

**BY-LAWS AND CONSTITUTION OF THE  
CANADIAN COUNCIL OF TEACHERS OF ENGLISH LANGUAGE ARTS  
March 2007**

**I. NAME**

The name of the association shall be the CANADIAN COUNCIL OF TEACHERS OF ENGLISH LANGUAGE ARTS, hereinafter referred to as "the Council".

**II. AIMS**

The aim of the Council is to provide national leadership to improve the teaching and learning of English language arts through:

- A. providing a national voice in education relating to English language arts;
- B. serving as a forum for communication and cooperation for teachers of English language arts councils;
- C. providing a system of communication and cooperation for teachers of English language arts at all levels in Canada;
- D. sponsoring and supporting publications of sound professional materials in language arts;
- E. encouraging and supporting research, experimentation and investigation in English language arts education;
- F. developing sound educational and professional policies associated with the teaching of English language arts;
- G. maintaining a national and international network for teachers of English language arts;
- H. encouraging sound professional development at all levels as it relates to the teaching of English language arts;
- I. maintaining and improving the quality of instruction in English language arts and reading at all levels;
- J. sponsoring, promoting and lobbying for programs of benefit to Canadian students.

**III. COMPOSITION**

Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of the corporation. The Council shall be composed of the following members, upon application, with equal voting rights:

- A. Affiliate members who are active members of the provincial and territorial English language arts organizations in good standing; "active members" shall be defined by each of the provincial and territorial organizations individually; these members shall be represented on the Board of Directors (see VI) by two votes for each provincial and territorial organization.

It is the responsibility of each affiliate or territorial director to provide to the Board of Directors for approval a current active member list before January 1 annually.

- B. Active members of special interest groups concerned with English language arts education whose organization has been granted "special interest groups" status by the Board of Directors; these members shall be represented on the Board of Directors (see VI) by one vote for each of the special interest groups which have been granted status by the Board of Directors.

A "special interest group" shall be defined as any organization which has been granted such status by the Board of Directors. In order to apply, a group must have the following:

- i) a constitution / by-laws;
- ii) a duly constituted executive;
- iii) a membership fee;
- iv) a membership list filed with and approved by the Board of Directors;
- v) goals and aims consistent with those of CCTELA as stated in II, A-J above

The status of the special interest group will be reviewed annually by the Board of Directors.

- C. Individual members who may or may not be members of any of the organizations laid out above but who wish to be members of the Council; and who shall be represented by up to two votes on the Board of Directors; these votes shall be vested in up to two Directors-at-Large to be elected for two-year terms (in alternate years) by the individual members of the Council as defined in this article.
- D. All such members have the right to one vote each at meetings of the general membership.
- E. Any member may withdraw from membership in the Council by notifying the Executive Director in writing ten (10) days before said resignation shall become effective.
- F. The annual meeting of the general membership shall be held within 6 months after the end of the corporation's fiscal year. A special meeting may be called by a request of at least 25% of the members of the Board of Directors representing at least 3 of the Council's constituencies, or by petition of 50 members of the Council. At general meetings, proxy votes, and mail votes are not allowed. Written resolutions must not take the place of a meeting of the membership.
- G. Notice of general meetings of the Council membership shall be published in the Council newsletter and/or CCTELA website at least twenty-one days before the date of the meeting. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

#### **IV. DUES AND SERVICES**

The Council shall be funded by

- A. an affiliate fee of the member organizations and groups as defined in III, A and B above in an amount which reflects the number of members represented by each organization or special interest group;
- B. a membership fee established annually by the Council for individual members as defined in III, C above;
- C. a fee for special services, including publications, to both members and non-members, as approved by the Board of Directors; and
- D. notwithstanding the above, special fee structures may be arranged by a majority vote of the Board of Directors, to service the needs of a particular organization or special interest group.

Only members as defined in III, whose membership fees are paid in full, may conduct the business of the Council. Dues are to be established by a majority vote of the Board of Directors at their annual Fall meeting.

## **V. CONDITIONS OF MEMBERSHIP AND DELIVERY OF SERVICES**

A member shall lose his/her good standing in the Council with associated services as soon as he/she is in arrears in the payment of dues. All services will be automatically suspended for non-payment of fees.

## **VI. EXECUTIVE OFFICERS AND MANAGEMENT**

The Board of Directors of the Council shall have full authority in establishing policies, procedures and priorities. The management of the affairs of the Council shall be vested in the Board of Directors, who must be individuals, eighteen years of age, with the power under law to contract, and who shall conduct the business of the Council on behalf of the membership.

### **A. DEFINITIONS:**

- i) The Board of Directors shall consist of at least 3 individuals, two members appointed by the elected executive of each of the affiliated organizations of the Council as defined in III, A up to two Directors-at-Large elected by the individual members of the Council as defined in III, C above; and one member from each of the participating special interest groups as defined in III, B.
- ii) The Table Officers shall be composed of the president, vice-president, past president, chief financial officer, and Director of Publications, as provided for in VI, D.
- iii) The Executive Director shall be appointed by the Board of Directors of the Council and holds an ex officio, non-voting, advisory position on the Board of Directors. In addition to the maintenance of the records and accounts of the Council, other duties of the Executive Director will be determined by the Board of Directors, as they see fit; these duties shall be recorded in the minutes and policies and procedures of the Council.

### **B. OFFICERS AND TERMS OF OFFICE**

- i) The term of office for members of the Board of Directors shall be two years. (The Council strongly encourages affiliated organizations to elect their directors in alternative years for the purposes of continuity.)
- ii) The term of office of each of the Table Officers shall be two years.
- iii) The vice-president normally shall be elected every two years by and from the general membership of the Council; the vice-president is the president-elect and will automatically succeed to the presidency at the expiration of the president's term, at which time the president shall become past president. Nominations for the position of vice-president shall be sought through the Council newsletter.
- iv) The Board of Directors will appoint from amongst themselves one member who will serve as Financial Officer, normally for a two-year term.
- v) Directors-at-Large shall be elected for two-year terms in alternating years. Nominations for one Director-at-Large shall be sought through the Council newsletter in the fall and the election shall take place prior to the Spring meeting of the Board of Directors. Election for a Director-at-Large shall be a mail-in ballot by individual members. Directors-at-Large begin their terms with the Spring Board of Directors' meeting.
- vi) Members of the Board of Directors shall receive no remuneration for their work on behalf of the Council.

### **C. POWERS AND DUTIES OF TABLE OFFICERS**

In accordance with the Policy Manual and Executive Role Descriptions of the Council:

- i) The president shall prepare the agenda for all Board and general membership meetings, and shall conduct those meetings. The president (or his/her designate) shall represent the Council publicly.
- ii) The vice-president shall advise the president and, in the absence of the president, perform the duties of the president.
- iii) The past president shall advise the president and the Board of Directors.
- iv) The Financial Officer shall oversee the financial record-keeping and the budget of the Council, and shall present to the Board of Directors at each meeting a report of the financial affairs of the Council. The Financial Officer shall present to the Annual General Meeting for approval the audited financial report for the previous fiscal year.
- v) The Director of Publications shall oversee the publications of the Council and shall present to the Board of Directors at each meeting a report of the publications of the Council.

### **D. APPOINTED POSITIONS**

From time to time, the Board of Directors may wish to establish appointed positions from outside the executive. These positions shall be non-voting, ex officio and advisory to the Board of Directors. Appointed positions may be nominated by the Executive Director, the Table Officers, or members of the Board of Directors, and shall be appointed with specific duties and terms of office by a majority of the Board of Directors.

It is incumbent on all holders of appointed positions to report regularly to the Board of Directors on their activities and to consult with them in all matters relating to the business of the Council.

### **E. REMOVAL FROM OFFICE AND CENSURE**

A Table Officer may be impeached for incompetence or abuse of office. Impeachment proceedings may be initiated against a Table Officer by 25% of the votes of the Board of Directors representing at least three of the affiliated / special interest constituencies. An officer may be removed from office by a two-thirds majority of the votes of the Board of Directors. A Director removed from office (as Table Officer) may continue as a member of the Board of Directors, unless and until removed by his/her provincial organization. A member of the Board of Directors unable to attend a meeting at which removal of office were considered may file a proxy with the Executive Director assigning his/her vote to an attending member of the Board.

The Executive Director of the Council may be removed from office through the same procedure as the removal of a Table Officer except that proxies would then be filed with the president.

Given that a member of the Board of Directors, excepting the Directors-at-Large, is a representative of his/her provincial affiliate organization or special interest group, any director may be removed from the Board of the Council by his/her affiliate organization.

A motion of censure of a Directors -at-Large may be brought to the Board of Directors by petition of 50 individual members of the Council. The final decision to remove rests with the membership, in a majority of votes received in a mail-in ballot.

## **F. WITHDRAWAL**

A member of the Board of Directors may withdraw by notifying the chief executive officer of his/her constituent organization in writing with a copy to the Executive Director. A Table Officer may withdraw by notifying the Executive Director in writing 14 days before the resignation shall become effective.

## **G. HEAD OFFICE**

The Head Office of the council shall be in the City of Winnipeg, Manitoba.

## **H. EXECUTION OF DOCUMENTS**

Any two members of the Table Officers may sign on behalf of the Council.

## **VII. QUORUM AND RULES OF ORDER**

- A. A quorum for the Board of Directors and for conducting business at a General Meeting shall consist of the president and three other voting members of the Board of Directors (not including any appointed positions or the Executive Director).
- B. Robert's Rules of Order shall govern procedures of all meetings of the Council when not inconsistent with the constitution and by-laws of the Council.

## **VIII. COMMITTEES OF THE COUNCIL**

- A. Committees of the Council shall be created with specific terms of reference by a majority vote of the Board of Directors in carrying out the on-going business of the Council. Committee members may be removed by a majority vote of the Board of Directors. Committee members shall receive no remuneration for their work on behalf of the Council.
- B. Task forces shall be created with specific terms of reference by a majority vote of the Board of Directors at a duly constituted meeting of the Board. Task forces are short-term in nature. A task force may be initiated by the Executive Director, a Table Officer, or more than one member of the Board of Directors, by a motion at a meeting of the Board of Directors, or by petition of at least 50 members of the Council. The terms of reference of each task force shall be stated in writing by the sponsoring person or group and shall include at least the mandate, the term of office, and the dates for specific written reports. A task force, when authorized, shall have the responsibility for establishing its procedures and activities especially for its financial arrangements. These will be subject to the approval of the Board of Directors or the Table Officers, including, and especially, its financial arrangements. Task force members may be removed by a majority vote of the Board of Directors. Reasonable remuneration to Task force members, for their work on behalf of the Council, shall be set by a majority vote of the Board of Directors.
- C. A commission is constituted under the same procedures as a task force but is of extended, ongoing duration and will deal with any issue of permanent concern.

## **IX. MEETINGS OF THE COUNCIL AND THE BOARD OF DIRECTORS**

- A. There will be at least two meetings of the Board of Directors each year, preferably to be held in conjunction with conferences of the Council or its affiliates. A meeting of the Board of Directors may be waived by majority vote of the Board. Written resolutions in lieu of a meeting are not permitted.

Notice of any Board of Directors' meeting will be provided in writing, by mail or by fax, or by email at least twenty-one days before the date of the meeting.

- B. Special meetings of the Board of Directors may be called at any time by the Table Officers, by petition of 25% of the members of the Board of Directors representing at least three of the Council's constituencies, or by petition of 50 members of the Council.

Notice of a special meeting will be provided by telephone, email, or fax or by at least twenty-four hours before the time of the meeting.

- C. Meetings of the Table Officers will be held at the call of the president who shall inform the Executive Director and the Executive Director will contact all the Table Officers.

There shall be at least two (2) meetings of the executive, one to be held during each of the Board of Directors' meetings, and any additional meetings to be held at the call of the president. A telephone conference call is considered a duly constituted meeting of the Table Officers if all consent to such a meeting in advance and have equal access to the technology. At the outset of such a teleconference meeting, the president shall call the roll to establish quorum, and the Executive Director shall record votes cast verbally.

- D. Each affiliated organization shall have two votes on the Board of Directors, though, in order to exercise those two votes, two different directors from each affiliated organization must attend the meetings of the Board of Directors.

## **X. EXPENDITURES**

### **A. LIMITATIONS**

- i) Neither the Council nor any officer, Board member, committee, task force, or commission shall contract indebtedness on behalf of the Council. Procedures for contracting and payment of accounts will be established in the Policies and Procedures of the Council.
- ii) All expenditures require authorization by any two of the signing officers before payment is made.
- iii) Each piece of capital equipment owned by the Council shall be under the jurisdiction of a Table Officer, member of the Board of Directors, Executive Director or other appointed position. At the end of any such term of office, the equipment shall be returned to the Council office unless other arrangements have been authorized by the Board of Directors.

### **B. USE OF EARNINGS**

No part of the net earnings, if any, of the Council shall benefit any private person or party, but all new earnings shall be used solely and exclusively for the aims for the Council.

### **C. FISCAL YEAR**

The fiscal year shall commence January 1.

## **D. REVIEW AND AUDIT**

The members shall, at the Annual General Meeting, appoint a designated accountant to review or audit the accounts of the Council for report to the members at the next general meeting. Said designated accountant may not be a director, officer or employee of the Council without the consent of all members. The designated accountant's appointment will be in effect until the next members' meeting. The remuneration of the designated accountant shall be fixed by the Board of Directors.

## **E. BOOKS AND RECORDS**

The Board of Directors shall see that all necessary books and records of the Council are regularly and properly kept.

## **XI. AMENDMENTS**

The constitution and by-laws may be amended by a two-thirds majority of the Board of Directors provided at least three months notice has been given to each Board member.

An amendment or new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act may be enacted by a two-thirds majority of the Board of Directors and confirmed by at least two-thirds of the members at a general meeting, provided that such by-law changes shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

## **XII. POLICY**

- A. Policy shall be determined by majority vote of the Board of Directors.
- B. The Executive Director shall be responsible for compiling and updating the Policies and Procedures of the Council annually.
- C. The Executive Director shall be responsible for the safe keeping of the seal of the Council which will be kept at the registered offices of the Council.
- D. The Table Officers may prescribe such policies and procedures not inconsistent with these by-laws relating to the management and operation of the Council as they deem expedient, provided that such policies and procedures have force and effect only until the next Board of Directors' meeting of the Council when they shall be confirmed, and failing such confirmation, shall at and from that time cease to have any force and effect.

## **INTERPRETATION**

In these by-laws, words importing the singular number or single gender shall include the plural number of masculine or feminine gender as the case may be.