



**OCASA Board of Directors Meeting
By Teleconference
Friday, May 21, 2010
Minutes**

Present: 15			
Collège Boréal	Denise Piovesan	Georgian College	Heather Ummels
Cambrian College	Robert Bentzen	Fleming College	Grant Meadwell
Canadore College	Darrin Caron	Lambton College	Dave Gotts
Canadore College (Secretary)	Mary Lou Rainville	Loyalist College (Past President)	Jim Whiteway
Centennial College	Alan Hare	St. Lawrence College	Don Young
Confederation College (Vice President)	Sheryl Furlonger	Seneca College	Wanda Forsythe
Durham College	Judy Spring		
Fanshawe College (President)	Chris Fliesser	Resource:	
Fanshawe College	Donna Gates	OCASA (Executive Director)	Diane Posterski
Regrets			
Algonquin College	Alanna McDonell	Mohawk College	John Guilfoyle
Confederation College	Rick Moore	Niagara College	Neil Chartrand
George Brown College	Wayne Poirier	Northern College	Judy Rantala
Humber College	Nancy Rodrigues	St. Clair College	Jamie Wilson
La Cité collégiale	Chantal Thiboutot	Sault College	Rick Wing
Loyalist College (Treasurer)	Rick Helman	Sheridan College	Susan Atkinson
Loyalist College	Dan Holland		

**OCASA Board of Directors Meeting
Friday, May 21, 2010
Minutes**

1. Approval of the Agenda

Motion: That the agenda be approved as circulated.

Moved: Sheryl Furlonger

Seconded: Mary Lou Rainville

Carried

2. Approval of the Minutes of the November 9, 2009 Board Meeting

Motion: That the Minutes of the November 9, 2009 Board of Directors meeting be approved as circulated.

Moved: Wanda Forsythe

Seconded: Judy Spring

Carried

3. RESOLUTION OF THE DIRECTORS: Bylaw Amendments

See Appendix 1 for the resolution.

Motion: That the OCASA Bylaw #1 amendments be approved as outlined in the RESOLUTION OF THE DIRECTORS OF THE ONTARIO COLLEGE ADMINISTRATIVE STAFF ASSOCIATION/ ASSOCIATION DU PERSONNEL ADMINISTRATIF DES COLLÈGES DE L'ONTARIO - Bylaw Amendments

Moved: Mary Lou Rainville

Seconded: Sheryl Furlonger

Carried

4. RESOLUTION OF THE DIRECTORS: Motion:

That the Annual General Meeting of OCASA members be called for Monday, June 21, 2010 to be held at Blue Mountain Resort, Collingwood, Ontario beginning at 12:00 noon.

Moved: Judy Spring

Seconded: Donna Gates

Carried

5. Other Business

6. Adjournment: Motion to adjourn.

Moved: Mary Lou Rainville

Seconded: Sheryl Furlonger

Carried

APPENDIX 1

RESOLUTION OF THE DIRECTORS OF THE ONTARIO COLLEGE ADMINISTRATIVE STAFF ASSOCIATION/ ASSOCIATION DU PERSONNEL ADMINISTRATIF DES COLLÈGES DE L'ONTARIO

(the "Corporation")

BY-LAW AMENDMENTS

RESOLVED that By-Law Number 1 relating to the transaction of business and affairs of the Corporation shall be amended in accordance with the following provisions.

Article 5 shall be deleted and replaced as follows:

5. Duties and Number

The affairs of the Corporation shall be managed by a board of directors comprised of 12. The board of directors shall be elected as set out in Article 9 below.

Article 7 shall be deleted and replaced as follows:

7. First Directors

The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected, or appointed in accordance with Article 9 herein.

Article 8 shall be deleted and replaced as follows:

8. Term

Directors shall be appointed for a term of three (3) years, commencing at the commencement of the annual meeting at which the appointment of such individuals to the Board of Directors is to be effective, provided that at the first meeting of the Members, at which time the Board of Directors shall be elected, the term of office for such first Board of Directors shall be as follows:

- (a) One-third (1/3) of the Directors shall be elected for a term of one (1) year;
- (b) One-third (1/3) of the Directors shall be elected for a term of two (2) years;
- (c) One-third (1/3) of the Directors shall be elected for a term of three (3) years.

No director shall be eligible to serve more than two consecutive terms, except in the case of a Past President who may hold office during the term of his or her successor. A member who has served two consecutive terms shall not be eligible to serve again as a Director before the passing of at least three years.

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The current Article 9 shall now be Article 11, and deleted and replaced as follows:

11. Vacancies

The office of a director shall automatically be vacated.

- (a) if the director ceases to be a member of the Corporation;
- (b) if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be a mentally incompetent person or becomes of unsound mind;
- (d) if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
- (f) if the director dies.

Any vacancy in a director position, however caused, may be filled by a majority vote of the remaining directors so long as quorum of directors remains in office. A director so elected shall remain in office for the duration of the vacant term. The directors shall not fill a vacancy in the manner specified in this clause during the ninety (90) day period immediately preceding an annual general or special meeting. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacant director positions.

A new Article 9 shall be inserted as follows:

9. Election

The members of the board of 12 shall be:

- i. the immediate Past President;
- ii. 8 elected regional directors, with two per Region. A regional director must have their primary residence or workplace in the region they serve; and
- iii. 3 directors at large, which may include a retiree member.

Directors shall be elected by a majority of the members in attendance personally at the annual general meeting of the Corporation or by proxy in the manner set out in these by-laws. The election of directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies filled.

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The current Article 10, Filling Vacancies, shall be deleted and replaced as follows:

10. Nomination of Directors

Nominations for vacant Director positions shall be submitted in writing to the Chair of the committee responsible for nominations at least 21 days in advance of the meeting at which the vote is to be held. It shall contain the signature of two members of the corporation in good standing and a signed acceptance of the nomination by the nominee.

Article 11, Executive Committee, shall now be numbered as Article 12.

Article 12, Other Committees, shall now be numbered as Article 13.

Article 13, Remuneration of Directors, shall now be numbered as Article 14.

Article 14, Place of Meeting, shall now be numbered as Article 16.

Article 15, Notice, shall now be numbered as Article 17, deleted and replaced as follows:

17. Notice

A meeting of directors may be convened by the President of the board or any three directors at any time. The Secretary, when directed or authorized by such persons, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be in writing and served not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called: provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting. Notice of any such meeting shall state the day, hour and place of the meeting and the general nature of the business being transacted and shall be sent either personally or by sending such notice to each board member through the mail in the form of a letter, or by fax or e-mail to the last number or address that appears on the member list of the Corporation, or if no address be given therein, to the last address of such board member known to the Secretary of the Corporation.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting provided that a quorum of the directors is present.

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A new Article 15 shall be inserted as follows:

15. Responsibilities of Board Members

Each board member will, without limitation,:

- i. attend board meetings, regular and special meetings of the membership;
- ii. review agenda and supporting documents prior to board and committee meetings;
- iii. act honestly, in good faith and be available for tasks and duties that serve the best interests and functions of the Corporation and the public;
- iv. take an active role on the board through participation in committee work;
- v. respect the financial policies of the board;
- vi. review and vote on the approval of the Corporation's budget;
- vii. promote the Corporation's membership and its services;
- viii. report to the board any material legal matter in which he or she has been named as defendant or which may constitute a conflict of interest;
- ix. assist in developing and maintaining positive relations among the board, committees, staff members and community to enhance the Corporation's mission; and
- x. ensure that the Corporation maintains appropriate statements and records and, where appropriate, ensure that notice is published for the purpose of making the the membership aware that certain statements and records are available for inspection.

Article 16, Error or Omission in Giving Notice, shall now be numbered as Article 18.

Article 17, Adjournment, shall now be numbered as Article 19.

Article 18, Regular Meetings, shall now be numbered as Article 20.

Article 19, Quorum, shall now be numbered as Article 21.

Article 20, Voting, shall now be numbered as Article 22.

Article 21, Telephone Participation, shall now be numbered as Article 23.

Article 22, Administer Affairs, shall now be numbered as Article 24 deleted and replaced as follows:

24. Administer Affairs

The board of directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letter Patent or otherwise authorized to exercise and do.

Article 23, Expenditure, shall now be numbered as Article 25.

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Article 24, Borrowing Power, shall now be numbered as Article 26.

Article 25, Fees and Fund Raising, shall now be numbered as Article 27.

Article 26, Agents and Employees, shall now be numbered as Article 28.

Article 27, Remuneration of Agents and Employees, shall now be numbered as Article 29.

Article 28, Appointment, shall now be numbered as Article 30.

Article 29, Vacancies, shall now be numbered as Article 31.

Article 30, Remuneration of Officers, shall now be numbered as Article 32.

Article 31, Removal of Officers, shall now be numbered as Article 33.

Article 32, Duties of Officers may be Delegated, shall now be numbered as Article 34.

Article 33, Powers and Duties, shall now be numbered as Article 35.

Article 34, For the Protection of Directors and Officers, shall now be numbered as Article 36.

Article 35, Indemnities to Directors and Others, shall now be numbered as Article 37.

Article 36, Conflict of Interest, shall now be numbered as Article 38.

Article 37, Submission of Contracts or Transactions to Members for Approval, shall now be numbered as Article 39.

Article 38, Eligibility, shall now be numbered as Article 40, and deleted and replaced as follows:

40. Eligibility

Membership in the Corporation is open to an employee of an Ontario College of Applied Arts and Technology who is accepted for membership by the board of directors except:

- (g) those who are employed as college presidents;
- (h) those who are “employees” and who are members of or eligible to become members of a “bargaining unit” as these terms are defined in Section 1. of the Colleges Collective Bargaining Act, R.S.O. 1990, c. C15;
- (i) those who are employed on a non-full time basis, and who, if they were employed on a full time basis, would fall within the exclusion contained in b).

Associate Membership in the Association is open to administrative employees in publicly funded Ontario colleges and institutes that do not fall under the CAAT system but share common interests in professional development, research and employee advocacy. The Executive Committee shall determine associate membership on a case-by-case basis. Associate members are entitled to attend meetings of members but are not eligible to be directors of the corporation and are not entitled to vote at a meeting of members.

Retiree Membership in the Association is open to all administrative employees who were formerly employed at a College are retired and who would have been eligible for membership in the Corporation when they were last employed at a College. Retiree members are entitled to attend meetings of members but are not eligible to be directors of the Corporation and are not entitled to vote at a meeting of members. For the purpose of

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these by-laws “College” shall include an Ontario College of Applied Arts and Technology and/or a publically funded Ontario College.

Article 39, Application for Membership, shall now be numbered as Article 41, and deleted and replaced as follows:

41. Application for Membership

Applications for membership shall be addressed to the head office of the Corporation. Members in good standing shall be those persons who are eligible for membership and who are at least 18 years of age and have paid all required fees and assessments to the Corporation. Members whose fees or assessments are in arrears may be required by the Committee to pay an administrative fee for reinstatement of membership in good standing. Only a member in good standing shall have the right to:

- (j) attend and participate at meetings of the Corporation;
- (k) be informed of matters of interest to the membership;
- (l) seek and hold office in the Corporation;
- (m) vote on any matters, provided that the member is not an Associate Member or Retiree Member; and
- (n) serve as an appointed or elected official representative of the Corporation.

Article 40, Resignation, shall now be numbered as Article 42.

Article 41, Termination of Membership The interest of a member in the Corporation is not transferable and lapses and ceases to exist, shall now be numbered as Article 43.

Article 42, Annual Meeting, shall now be numbered as Article 44 and deleted and replaced as follows:

44. Annual Meeting

Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located for the purpose of:

- i. Considering and approving the minutes of the previous annual meeting and any special general meeting that may have been held since the last annual meeting;
- ii. Receiving and considering audited financial statements for the preceding fiscal year;
- iii. Receiving and considering such other reports and statements as are required by the Corporations Act (and other legislation);
- iv. Electing directors;
- v. Appointing the auditors for the next fiscal year
- vi. Transacting any other business properly brought before the meeting

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Article 43, General Meetings, shall now be numbered as Article 45 and deleted and replaced as follows:

45. General Meetings

Other meetings of the members may be convened by order of the President or by the board of directors or upon a written request signed by 10% of the voting membership and stipulating the purpose of the meeting at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The board of directors shall call a general meeting of members on written requisition of not less than one-tenth of the members.

Article 44, Notice, shall now be numbered as Article 46 and deleted and replaced as follows:

46. Notice

Twenty-one (21) days' written notice shall be given to each voting and non-voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. A written notice stating the day, hour, and place of the meeting and the general nature of the business being transacted shall be sent either personally or by sending such notice to each member through the mail in the form of a letter, in the Corporation's newsletter, or by e-mail to the last address that appears on the member list of the Corporation, or if no address be given therein, to the last address of such member known to the Secretary of the Corporation.

Article 45, Waiver of Notice, shall now be numbered as Article 47.

Article 46, Error or Omission in Giving Notice, shall now be numbered as Article 48.

Article 47, Quorum, shall now be numbered as Article 49.

Article 48, Chairperson of the Meeting, shall now be numbered as Article 50.

Article 49, Adjournment, shall now be numbered as Article 51.

Article 50, Voting of Members, shall now be numbered as Article 52.

Article 51, Proxies, shall now be numbered as Article 53 and deleted and replaced as follows:

53. Proxies

Votes at a meeting of the members may be given either personally or by proxy. At every meeting at which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll

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and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized to represent one or more members and/or individual so authorized to represent one or more members who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxy holder.

A proxy shall be executed by the member in writing.

A person appointed to act as a proxy must be a member of the Corporation.

A proxy may be in the following form:

PROXY

The undersigned member of **ONTARIO COLLEGE ADMINISTRATIVE STAFF ASSOCIATION** hereby appoints

_____ of _____
or failing the person appointed above,

_____ of _____

as the proxy of the undersigned to attend and act at the meeting of the members of the said manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, A.D. 200.

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairperson of any meeting of members may, subject to any regulations made as aforesaid, in the chairperson's discretion accept electronic, telegraphic or facsimile or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such electronic, telegraphic or cable or facsimile or written communication accepted by the chairperson of the meeting shall be valid and shall be counted.

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Article 52, Voting Shares and Securities, shall now be numbered as Article 54.

Article 53, Custody of Securities, shall now be numbered as Article 55.

Article 54, Execution of Instruments, shall now be numbered as Article 56.

Article 55, Cheques, Drafts, Notes, Etc., shall now be numbered as Article 57.

Article 56, Service, shall now be numbered as Article 58.

Article 57, Signature to Notices, shall now be numbered as Article 59.

Article 58, Computation of Time, shall now be numbered as Article 60.

Article 59, Proof of Service, shall now be numbered as Article 61.

Article 60, Auditors, shall now be numbered as Article 62.

Article 61, Financial Year, shall now be numbered as Article 63.

Article 62, Enactment, Repeal and Amendment of By-laws and Special Resolutions, shall now be numbered as Article 64.

Article 63, Rules of Order, shall now be numbered as Article 65.

ENACTED as amended By-law No. 1 by the directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the ____th day of _____, 2010.

President

Secretary

The foregoing amended By-law No. 1 as enacted by the directors of the Corporation was confirmed by the members of the Corporation at a general meeting of the members duly called for that purpose and at which a quorum was present on the ____th day of _____, 2010.

President

Secretary

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"I _____, Secretary of the Corporation, do hereby certify that the foregoing resolution was moved for adoption by Board Member, _____, and seconded by Board Member, _____, and upon vote being taken thereon, the foregoing resolution was passed by a majority vote of the Board of Directors."

Dated this ____ day of _____, 2010.

Mary Lou Rainville, Secretary