



Bylaws

1. NAME

- 1.1 The name of the organization shall be The Council of Ontario Drama and Dance Educators. The equivalent abbreviation of said name shall be CODE, which is a registered (# 119228807 RR0001), not-for-profit, charitable agency. The activities of CODE shall be carried on without purpose of monetary gain for its members. Any excess funds or other accretions to CODE shall be used in promoting its goals.

2. MISSION

- 2.1 CODE encourages and supports the development of drama and dance in education in Ontario.

3. GOALS

- 3.1 To promote strong arts education in schools and communities across Ontario
3.2 To provide a forum for the exchange of ideas among those involved in drama and dance in education
3.3 To provide leadership and advocacy for drama and dance in education
3.4 To provide professional development to those involved in drama and dance in education
3.5 To co-operate with existing arts agencies and educational organizations

4. MEMBERSHIP

- 4.1 All members will subscribe to the mission and goals of CODE. The CODE Executive reserves the right to revoke or deny membership to anyone who does not adhere to the by-laws and policies of CODE, or is in contravention of the Human Rights Code. This action will be taken only after due process has been taken, as determined by the Management Board policy. (Refer to Membership Policy, Appendix #).
- 4.2 There shall be three types of membership: individual, group and honorary (refer to Membership Policy, Appendix #). Membership fees shall be reviewed and determined by the Executive Committee on an annual basis, prior to the Annual General Meeting.

- 4.3 Individual memberships and group memberships are open to any person or group subscribing to the mission and objectives of CODE.
- 4.4 Honorary membership may be granted to an individual deemed by the Executive Committee to have given outstanding service in the field of drama and dance education. These individuals will be entitled to all rights and privileges common to other members without payment of annual membership fees.
- 4.5 All members in good standing are eligible to hold office and to vote at the Annual General Meeting. (Refer to Membership Policy, Appendix #)

5. COMPOSITION OF THE MANAGEMENT BOARD

- 5.1 A Management Board of nineteen (19) members of CODE shall be responsible for conducting the business of CODE
- 5.2 The nineteen (19) voting positions of the Management Board shall consist of:
 - 5.2.1 The Executive Committee (Past President, President, Vice-President, Secretary, Treasurer)
 - 5.2.2 Chairs of Standing Committees (Membership, Conference, Publications, Communications, Drama Liaison, Dance Liaison)
 - 5.2.3 Regional Coordinators (Western, Central West, Central East, Toronto, Eastern, Mid-Northern, North-Eastern, North-Western)

6. THE EXECUTIVE COMMITTEE

- 6.1 The Officers of the Executive Committee shall include the following:
 - Past-President (to be filled by a member who has served as President)
 - President
 - Vice-President
 - Secretary
 - TreasurerThese Officers together shall be called the Executive Committee.

7. DUTIES OF THE EXECUTIVE COMMITTEE

- 7.1 To carry out the mission and goals of CODE.
- 7.2 To make recommendations to appropriate agencies on matters pertaining to drama and dance in education.
- 7.3 To carry on the routine business of CODE.
- 7.4 To recommend to the Management Board such appointments to honorary memberships in CODE as are felt suitable. (Refer to Membership Policy, Appendix #).

- 7.5 To recommend to the Management Board such policies deemed necessary to the well-being of the organization, and to facilitate a yearly review of existing policies.
- 7.6 To conduct the financial affairs of the organization and to monitor annual budgets as approved by the Management Board.
- 7.7 To appoint advisory committees to support the Management Board with advice or recommendations related to specific issues. Advisory committees shall report to the Management Board within a time frame specified at their formation. The formation and dissolution of advisory committees will be determined by the Executive Committee.
- 7.8 A quorum for meetings of the Executive Committee shall consist of three (3) members of the committee. The President shall have a vote. Any vote resulting in a tie shall be deemed to have been defeated.
- 7.9 To ensure that all duties of vacant Executive Committee positions are carried out as delegated by the Executive Committee.

8. DUTIES OF THE OFFICERS

- 8.1 Past-President
 - 8.1.1 Shall have served a minimum of one year as President
 - 8.1.2 Shall be an advisor and consultant to the Management Board and to the conference committee
 - 8.1.3 Shall chair the nominating committee
 - 8.1.4 Shall serve a two year term
 - 8.1.5 Shall attend all Executive Committee meetings during his/her term of office
 - 8.1.6 Shall be the Chief Privacy Officer (refer to Privacy Policy, Appendix #).
 - 8.1.7 Shall be an advisor to the Publications Committee
- 8.2 President
 - 8.2.1 Shall have served on the Management Board for at least one year prior to his/her election as President
 - 8.2.2 Shall serve a two year term
 - 8.2.3 Shall be the official spokesperson for CODE
 - 8.2.4 Shall chair all meetings of the Executive Committee and the Management Board
 - 8.2.5 Shall be responsible for responding to Ministry of Education initiatives and correspondence
 - 8.2.6 Shall initiate activities directed at decision-makers in Ontario education (e.g. trustees, administrators, parent organizations, etc.)
 - 8.2.7 Shall be an "ex-officio" member of all committees
 - 8.2.8 Shall have access to financial activity and records at all times
 - 8.2.9 Shall adhere to the rules of the Treasury policy (Refer to Policy # ____)

- 8.3 Vice-President
 - 8.3.1 Shall have all the powers and perform the duties of the President in his/her absence
 - 8.3.2 Shall co-operate with the President in plans pertaining to all aspects of CODE
 - 8.3.3 Shall co-ordinate the promotion of CODE to the public, educational and arts organizations
 - 8.3.4 Shall be a member of Standing Committees as deemed necessary
- 8.4 Secretary
 - 8.4.1 Shall keep records of the proceedings of all Management Board and Executive Committee meetings
 - 8.4.2 Shall report incoming correspondence and conduct routine correspondence as directed by the Executive
 - 8.4.3 Shall give notice of meetings as directed by the Executive Committee
 - 8.4.4 Shall update and distribute a copy of the CODE by-laws to all members in years ending in "0" and "5", and upon request at other times
 - 8.4.5 Shall ensure that the minutes of all meetings are archived in an official minutes binder for reference purposes
 - 8.4.6 Shall create a summary of all motions and decisions taken during his/her term of office and ensure that this document is passed on to the Executive Committee at the completion of his /her term
- 8.5 Treasurer
 - 8.5.1 Shall be primary signing officer of CODE
 - 8.5.2 Shall prepare financial reports for the Executive Committee as required
 - 8.5.3 Shall ensure that expenses are paid promptly
 - 8.5.4 Shall ensure that the financial records are professionally and independently reviewed each year
 - 8.5.5 Shall review project proposals, in consultation with the Executive Committee
 - 8.5.6 Shall prepare an annual budget for presentation at the Annual General Meeting
 - 8.5.7 Shall report on CODE's financial condition at the Annual General Meeting
 - 8.5.8 Shall oversee the preparation and distribution of official financial documents, including official receipts for tax purposes, and government forms

9. STANDING COMMITTEES

- 9.1 The general membership shall elect the following committee chairs:
 - Membership Officer
 - Publications Chair
 - Conference Chair
 - Drama Liaison
 - Dance Liaison
 - Communications Chair

10. DUTIES OF COMMITTEE CHAIRS

Each committee chair shall be responsible for assembling a committee to carry out the following functions:

- 10.1 Membership
 - 10.1.2 Shall maintain contact with current members
 - 10.1.3 Shall maintain accurate, up-to-date membership files
 - 10.1.4 Shall work with the Regional Coordinators to promote networking among CODE members in their regions
 - 10.1.5 Other duties as assigned
- 10.2 Publications
 - 10.2.1 Shall be responsible for all official CODE publications
 - 10.2.2 Shall appoint, with the approval of the Executive Committee, representatives to work on publications jointly sponsored by CODE and other organizations
 - 10.2.3 Shall work with the Regional Coordinators to encourage information gathering within and communication among all regions
 - 10.2.4 Shall work with the Communications chair to gather and provide materials for the website
 - 10.2.5 Other duties as assigned
- 10.3 Conference
 - 10.3.1 Shall chair the conference committee
 - 10.3.2 Shall report to the Executive Committee and to the President at regular intervals
 - 10.3.3 Shall develop detailed venue and budget proposals for Management Board consideration
 - 10.3.4 Shall maintain an up-to-date resource file of presenters
 - 10.3.5 Other duties as assigned
- 10.4 Drama Liaison
 - 10.4.1 Shall develop and maintain representation and communication with other organizations, with emphasis on those which have a drama and arts education focus
 - 10.4.2 Shall actively seek ways and means of promoting and implementing the goals of CODE within other organizations
 - 10.4.3 Shall maintain an up-to-date contact list of provincial drama and arts education organizations
 - 10.4.4 Shall develop and maintain materials for display and other public purposes
 - 10.4.5 Shall work with the Regional Coordinators to provide professional resources to assist CODE members
 - 10.4.6 Other duties as assigned

- 10.5 Dance Liaison
 - 10.5.1 Shall develop and maintain representation and communication with other organizations, with emphasis on those which have a dance and arts education focus
 - 10.5.2 Shall actively seek ways and means of promoting and implementing the objectives of CODE within other organizations
 - 10.5.3 Shall maintain an up-to-date contact list of provincial dance and arts education organizations
 - 10.5.4 Shall develop and maintain materials for display and other public purposes
 - 10.5.5 Shall work with the Regional Coordinators to provide professional resources to assist CODE members
 - 10.5.6 Other duties as assigned
- 10.6 Communications
 - 10.6.1 Shall monitor professional dialogue and communication upon request of the President
 - 10.6.2 Shall be responsible for the maintaining the CODE website, monitoring the need for changes, updates, or additions
 - 10.6.3 Shall be responsible for developing CODE promotional material
 - 10.6.4 Shall gather information and monitor websites that relate to CODE's mission and goals
 - 10.6.5 Shall ensure that the CODE website is rich with current information of relevance to CODE members
 - 10.6.6 Other duties as assigned

11. DUTIES OF REGIONAL COORDINATORS

- 11.1 Regional Coordinators of the eight regions shall be elected by CODE members from each region at or before the time of the Annual General Meeting and will sit as members of the Management Board. Regional Coordinators will serve a two-year term. At the end of the term, they are eligible for re-election to a second, two-year term in the same position.
- 11.2 They shall represent the regions as noted in Appendix 1.
- 11.3 The duties of Regional Coordinators are:
 - 11.3.1 To attend Management Board meetings
 - 11.3.2 To be an active member of a standing committee
 - 11.3.3 To provide resource services for CODE members within their regions
 - 11.3.4 To organize regional in-service workshops for CODE members and others within their regions

- 11.3.5 To report to the Management Board all pertinent information regarding regional activities
- 11.3.6 To make and maintain contact with the Education Officers in their Ministry of Education Regional office

12. ELECTION OF THE MANAGEMENT BOARD

- 12.1 Members of the Management Board shall be elected during the Annual General Meeting.
- 12.2 Members of the Management Board will serve a two-year term. At the end of the term, they are eligible for re-election to a second, two-year term in the same position.
- 12.3 Officers (members of the Executive Committee) shall be elected in even-numbered years, Committee chairs and Regional Coordinators shall be elected in odd-numbered years.
- 12.4 The Nominating Committee shall consist of three members: The Past-President (chair), a current member of the Management Board and a member at large. The Nominating Committee will present to the Annual General Meeting a list of nominees to the Management Board. Nominations will be actively solicited from the membership throughout the year, such nominations to be in writing and bearing the signatures of the nominee, the nominator and at least three other current CODE members. Nominations from the general membership will also be welcomed, with the above procedure re. signatures to be followed. All nominations will close twelve hours before the Annual General Meeting.
- 12.5 The Nominating Committee will make every effort to solicit a slate of nominees for all Executive Committee positions and Chairs of Standing Committees that is representative of CODE'S regional structure and its members. (Refer to Nominating Committee Guidelines, Appendix # _____)

13. MEETINGS OF THE EXECUTIVE COMMITTEE AND MANAGEMENT BOARD

- 13.1 The Management Board and Executive Committee shall meet together at the call of the President, (or Vice-President, in the President's absence and with his/her approval) no less than three times per year.
- 13.2 All terms of office will commence within thirty (30) days after the Annual General Meeting. The outgoing board members are expected to assist the incoming board members in every way possible during the transition.
- 13.3 Members of the Management Board are expected to attend and participate in all Board meetings. If a member does not attend three (3) consecutive meetings without a satisfactory explanation, the member will be considered to be in default of his/her duties.

- The Executive Committee, through the Nominating Committee, shall have the power to replace the member for the duration of the unexpired term.
- 13.4 Upon accepted resignation or death of an officer, the Executive Committee shall have the power to appoint a replacement for the duration of the term of office.
 - 13.5 Meetings of the Management Board are open to all CODE members. Dates, times, locations and agendas of upcoming meetings will be determined by the President and made available by the Secretary.
 - 13.6 Members shall have the right to address the Board with the President's advance approval. The President shall have the right to exclude members when matters involving individual, named members or acquisition of property are discussed.
 - 13.7 No votes shall be taken at meetings of the Management Board unless a quorum is present.
 - 13.8 A quorum shall consist of half of the current filled Management Board Positions plus one (1), including the President or his/her designate. (i.e. If all nineteen (19) positions are filled, quorum will be 10)
 - 13.9 The President (or Vice-President in the President's absence) shall chair each meeting, but will not have a vote, except in the instance of a tie, in which case the President or Vice-President in the President's absence, shall cast the tie-breaking vote.
 - 13.10 The President will call a minimum of three meetings of the Executive Committee per year, excluding any joint meetings of the incoming and the outgoing Executive Committees.

14. ANNUAL GENERAL MEETING

- 14.1 The General Membership places its trust in its elected representatives who are responsible for carrying out the business of CODE in a transparent, fair and equitable manner at the Annual General meeting.
- 14.2 Notice of the Annual General Meeting will be posted on the web-site and other widely-circulated materials.
- 14.3 The elected representatives of the members will report on how CODE has progressed in relation to its stated mission and goals during the previous fiscal year.
- 14.4 The purposes of the Annual General Meeting are:
 - 14.4.1 To review the activities of the Management Board during the previous year by receiving official written reports
 - 14.4.2 To review the financial position of the organization
 - 14.4.3 To propose amendments to the by-laws
 - 14.4.4 To elect officers and committee chairs
 - 14.4.5 To appoint financial auditors, when applicable
- 14.5 The agenda of the Annual General Meeting shall include, in this order:

- 14.5.1 Written reports from each member of the Executive, including the presentation of detailed financial reports based on the previous fiscal year and a budget for the upcoming year.
- 14.5.2 Proposed amendments to the by-laws, if applicable
- 14.5.3 Elections of officers, or committee chairs and regional coordinators
- 14.5.4 Appointment of auditors, when applicable
- 14.5.5 Additional items as determined by the Executive Committee.

15. FISCAL YEAR

- 15.1 The fiscal year shall end on June 30 each year.

16. AMENDMENTS

- 16.1 These by-laws may be amended by the membership at the Annual General Meeting. Notices of Motion concerning amendments must be submitted to the Executive Committee at least thirty calendar days prior to the annual general meeting. Such notice must be signed by at least three current members. Any motion regarding revision of these by-laws receiving an affirmative vote of two-thirds of the members present at the meeting shall be deemed to have passed.

- amended and passed at the Annual General Meeting, Oct. 24, 1993
- amended and passed at the Annual General Meeting, Oct. 26, 1995
- amended and passed at the Annual General Meeting, Nov. 6, 1998
- amended and passed at the Annual General Meeting, Nov. 5, 2006

President of the Management Board

Vice President of the Management Board

Secretary of the Management Board

Treasurer of the Management Board

Past President of the Management Board



APPENDIX 1 CODE REGIONS

These regions have been identified by Ministry of Education Regional Offices and District School Boards. The regions include public, Catholic, private and independent schools. CODE is responsible to all regions and actively seeks to expand the membership of educators, professional artists and arts organizations and community artists in all regions. A member's place of employment determines the membership region to which he/she belongs.

WESTERN REGION

Bluewater DSB
Avon Maitland DSB
Greater Essex County DSB
Lambton Kent DSB
Thames Valley DSB
Bruce-Grey Catholic DSB
Huron-Perth Catholic DSB
Windsor-Essex Catholic DSB
London District Catholic School Board
St. Clair Catholic DSB

CENTRAL WEST

Upper Grand DSB
Peel DSB
Halton DSB
Hamilton-Wentworth DSB
District School Board of Niagara
Grand Erie DSB
Waterloo Region DSB
Dufferin-Peel Catholic DSB
Halton Catholic DSB
Hamilton-Wentworth Catholic DSB
Wellington Catholic DSB
Waterloo Catholic DSB
Niagara Catholic DSB
Brant/Haldimand-Norfolk Catholic DSB

CENTRAL EAST

Durham DSB
Kawartha Pine Ridge DSB
Trillium Lakelands DSB
York Region DSB
Simcoe County DSB
Peterborough Victoria Northumberland
Clarington Catholic DSB
York Catholic DSB
Simcoe Muskoka Catholic DSB

Durham Catholic DSB

METRO TORONTO

Toronto DSB
Toronto Catholic DSB

EASTERN

Ottawa-Carleton DSB
Upper Canada DSB
Limestone DSB
Hastings and Prince Edward DSB
Renfrew County DSB
Catholic DSB of Eastern Ontario
Ottawa-Carleton Catholic DSB
Renfrew County Catholic DSB
Algonquin and Lakeshore Catholic DSB

MIDNORTHERN

Rainbow DSB
Near North DSB
Nipissing-Parry Sound Catholic DSB
Sudbury Catholic DSB

NORTHEASTERN

District School Board Ontario North East
Algoma DSB
Northeastern Catholic DSB
Huron-Superior Catholic DSB

NORTHWESTERN

Keewatin-Patricia DSB
Rainy River DSB
Lakehead DSB
Superior-Greenstone DSB
Northwest Catholic DSB
Kenora Catholic DSB
Thunder Bay Catholic DSB
Superior North Catholic DSB