

**ONTARIO
COOPERATIVE EDUCATION
ASSOCIATION
(OCEA)**

CONSTITUTION & BYLAWS 2026

(Last Full Constitutional Review: November 2022)



————— *Pathways to Success*

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OCEA MISSION STATEMENT

“Facilitating and supporting the exchange of ideas among Experiential Learning Professionals.”

The Ontario Cooperative Education Association (OCEA) is a not-for-profit professional organization of Ontario Cooperative Education and Experiential Learning professionals. It strives to provide the leadership and vision needed for optimal professional development of its members. The Association also develops and facilitates access to information, resources, and other supports relevant to OCEA members and other Experiential Learning professionals in the province of Ontario, while supporting excellence in the education of all students in Ontario.

OCEA ETHICAL STATEMENT

PART 1: CONTENT COMPETENCE / PROFESSIONAL PRACTICE: DEVELOPMENT AND IMPLEMENTATION OF COOPERATIVE EDUCATION COURSE(S)

A cooperative education teacher maintains a high level of subject matter knowledge and ensures that course content is current, accurate, and reflects the curriculum expectations and policies as stated in *The Ontario Curriculum, Grades 11 and 12, Cooperative Education, 2018*.

•**PREPARING THE STUDENT:** Cooperative education teachers, in collaboration with the principal, ensure an equitable and inclusive process to determine a student's readiness to participate in cooperative education.

•**ESTABLISHING THE COMMUNITY CONNECTION:** Cooperative education teachers, in collaboration with the principal, ensure there is a process in place to find and assess community placements that offer educationally rich and safe learning experiences for all students.

•**COLLABORATING WITH OTHERS:** Cooperative education teachers work collaboratively with others to plan and implement cooperative education courses that meet the needs of all students.

•**SUPPORTING STUDENT LEARNING:** Cooperative education teachers support students in making connections between their learning in school (curriculum) and their learning in the community and how it relates to their education and career/life planning.

•**SUPPORTING STUDENT ACHIEVEMENT:** Cooperative education teachers improve student achievement by helping to expand and deepen students' understanding of the curriculum as they apply their skills and knowledge in a community setting.

•**SUPPORTING STUDENT HEALTH, SAFETY, AND WELL-BEING:** Cooperative education teachers support student's health, safety, and well-being. By fostering learning environments, both in the classroom and the community components of the course, teachers contribute to the student's health and safety and positive sense of self, spirit, and belonging (well-being).

PART 2: PROFESSIONAL CONDUCT

•**ETHICAL BEHAVIOUR:** Cooperative education teachers demonstrate ethical behaviour and support and assist colleagues in maintaining ethical practices related to cooperative education and other forms of experiential learning.

•**CONFIDENTIALITY:** A cooperative education teacher ensures that student records and private conversations are kept confidential and releases this information only with the student's or parent's consent if there are reasonable grounds for believing that releasing such information will benefit the student.

OCEA ORGANIZATIONAL STRUCTURE

THE OCEA LEADERSHIP TEAM:

POSITION HELD		ELECTED...	TERM LENGTH
BOARD OF DIRECTORS (8):			
Chair (<i>Chief Executive Officer</i>)		Not Elected	One-year
Vice-Chair		Every year	One-year
Past-Chair		Not Elected	One-year
Treasurer		As needed	Three-year
Secretary		As needed	Three-year
Director-at-large: English		In odd-numbered years	Two-year
Director-at-large: French		In even-numbered years	Two-year
Communications Officer		In odd-numbered years	Two-year
PROVINCIAL REPRESENTATIVES (6):		ELECTED...	TERM LENGTH
PROVINCIAL REPRESENTATIVES (6):	South (English)	In even-numbered years	Two-year
	East (English)		
	Francophone: North		
	Central (English)	In odd-numbered years	
	North (English)		
	Francophone: Central-East-South		

CONSTITUTION

(Adopted 1978 - Revised 1983, 1988, 1990, 1991, 1994, 1999, 2000, 2001, 2006, 2007, 2008, 2009, 2010, 2012, 2014, 2015, 2016, 2017, 2019, 2022)

Article 1 - NAME

- 1.1 The name shall be "Ontario (Cooperative) Education Association" (OCEA), hereinafter referred to as the "Association".

Article 2 - DEFINITIONS

- 2.1 "ABM" is defined as the Annual Business Meeting of the Association.
- 2.2 "Board" refers to the Board of Directors of the Association.
- 2.3 "Bylaw" refers to a set of operating procedures directly related to the Constitution that allow the Board of Directors to manage the Association on a day-to-day basis.
- 2.4 "Constitution" refers to the guiding Principles and Policies of the Association.
- 2.5 "Cooperative Education" is defined as a planned learning experience for which secondary school credits are earned. It integrates the knowledge and skills of a Ministry of Education approved course with the practical learning experiences of a community placement. Integration will be reflected in the student's Cooperative Education Learning Plan (CELP). The student will have a pre-placement orientation, a CELP, will be monitored regularly on site by the Cooperative Education teacher, be given opportunities for reflective learning and will be assessed by the partners to this learning experience.
- 2.6 "Job Shadowing" is defined as one-on-one observation of a worker at a place of employment for up to three (3) days. This experience may be part of a credit course and may be part of a student's School-Work Transition Program.
- 2.7 "Job Twinning" is defined as one-on-one observation of a Cooperative Education student at the Cooperative Education student's placement for usually up to one day. It may be part of a credit course and it may be part of a student's School-Work Transition Program.
- 2.8 "Members" refers to those in good standing with the Association.
- 2.9 "OCEA Leadership Team" refers to the eight (8) members of the Board of Directors together with the six (6) Provincial Representatives.
- 2.10 "Officers" refers to the Members of the Board of Directors.
- 2.11 The "Ontario Youth Apprenticeship Program" (OYAP) is defined as a specialized program that enables students who are 16 years of age and older to meet diploma requirements while participating in an occupation that requires an apprenticeship. In OYAP, students earn Cooperative Education credits. Students may or may not be formally registered as apprentices while attending a secondary school. Students may receive apprenticeship in- school curriculum delivered by a teacher who holds an Ontario Teacher's Certificate as well as being qualified in the trade.

- 2.12 "Other Forms of Experiential Learning" includes such programs as the Ontario Youth Apprenticeship Program (OYAP), Work Experience, Virtual Work Experience, School-to-Work Transition, Job Shadowing and Job Twinning.
- 2.13 "School-Work Transition Programs" are defined as including both in-school and work-based experiences, including Job Shadowing, Work Experience, Cooperative Education, and in- depth skills training, and require the involvement of employers in their development and delivery. School-work transition programs consist of several courses that prepare students to meet the requirements of a specific occupation or apprenticeship.
- 2.14 "Virtual Work Experience" is defined as students completing all or part of the placement of their program remotely. Students are integrated into a regular cooperative education program for the classroom component and use technology provided at the school to complete all or part of the community component. Virtual Work Experience, via information technology, must follow the same policies and procedures for Work Experience.
- 2.15 "Work Experience" is defined as a component of any credit course that provides students with a learning opportunity in the workplace for a limited period from one to four weeks.

Article 3 - OBJECTS

- 3.1 The Association is a bilingual not-for-profit professional organization founded to promote the development of Cooperative Education and other forms of Experiential Learning in Ontario English and French secondary schools, and to assist in the professional development of its members by:
- 3.1.1 Developing an appreciation of the significance and values of Cooperative Education and Other Forms of Experiential Learning.
- 3.1.2 Providing a forum for the active interchange of ideas and experiences among educators, employers, students, and others.
- 3.1.3 Providing and disseminating information about Cooperative Education and Other Forms of Experiential Learning.
- 3.1.4 Promoting courses, programs and initiatives involving Cooperative Education and Other Forms of Experiential Learning, across the curriculum.
- 3.1.5 Providing workshops, conferences, seminars, and other learning activities to improve standards of professional service in the field of Cooperative Education and other Forms of Experiential Learning, and
- 3.1.6 Responding to current issues and researching future directions that may affect the quality and delivery of Cooperative Education and Other Forms of Experiential Learning.

Article 4 - ETHICS

- 4.1 The Association has an ETHICAL STATEMENT as found in the *ETHICAL GUIDELINES & LEGAL ISSUES FOR COOPERATIVE EDUCATION, OYAP, & OTHER EXPERIENTIAL LEARNING PROGRAMS, 2022*.

Article 5 – MEMBERSHIP

- 5.1 There shall be two groupings of Members: **STATUTORY** and **NON-STATUTORY**.

Article 6 – BOARD OF DIRECTORS

- 6.1 The property and business of the Association shall be managed by the Board of Directors consisting of eight (8) members:
 - 6.1.1 Five (5) Executive Officers who shall be a Chair, a Vice-Chair, a Past-Chair, a Secretary, and a Treasurer; and
 - 6.1.2 Two (2) Directors-at-large.
 - 6.1.3 The Communication Officer.
- 6.2 The duties of the Board of Directors, collectively and individually, shall be determined by the Board of Directors from time to time.

Article 7 - PROVINCIAL REPRESENTATION

- 7.1 There shall be a Provincial Representative in each Region established by the Board.
- 7.2 Each Provincial Representative will be elected every two (2) years by the Members of their Region.
- 7.3 The Board shall from time to time determine the functions of Provincial Representatives.

Article 8 - ANNUAL MEETINGS

- 8.1 There shall be an Annual Business Meeting (ABM) of the Association, the time, and the place to be selected by the Board of Directors.

Article 9 - CONSTITUTIONAL AMENDMENTS

- 9.1 Constitutional amendments shall take effect the September 1 following the ABM, unless stated otherwise in a motion passed in advance of the amendment(s) being considered.
- 9.2 Members of the Association may propose Constitutional amendments provided that each amendment is duly moved and seconded.
- 9.3 Notice of proposed amendments should be given in writing to the Secretary at least forty-five (45) days before the ABM.
- 9.4 The Secretary shall e-mail to all Members a notice of the proposed amendment(s) at least thirty (30) days before the ABM.
- 9.5 The Constitution may be amended only on the vote of not less than two-thirds (2/3) of the Members present and voting at the ABM, prior notice having been given.
- 9.6 Amendments from the floor of the ABM shall be passed only on the vote of not less than ninety percent (90%) of the Members present and voting.
- 9.7 Amendments to the Constitution will be reported as soon as possible and at the next ABM.
- 9.8 The Board of Directors shall cause a constitutional review to occur every five (5) years.

Article 10 - PARLIAMENTARY AUTHORITY

- 10.1 In the event that matters of procedure arise which cannot be resolved by reference to the Articles and By-laws of this Constitution, reference shall be made to Robert's Rules of Order Newly Revised (most recent edition).

BYLAWS

(Adopted 1978 - Revised 1983, 1988, 1990, 1991, 1994, 1999, 2000, 2001, 2006, 2007, 2008, 2009, 2010, 2012, 2014, 2015, 2016, 2017, 2019, 2022, 2025)

Bylaw 1 - MEMBERSHIP

- 1.1 There shall be two membership categories: **STATUTORY** and **NON-STATUTORY**.
- 1.1.1 Members holding a **STATUTORY** membership shall have full voting rights at the ABM.
- 1.1.2 Members holding a **NON-STATUTORY** membership shall not be able to vote at the ABM.
- 1.2 **STATUTORY MEMBERSHIP** shall be divided into:
- 1.2.1 **STATUTORY REGULAR MEMBERSHIP** shall be available to any person who:
- 1.2.1.1 is a qualified elementary or secondary teacher or administrator *who holds an Ontario College of Teacher's Certification of Qualifications*; and
- 1.2.1.2 is involved in the delivery of Cooperative Education or Other Forms of Experiential Learning, Student Success, SHSM, or other programs that support the objects of the Association; or who holds at least the Cooperative Education AQ Part 1 qualification; and
- 1.2.1.3 is currently working in an elementary or secondary school, a District School Board office setting, government ministry, or who is on leave or secondment from one of these settings.
- 1.2.2 **STATUTORY RETIRED MEMBERSHIP** shall be available to any person who is fully retired and who was a **STATUTORY REGULAR MEMBER** as in Bylaw 1.2.1.
- 1.2.2.1 A **STATUTORY RETIRED MEMBER** is entitled to that membership at a reduced fee.
- 1.2.3 **STATUTORY LIFE MEMBERSHIP** shall be available to a person named by the Board of Directors who exhibits an outstanding contribution to Cooperative Education or Other Forms of Experiential Learning, Student Success, SHSM, or other programs that support the objects of the Association.
- 1.2.3.1 Any member receiving the *George King Award of Excellence* will be given a **STATUTORY** Life Membership.
- 1.2.3.2 A **STATUTORY** Life member is not required to pay the annual membership fee.
- 1.3 **NON-STATUTORY MEMBERSHIP** shall be divided into:
- 1.3.1 **NON-STATUTORY ASSOCIATE MEMBERSHIP** shall be available to any person who is involved in the delivery of Cooperative Education or Other Forms of Experiential Learning, Student Success, SHSM, or other programs that support the objects of the Association, *but who does not hold an Ontario College of Teacher's Certification of Qualifications*.
- 1.3.2 **NON-STATUTORY CANDIDATE MEMBERSHIP** shall be available to any person who is a Teacher Candidate.
- 1.3.2.1 A **NON-STATUTORY CANDIDATE** member is entitled to that membership at a reduced fee.
- 1.4 Membership shall not be transferable and shall terminate upon death, resignation, or non-payment of fees.

- 1.5 The membership chairperson appointed by the Board of Directors shall enter, in a register kept for such purpose, the full name and worksite address of each member of the Association, noting the membership category, and shall maintain such register in accordance with all statutory requirements.
- 1.6 Any member may resign by submitting their resignation in writing to the Membership Chairperson who shall record the date of receipt thereof in the register and such resignation shall be effective immediately upon being so recorded.
- 1.7 Any changes to the annual fees payable by members, recommended by the Board, shall be approved by the membership at the ABM and published thereafter.
- 1.8 The membership year shall commence September 1 and end August 31.
- 1.9 A notice about membership renewal will be given before the end of the current membership year.
- 1.10 The Membership Chairperson or designate shall notify any Members with outstanding fees owing in October, and any Member who does not renew their membership by November 30 shall be in default and thereupon automatically cease to be a Member of the Association.
- 1.11 Any former Member, upon payment of the annual fee, may be reinstated as a Member according to Bylaw 1.

Bylaw 2 - STANDING AND AD HOC COMMITTEES

- 2.1 The Board of Directors may establish, from time to time, such standing and ad hoc committees as it may deem necessary to conduct the business of the Association.
- 2.2 The Chair of the Association or their representative is “ex officio” a member of all Standing and ad hoc committees of the Board of Directors.
- 2.3 The Board will appoint Members to the four (4) Standing Committees: Membership, Communications, Teacher Professional Learning, and Finance.
- 2.4 The Board will determine the extent, duties, jurisdiction, and budget of the Standing Committees.
- 2.5 At the ABM, Members may recommend to the Board the appointment of Ad Hoc Committees from time to time.
- 2.6 The Board will determine the extent, duties and jurisdiction of Ad Hoc Committees and those committees will report to the Board.
- 2.7 Ad Hoc Committees may be allowed to extend their mandate beyond one (1) year with the consent of the Board.
- 2.8 Expenses for Ad Hoc Committee assignments may be paid on behalf of the Association by the Board.

Bylaw 3 - FINANCES

- 3.1 There will be a Finance Committee composed of the Chair, the Vice-Chair, and the Treasurer, who shall act as Chairperson.
- 3.2 The fiscal year shall be one (1) year, from September 1 to the following August 31.
- 3.3 A review engagement for the previous fiscal year shall be done by a certified accounting firm and shall be presented by the Treasurer at the ABM.
- 3.4 The Finance Committee shall recommend the appointment of a certified accounting firm at the ABM.

Bylaw 4 – TERMS OF OFFICE AND CONDITIONS FOR THE ELECTION OF THE OCEA LEADERSHIP TEAM

- 4.1 Only **STATUTORY MEMBERS** in good standing with the Ontario College of Teachers holding a minimum of AQ Part I in Cooperative Education (*and have taught Cooperative Education at least one complete section*) shall have the right to run for and hold office as a member of the OCEA Leadership Team.
- 4.2 All terms of office shall commence the first day of September following their election.
- 4.3 There shall be an annual election for Vice-Chair.
- 4.3.1 The Vice-Chair shall, at the end of their one (1) year term of office, automatically become Chair in the year following the end of that term, for a one (1) year term, and then automatically become Past-Chair in the year following the end of that term, for a one (1) year term.
 - 4.3.1.1 Should the Chair or Past-Chair position become vacant, the Board can appoint the Chair position from either the current Vice-Chair, an existing Director for the remainder of the term, and the Board can appoint a Past-Chair from a previously serving Past-Chair.
- 4.3.2 After having held the position(s) of Chair and/or Past-Chair, a member must take a 3-year leave before being eligible to run again for the position of Vice-Chair, and only if no other nominations are received according to Bylaw 5.4.
- 4.4 The term of office for the Secretary and the Treasurer shall be three (3) years.
 - 4.4.1 A Member is eligible to stand for election as Secretary or Treasurer for up to two (2) consecutive terms.
- 4.5 The term of office for Director-at-large: English, Director-at-large: French and Communication Officer shall be two (2) years.
 - 4.5.1 The Director-at-large: English position shall be limited to members employed by an English language school board. This Directorship shall be elected in odd-numbered years by all OCEA members employed by an English language school board.
 - 4.5.2 The Director-at-large: French position shall be limited to members employed by a French language school board. This Directorship shall be elected in even-numbered years by all OCEA members employed by a French language school board.
 - 4.5.3 A Member is eligible to stand for election for the same directorate or Communication Officer for up to three (3) consecutive terms.
 - 4.5.4 Should no one contest a position for Director-at-large, then the Board of Directors may appoint an OCEA member to fill that position for a one (1) year period. In the following year, there shall

be an election for the Director-at-large position. The term of office for the Director-at-large shall be one (1) year in such a case.

- 4.5.5 The Communications Officer position shall be elected in odd numbered years.
- 4.6 The term of office for the six Provincial Representatives shall be two (2) years.
- 4.6.1 The Provincial Representatives from within the South (English), Eastern (English), and French North Regions shall be elected in even-numbered years, while the Provincial Representatives from within the Central (English), North (English), and French Central-East-South Regions shall be elected in odd-numbered years.
- 4.6.2 The Provincial Representatives shall be elected by those Members voting from their respective Regions.
- 4.6.3 A Member is eligible to stand for election as Provincial Representative for up to three (3) consecutive terms.
- 4.6.4 Should no one contest a position for Provincial Representative, then the Board of Directors may appoint an OCEA member who works in the appropriate region to fill that position for a one (1) year period. In the following year, there shall be an election for the Provincial Representative position. The term of office for the Provincial Representative shall be one (1) year in such a case.

Bylaw 5 – NOMINATIONS

- 5.1 Each year, at least seventy-five (75) days prior to the ABM, the Board of Directors shall appoint an Elections Committee who shall run the election for Vice-Chair and for any other positions that are up for election in the current year.
- 5.1.1 The Elections Committee shall be composed of 3 Board members, who shall not be running for office in the current year.
 - 5.1.1.1 In the case where there are not 3 Board members who meet the criteria in Bylaw 5.1.1, the Board of Directors shall appoint Provincial Representatives, who are not running for office in the current year, to fill the positions on the Elections Committee.
 - 5.1.1.2 If a member of the Elections Committee subsequently chooses to run for office, the Board of Directors shall replace them with another Board member, or with a Provincial Representative who is not running for office, should no Board member meet the criteria in Bylaw 5.1.1.
- 5.2 The Vice-Chair shall be the chairperson of the Elections Committee.
- 5.2.1 In the case where the Vice-Chair cannot act as chairperson, the Board of Directors shall appoint another person from the Elections Committee to be the chairperson.
- 5.3 The Elections Committee shall call for nominations from the membership for the position of Vice-Chair and for any other positions that are up for election in the current year.
- 5.3.1 The call for nominations shall appear in a written communication to the Members at least forty-five (45) days prior to the ABM.
- 5.4 Nominations must be submitted to the chairperson of the Elections Committee at least seven (7) days prior to the ABM.
- 5.4.1 All nominations must have a one nominator and include the Approval Form.
 - 5.4.1.1 Nominators of nominations for the Director-at-large positions must work in a school board the nominee is proposed to represent.
 - 5.4.1.2 Nominators of nominations for the Provincial Representative positions must be from the linguistic and geographic region the nominee is proposed to represent.

- 5.4.2 In the event that only one (1) nomination has been received for any elected position at the close of nominations in accordance with Bylaw 5.4, the Elections Committee shall declare the sole nominee acclaimed to the position(s).
- 5.4.3 Elected positions that do not receive any on-time nominations shall be re-posted in writing to the membership, and nominations shall remain open for the seven (7) calendar days leading up to the ABM.
 - 5.4.3.1 The Elections Committee Chairperson shall declare nominations for re-posted positions closed at the opening of the morning of the ABM.
 - 5.4.3.1.1 In the event that only one (1) nomination is received for a re-posted position at the close of nominations in accordance with Bylaw 5.4.3.1, the Elections Committee shall declare the sole nominee acclaimed to the position(s).
 - 5.4.3.1.2 Nominations from the floor of the ABM shall only be accepted for positions where still no nominations have been received after the close of nominations for re-posted positions in accordance with Bylaw 5.4.3.1.
 - 5.4.3.1.3 The Elections Committee Chairperson shall cause the names of all the nominees, including on-time, re-posted, and from-the-floor nominees, to be published electronically, by the end of the day that the ABM is held.
- 5.5 The chairperson of the Elections Committee shall cause the list of on-time nominees to be published electronically three (3) days prior to the ABM.

Bylaw 6 – CAMPAIGN SPEECHES

- 6.1 At the ABM, each candidate for office shall be allotted three (3) minutes to make a campaign speech to the membership.
 - 6.1.1 Speeches will be given first by the candidates for Vice-Chair, followed by any candidates for Treasurer, Secretary, Directors-at-Large, Communication Officer, and Provincial Representatives.
 - 6.1.2 Candidates for each position will be called upon in random order to make their speeches.

Bylaw 7 – BALLOTING

- 7.1 Electronic ballots shall be prepared by the Elections Committee to allow Members to vote for the candidates for the offices for which they are entitled to vote.
 - 7.1.1 The names of the candidates for each position shall appear in alphabetical order on the ballot.
- 7.2 Voting shall be by secret ballot.
- 7.3 Only Statutory Members, who have applied for membership by 11:59 pm on the first day of the conference, may vote in elections.
 - 7.3.1 For the Director-at-large positions, a member may vote only for the Director-at-large who will represent their school board (English-language school boards or French-language school boards)

- 7.3.2 For the Provincial Representative positions, Members may vote only for the Provincial Representative who will represent their geographic region.
- 7.4 The Elections Committee shall be provided with a list of eligible voters so that they may determine who is eligible to vote for each position and so that they can record who has voted.
 - 7.4.1 The electronic polling stations shall be open 24 hours following the ABM.
- 7.5 The Elections Committee shall count the ballots at the close of the electronic voting.
 - 7.5.1 Should there be a tie in vote count for any position, a second ballot for that position shall be held on the third day of the conference, with the electronic polling station being open for three (3) hours and following the procedures in Bylaw 7.4.
 - 7.5.2 After a second ballot, if a tie still exists, a coin toss will decide the winner.
- 7.6 The chairperson of the Elections Committee will announce the results of the elections prior to the conclusion of the conference.
- 7.7 The Board of Directors shall cause the names and ballot results of the new members of the OCEA Leadership Team to be published as soon as possible.
- 7.8 Any complaints or concerns about the election, or the conduct of Members during the election, should be directed to the chairperson of the Elections Committee.
 - 7.8.1 Any complaints or concerns that must be dealt with immediately shall be handled by the Elections Committee, with a report given at the next meeting of the OCEA Leadership Team.
 - 7.8.2 Any complaints or concerns that do not need to be dealt with immediately shall be deferred to the next meeting of the OCEA Leadership Team.

Bylaw 8 - VACANCIES

- 8.1 Any vacancy on the OCEA Leadership Team occurring between election periods may be filled by the appointment of an OCEA Member who works in the appropriate Region, for the balance of the current year, on the majority vote of the current members of the Board of Directors.
- 8.2 Should a Director-at-large or Provincial Representative resign in the first year of their term, the membership of the appropriate constituency shall elect, at the next ABM, a Member to fulfill the second year of that term.
 - 8.2.1 Where a member is elected to complete a Director-at-large's term, as outlined in Bylaw 8.2, and notwithstanding Bylaw 4.5.3, that Director-at-large may contest the next two (2) elections, that is, serve consecutively in the same office for a total of five (5) years.
 - 8.2.2 Where a member is elected to complete a Provincial Representative's term, as outlined in Bylaw 8.2, and notwithstanding Bylaw 4.6.3, that Provincial Representative may contest the next three (3) elections, that is, serve consecutively in the same office for a total of seven (7) years.
- 8.3 Any Director-at-large who, during their two-year position, is elected to the Board of Directors at the ABM, must resign from their original position. That position will be declared vacant and therefore up for election at the ABM.

Bylaw 9 - MEETINGS OF THE OCEA LEADERSHIP TEAM

- 9.1 Meetings of the OCEA Leadership Team shall be held on a regular basis as determined by all the Members of the Board of Directors.
- 9.2 Only Members of the Board of Directors, elected or appointed, shall be entitled to vote at an OCEA Leadership Team meeting.
- 9.3 A simple majority of the Members of the Board of Directors shall constitute a quorum at OCEA Leadership Team meetings.
- 9.4 If a Member of the OCEA Leadership Team misses two (2) consecutive meetings of the OCEA Leadership Team without just cause, the Board of Directors may appoint a replacement for the un-expired term of office.
- 9.5 Urgent business arising between meetings may be conducted electronically:
 - 9.5.1 Whenever business must be done between meetings of the OCEA Leadership Team, members may conference electronically or via webinar.
 - 9.5.2 All Members of the OCEA Leadership Team must be notified of the time and date of the proposed webinar, and a majority of the Board members must indicate to the Chair that they are able to participate before the webinar can take place.
 - 9.5.3 All electronic decisions must be confirmed at the next regularly scheduled OCEA Leadership Team meeting so that a record of the decision is maintained. That confirmation may come in the form of written motions, commonly known as "BIRTS".

Bylaw 10 - ASSOCIATION MEETINGS

- 10.1 Members shall be notified at least four (4) weeks in advance of any meetings of the Association, including the ABM.
- 10.2 Special meetings of the Association shall be held upon the request from a simple majority of the Board of Directors or upon the written request from five (5) Members.
- 10.3 A quorum for the transaction of business at any general meeting or special meetings of the Members of the Association shall be twenty (20) Statutory Members.

Bylaw 11 - FINANCIAL ARRANGEMENTS OF THE ASSOCIATION

- 11.1 The Board of Directors shall plan and develop a budget for the upcoming fiscal year for the Association to be presented for the approval of the Members at the ABM.
- 11.2 The Board of Directors will recommend an annual fee for membership in the Association.
- 11.3 Cheques drawn on the Association's accounts shall be signed by such Officers of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.
- 11.4 An Income Stabilization Fund of not less than TEN THOUSAND DOLLARS (\$10,000.00) must be maintained.

- 11.4.1 At the end of the fiscal year, should there be a surplus of Revenues over Expenditures, as reported in the Review Engagement, 5% of such surplus Revenues shall be allocated to the Income Stabilization Fund and the balance shall be allocated to the Reserve Account.
- 11.4.2 At the ABM, the Treasurer shall recommend how much more than the base amount of any surplus of Revenues over Expenditures (Bylaw 11.4.1) may be transferred to the Income Stabilization Fund.
- 11.4.3 A two thirds (2/3) vote of the Members of the Board of Directors is required to approve withdrawals from the Income Stabilization Fund.
- 11.4.4 In the event the Board of Directors approve a withdrawal from the Income Stabilization Fund, all Members will be notified in writing within seven (7) days. In any event, thirty (30) days is required from the date of approval to withdraw, to the actual withdrawal date, to allow the Board time to consider membership concerns.
- 11.5 A Reserve Account shall be established to consist of all assets of the Association, except those assets in the Income Stabilization Fund.
 - 11.5.1 At the end of each fiscal year, any excess revenue over expenditures shall be allocated to the Reserve Account, except any monies as noted in Bylaw 11.4.
 - 11.5.2 The Proposed Budget and/or the current balance statement presented at the ABM may involve the expenditure of some of the assets from the Reserve Account, and, if so, the Board shall report how much, and for what line accounts.
 - 11.5.3 The reported budgets will note, under Members' assets, the amounts in the Income Stabilization Fund and the Reserve Account, and the actual type of holdings owned by the Members in each account.

Bylaw 12 - INDEMNITY OF THE OCEA LEADERSHIP TEAM

- 12.1 Every member of the OCEA Leadership Team and their heirs, executors and administrators, and estate and effects respectively shall always be indemnified and saved harmless out of the funds of the Association from and against:
 - 12.1.1 All costs, charges, and expenses whatsoever which such member of the OCEA Leadership Team sustains or incurs in or about any action suit or proceeding which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing, whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office; and,
 - 12.1.2 All other costs, charges, and expenses that they sustain or incur in or about in relation to the affairs thereof; except,
 - 12.1.2.1 Such cost, charges or expenses as are occasioned by their own willful neglect or default.

Bylaw 13 - REIMBURSEMENT

- 13.1 The Board of Directors shall budget for and reimburse individuals so authorized who incur expenses on behalf of the Association and its business.

Bylaw 14 - AMENDMENTS TO BYLAWS

- 14.1 Bylaw amendments shall take effect the September 1 following the ABM, unless stated otherwise in a motion passed in advance of the amendment(s) being considered.
- 14.2 Notice of proposed bylaw amendments should be given in writing to the Secretary at least forty-five (45) days before the ABM.

- 14.3 The Secretary shall e-mail to all Members a notice of the proposed bylaw amendment(s) at least thirty (30) days before the ABM.
- 14.4 The bylaws may be amended on the vote of a simple majority of the Members present and voting at the ABM, prior notice having been given.
- 14.5 Bylaws and amendments to bylaws introduced at the ABM require a three-quarters (3/4) majority to carry.
- 14.6 Amendments to bylaws will be reported as soon as possible and at the next ABM.