



Bylaws of the Saskatchewan School-Based Leaders

Professional Growth Network

Approved at the June 2, 2021 Annual General Meeting

1. Interpretation

- a. Unless the context otherwise requires, expressions defined in these bylaws, or any statutory amendment or modification thereof, shall have the meaning so defined.

2. Name of Professional Growth Network

- a. The name of this professional growth network shall be the Saskatchewan School-Based Leaders, referred to hereafter as the SSBL. The bylaws and policies of the SSBL are consistent with *The Teachers' Federation Act, 2006*, and the STF bylaws and policies.

3. Affiliations

- a. The professional growth network may be affiliated with a national organization. The professional growth network may pay a membership fee. The SSBL is affiliated with the Canadian Association of Principals and pays a membership fee to CAP.

4. Representation

- a. Any representation which the SSBL wishes to make to any organization, persons, government, department or other agency outside the Saskatchewan Teachers' Federation shall be conducted through the regular channels of the Federation as provided for under Section 36 of *The Teachers' Federation Act, 2006*.

5. Statement of Purpose

- a. To promote awareness of the role of school-based leaders.
- b. To promote professional development of school-based leaders.
- c. To provide a forum for effective communication with and for the membership.
- d. To promote the interests of Saskatchewan school-based leaders.
- e. To provide a forum for examining issues and directions in education.
- f. To provide an association for those professionals who choose to become school-based leaders as a lifelong vocation.
- g. To cooperate with other organizations having similar objectives.
- h. To promote a positive working relationship with the STF.

6. Membership

- a. Regular Members
 - i. Membership in the SSBL shall be open to all practicing Saskatchewan school-based principals, vice-principals and assistant principals who are members of the Saskatchewan Teachers' Federation and who have a paid membership either through the STF or purchased on their own as a second professional growth network membership.
 - ii. All regular members are entitled to vote.
 - iii. All regular members may be elected as directors.
- b. Associate Members
 - i. Associate membership in the SSBL shall be open to anyone with career involvement or professional interest in school administration. Associate members are not eligible to vote or hold office.

- c. Lifetime Membership
 - i. Members who superannuate shall be granted lifetime membership in the SSBL as associate members.

7. Fees

- a. The SSBL may levy a membership fee to non-members of the Federation and/or associate members.
- b. All fees to be levied upon its members by the SSBL must be approved through a vote at a meeting that is open to all members.
- c. Every member must pay to the SSBL any fee that is duly levied.

8. Rules of Procedure

- a. All meetings of the SSBL shall be conducted in accordance with SSBL procedures as agreed upon by the board. Any change from this practice shall be communicated at the start of the meeting.
- b. Notwithstanding anything contained in these bylaws, the board may determine that a general meeting, or meeting of the directors be held entirely by means of telephonic, electronic or other communications facility. In the event such a meeting is to be held, the directors shall, notwithstanding anything contained in these bylaws, establish the procedures for the conduct thereof including, without limitation, the procedures for voting by telephonic, electronic or other communications facility. The procedures shall be communicated to participants prior to the meeting commencing.
- c. The directors may authorize absent individuals to electronically attend meetings that are being held in person.

9. Governance

- a. Annual General Meeting
 - i. An annual general meeting shall be held at least once in every calendar year and not more than 15 months after the last preceding annual general meeting, at such time and place as may be determined by the directors.
 - ii. The annual general meeting shall consist of:
 - 1) Calling the meeting to order.
 - 2) Adoption of the agenda.
 - 3) Minutes from the previous meeting.
 - 4) Report of directors.
 - 5) Approval of the audited financial statement.
 - 6) Approval of bylaw amendments.
 - 7) Approval of the proposed budget.
 - 8) Approval of any membership fee.
 - 9) Election of directors.
 - 10) Other business as determined by the board.
 - 11) Adjournment.
 - iii. Quorum shall be at least 50 percent of the directors and all members present at the meeting.
 - iv. The directors may convene a special general meeting of the SSBL at any time.
 - v. Notwithstanding 9.a.i, the board may, in exigent circumstances, delay, postpone or reschedule the annual general meeting to a date, place and time to be determined by the board.
- b. Board of Directors
 - i. "The directors," "board" and "board of directors" mean the directors of the SSBL.
 - ii. There shall be a board of directors consisting of such persons who may be elected by the members at the annual general meeting.
 - iii. The minimum number of directors of the SSBL Board shall be five (5) and the maximum number of directors shall be 15.
 - iv. The majority of directors shall be Federation members.

- v. A meeting of directors may be called at any time by the president or by a vice-president and the secretary shall, when directed by any of the foregoing, call the meeting.
- vi. The directors shall manage the activities of the network. Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office. A quorum shall consist of a majority of the directors.
- vii. The directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings.
- viii. Responsibilities of the board include:
 - 1) Determine the officers required and their associated responsibilities.
 - 2) Develop or amend and approve policies and processes to guide decision making.
 - 3) Establish the strategic direction of the SSBL.
 - 4) Monitor and evaluate the:
 - a) Fiscal position of the network.
 - b) Compliance with applicable legislation, bylaws and policies.
 - c) Trends and developments that may affect the network.
 - d) Develop and approve a proposed budget.
 - e) Review and evaluate audits and reviews of financial statements.
 - 5) Liaise with other education sector stakeholders.
 - 6) Determine supports and services available to members and the implementation of such activities.
 - 7) Provide an annual report.
 - 8) Provide the Federation with any documentation required.
- c. Committees
 - i. The SSBL may appoint standing or ad hoc committees that it finds necessary to support the work of the network.
 - ii. The directors may delegate any of their powers to committees and may revoke such delegation at any time. In the exercise of powers so delegated, a committee shall conform to any regulations that may from time to time be imposed upon it by the directors. Such committees shall be composed of one (1) or more directors and may include one (1) or more members who are not directors but who have been appointed to the committee by the board.

10. Officers

- a. The directors shall elect from among themselves such officers as they think appropriate, which may include a president, vice-president, secretary and treasurer, or any combination thereof. The persons holding such offices, besides fulfilling any duties assigned to them by the directors, shall have such powers as are usually incidental to their office. The SSBL directors will elect a president, vice-president, secretary, treasurer and media communications coordinator; a past-president will be considered a non-elected officer of the SSBL.
- b. Officer positions shall be two-year terms.
- c. The board, in its discretion, may remove any officer of the SSBL. Until such removal, each officer appointed by the board shall hold office until a successor is appointed, or until that person's earlier resignation.
- d. Every officer who holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as an officer of the network shall, in writing, disclose to the president the fact and nature and the extent of the conflict.
- e. President
 - i. The president shall preside at all meetings of the board and of the members of the SSBL; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson; but if neither is present, the directors present may choose one of their number to be chairperson at that meeting.
- f. Vice-President

- i. The vice-president holds an advisory role to the president.
 - ii. As stated in 10.d., if the president is not available to chair an SSBL meeting, the vice-president will act as chairperson.
- g. Secretary
 - i. The secretary shall enter or cause to be entered in records kept for that purpose, minutes of all meetings of the board, members and committees; shall give or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees; shall be the custodian of all books, papers, records, documents and instruments belonging to the SSBL, except when another officer, agent or staff person has been appointed for that purpose; and shall have such other powers and duties as the board may specify.
- h. Treasurer
 - i. The treasurer shall keep proper accounting records and shall be responsible for the deposit of money, safekeeping of securities and disbursement of funds of the SSBL, except when another officer, agent or staff person has been appointed for that purpose; shall render to the board whenever required an account of all their transactions as treasurer and of the financial position of the SSBL; and shall have such other powers and duties as the board may specify.
- i. Media Communications Coordinator
 - i. The media communications coordinator will maintain the SSBL website and media accounts (i.e., Twitter). This coordinator will assist in the establishment of communication among the board and the SSBL membership.
- j. Past-President
 - i. The past-president will remain in the position for one year following the election of a new presidential term. The past-president will maintain an advisory role to assist in transitioning the SSBL board to the new president as elected. The past-president will preside over the board electoral process.

11. Financial Matters

- a. Auditors
 - i. An individual who is not a member of the SSBL shall be appointed annually to conduct an audit or review of the financial records of the network and prepare a financial statement. The annual general meeting shall receive the financial statement for each year.
 - ii. The directors shall lay before each annual general meeting of members a financial statement and the report of the auditor, if any, to the members thereon. The financial statement shall:
 - 1) Be approved by the board of directors and signed by two (2) of them.
 - 2) Cover a period that ended not more than six (6) months before the annual general meeting.
 - 3) Be a comparative statement (except in the case of the first statement) relating separately to the latest completed financial year and the financial year next preceding it.
 - 4) Be made up of the following:
 - a) Statement of profit and loss for each period.
 - b) Statement of surplus for each period.
 - c) Statement of source and application of funds for each period.
 - d) Balance sheet as at the end of each period with each statement.
- b. Remuneration and Expenses
 - i. No director shall receive any remuneration for acting as such. However, a director may be reimbursed for their expenses incurred on behalf of the professional growth network as a director.
 - ii. The board shall reimburse officers and members for expenses incurred according to rates and policies approved by the board.
 - iii. All expenses require board approval prior to payment, unless the board designates such approval to another individual.
 - iv. Motions involving expenses of \$1,000 or more shall require a two-thirds majority approval.

- c. Signing Authority
 - i. Three (3) directors shall have signing authority. All payments of monies shall require at least two (2) signatures. Individuals shall not sign for payments to themselves.
- d. The fiscal year shall be from July 1 to June 30 of the following year.
- e. The SSBL shall establish financial policies that clearly define the administration and management of expenses, conflicts of interest, payments and other matters, which ensure financial practices are transparent and accountable based on generally accepted accounting principles.

12. Elections

- a. In circumstances where the election of directors cannot be held prior to the expiration of the term of office for directors, the members of the board whose terms are set to expire, will have their terms of office extended until after the general meeting of the membership at which the regular election takes place.
- b. The procedure for election of the board of directors shall be established in policy. At the first meeting following the annual general meeting, the elected directors, under the guidance of the past-president, will follow Robert's Rules to elect all officers of the SSBL Board as noted in Section 10.a. If there is no past-president, the current president will preside.

13. Removal from the Board

- a. A member of the board may be removed for:
 - i. Behaving in a manner contrary to the codes and standards of the teaching profession.
 - ii. Failing to carry out the duties of the office.
 - iii. Missing three or more consecutive meetings of the board.
- b. The process for removal shall include the following:
 - i. A notice of motion shall be presented to all directors at least three (3) working days prior to a board meeting.
 - ii. At the board meeting, a motion to remove the director must be presented and approved by at least 80 percent of the voting members present.
 - iii. An approved board motion to remove an officer requires approval by a simple majority at a general assembly meeting.
- c. The following conditions shall prevail in all proceedings related to removal from office:
 - i. A notice of motion shall be presented to the SSBL membership at least three (3) full days ahead of the general assembly.
 - ii. An opportunity shall be provided to the subject(s) representatives and to the mover of the motion to address both the board and general assembly.
 - iii. No motion of the board to remove a director from office shall stand for over 30 days without the calling of a general assembly.

14. Amendments

- a. Amendments to the bylaws of the SSBL may be approved by a two-thirds vote of its members present and voting at a general meeting.
- b. A notice of motion to amend the bylaws must be given to members in writing at least 14 days prior to the general meeting.
- c. Amendments to the bylaws approved by the general meeting are not effective until approved by the Federation.
- d. All amendments, provisions, policies and bylaw changes shall be consistent and in accordance with STF legislation, bylaws and policies.

15. Dissolution

- a. The SSBL may be dissolved by a vote of the membership and/or by the Federation.

- b. The board will determine the best way to dispose of any assets to a Saskatchewan-based organization or group, consulting with members as necessary. In the event that no provision has been made, all assets will be provided to the Federation.
- c. The board will determine the best way to dispose of any records and archival material based on the records and retention policy of the network.