

COSL members of a planning or organizing committee for COSL conferences, workshops or other events shall not be eligible for honoraria or other financial payment in recognition of their work in planning and organizing that specific event.

E.5 Communications

The Communication Mandate Area Group is responsible for:

- a) Under the auspices of the Leadership Team, promoting COSL throughout Manitoba.
- b) Preparing informational and promotional materials for use within and external to the COSL membership.
- c) Promoting regular communication regarding activities of the Directors to members of COSL.
- d) Maintaining a website and a social media presence for COSL communication.

F. ADMINISTRATIVE AND MISCELLANEOUS POLICIES

1. Approved minutes of COSL Board of Directors meetings will be distributed to the COSL Directors, COSL Leadership Team, MTS Vice President, and MTS AGS.
2. Directors will have meeting minutes available for COSL members in their region.

G. COSL REPRESENTATION ON COMMITTEES

COSL representation on committees is as defined in COSL Bylaws, Section 9 – Council Representation.

Any request for COSL representation on an Outside Body will be referred to the Provincial Executive through the General Secretary of MTS for approval.

H. RESPONSIBILITIES OF LOCAL COSL REGIONS/CHAPTERS

The responsibilities of local Chapters are as defined in Bylaws, Section 10 - Responsibilities of Local Regions/Chapters

1. Local chapters shall present resolutions for MTS Provincial Council directly to the COSL Leadership Team by December 31st prior to the Annual General Meeting of M.T.S.
2. The COSL Leadership Team shall review the resolution, recommend amendments, and then forward to the Directors at the next Directors' meeting for approval.
3. A local chapter shall organize for the mutual benefit of its members and to further the aims and objective of COSL as printed in the local chapter constitution.

I. TERMS OF NOTICE AMENDMENT OF COSL POLICY

1. Notice of Policy Amendment by the Leadership Team shall be submitted in writing to the Directors (via the meeting package) one week prior to the date of the subsequent Directors' Meeting or AGM.

Policy revised April 23, 2022