

**OTTAWA SCHOOL
of
THEOLOGY & SPIRITUALITY**

**BY-LAWS
(as amended March 27th, 2012)**

OTTAWA SCHOOL OF THEOLOGY & SPIRITUALITY

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By-Law I.

Section 1.1 Principal Office

The principal executive office and the principal office for the transaction of the business on behalf of OSTS may be established at any place or places within or without the City of Ottawa by resolution of the Executive Board.

By-Law 2, EXECUTIVE BOARD

Section 2.1 Purpose

The Executive Board is responsible for:

- providing leadership in the day to day running of OSTS;
- engaging in long-term planning;
- financial planning.

Section 2.2 Power and Authority

- 2.2.1 The Executive Board shall have the power and authority to make operational and financial decisions subject to the established roles of Executive Officers.
- 2.2.2 Major decisions that affect the operation of OSTS shall be subject to the approval of the membership at the Annual General Meeting (AGM) or a properly called Special Meeting. Major decisions are defined as decisions that have a direct and substantial impact upon OSTS as established in Article II and IX of the OSTS Constitution.

Section 2.3 Personal Non-liability

The Executive Board Members conducting authorized business on behalf of OSTS and delegated persons with the express permission and knowledge of the Executive Board acting on behalf of OSTS shall not be personally liable for debts, liabilities, errors or omissions, or other obligations of OSTS.

Section 2.4 Financial Administration

- 2.4.1 Financial decisions that exceed the amount budgeted for normal operating costs shall require approval of 2/3 majority of the Executive Board. Financial decisions shall be reported to the General Membership at the AGM.
- 2.4.2 A bank account shall be maintained for OSTS. The account shall maintain a list of official signatories. There shall be at least three Executive Board Officers who shall be designated as official signatories. Two signatures are required for any financial transaction and, when possible, one signatory shall be the Treasurer.

Section 2.5 Student Certificates

The Executive Board is responsible for keeping a record of its students. Students who complete twelve courses at OSTS shall receive Certificates from OSTS. Courses will ordinarily consist of 10 one-hour classes. A course that consists of 10 two-hour classes will be considered as the equivalent of two courses.

BY-LAW 3 MEMBERSHIP OF EXECUTIVE BOARD

Section 3.1 Executive Board

- 3.1.1 As established under Article VI of the OSTS Constitution, Officers of the Executive Board are comprised of persons serving in the roles of: President, Vice-President, Past-President, Secretary, Treasurer and Registrar. Chairpersons of Standing Committees are Members of the Executive Board.
- 3.1.2 Candidates for the Executive Board shall be nominated by the Nominating Committee and elected at the Annual General Meeting (AGM). The Nominating Committee must provide proper notice of the nominees to the Membership.
- 3.1.3 Terms of Office begin immediately after the adjournment of the AGM.
- 3.1.4 Executive Board Members are allowed one vote per voting issue.
- 3.1.5 Should an Executive Board Member occupy more than one Executive Position they are only entitled to a single vote on an issue.
- 3.1.6 If an Executive Board Member is unable to fulfill the duties of their office, the Executive Board shall appoint a person to serve as an interim Board Member until the next Annual General Meeting.

Section 3.2 , President

- 3.2.1 Any person who has been a student or lecturer of OSTS during the preceding five years may be eligible for the office of President. It is recommended that a candidate have experience serving on the Executive Board.
- 3.2.2 The President shall be elected to serve a two-year term of office that may be extended for one year but shall not exceed three years.
- 3.2.3 The President shall chair all meetings of the Executive Board, AGM, and Special Meetings.
- 3.2.4 The President shall represent OSTS at public events and act as the official spokesperson for OSTS. Where deemed appropriate, this function may be delegated.
- 3.2.5 The President shall be an ex officio member of OSTS standing committees and ad hoc committees, with the exception of the Nomination Committee.

Section 3.3 . Vice-President

- 3.3.1 Any person who has been a student or lecturer of OSTS for at least two terms may stand for the office of Vice-President In unusual circumstances where such a person is not available, consideration may be given to a person who has been associated with the School and who is familiar with the Objects of the School as described in Article II of the Constitution.
- 3.3.2 The Vice-President shall be elected and serve a two-year term of office that may be extended for one year but shall not exceed three years.
- 3.3.3 The Vice-President is to assist the President when required.

- 3.3.4 The Vice-President shall assume the duties of the office of President when the President is unavailable or incapacitated.
- 3.3.5 The Vice-President shall replace the President until the next AGM if the President is unable to complete the remainder of their term of office.

Section 3.4 Past President

- 3.4.1 The Past President shall have been the President in the immediate prior term of office, and serve the same term of office as the current President. The only exception to this would be if a President were unable or unsuitable to fulfill the office of Past President. In that event, the Previous Past President shall be invited to assume the role and office of Past President.
- 3.4.2 The Past President shall assist the President as requested, and shall represent OSTS, preside over meetings, and perform the duties of President if neither the President nor Vice-President is available to do so.

Section 3.5 Secretary

- 3.5.1 Any person who has been a student or lecturer of OSTS for at least two terms may stand for the office of Secretary. In unusual circumstances where such a person is not available, consideration may be given to a person who has been associated with the School and who is familiar with the Objects of the School as described in Article II of the Constitution."
- 3.5.2 The Secretary shall be elected and serve a two-year term of office that may be extended for one year but shall not exceed three years.
- 3.5.3 The Secretary shall send out by appropriate means timely and proper notification of Executive Board meetings and of General meetings to the membership along with the proposed agenda.
- 3.5.4 The Secretary shall record the minutes of Executive Board, AGM and special meetings of OSTS and distribute copies of the minutes.
- 3.5.5 The Secretary shall keep all relevant correspondence for OSTS.
- 3.5.6 The Secretary shall keep copies of all current records and pertinent information relating to the activities of OSTS.
- 3.5.7 The Secretary shall be responsible for the safe-keeping of the archival material of OSTS and keep the President informed of the location of this material.

Section 3.6 Treasurer

- 3.6.1 The Treasurer shall be elected and serve a three-year term that may be extended for, but not exceed, a fourth year (or until the Treasurer's successor is elected).
- 3.6.2 The Treasurer must be familiar with current accounting practices, including the preparation and maintenance of spreadsheets, financial statements and budget preparation.
- 3.6.3 The Treasurer shall keep a record of all the financial transactions pertaining to OSTS.

- 3.6.4 The Treasurer shall prepare a Financial Statement and make it available to other members of the Executive Board at least one week prior to Executive meetings and at other times as requested by the President.
- 3.6.5 The Treasurer, in consultation with other Committee Chairs, shall prepare a draft budget to be presented for review by the Finance Committee, then for approval by the Executive Board and acceptance by the membership at the AGM.
- 3.6.6 The Treasurer shall be the receiving officer on behalf of OSTS for any funds due to OSTS.
- 3.6.7 The Treasurer shall be responsible on behalf of OSTS for the payment of any debts incurred by OSTS.
- 3.6.8 The Treasurer will be a signing officer for the bank account of OSTS, along with at least two other Officers of the Executive Board.
- 3.6.9 The Treasurer shall be an ex officio member of the Standing Committee on Finance.

Section 3.7 Registrar

- 3.7.1 The Registrar shall be elected for a two-year renewable term.
- 3.7.2 The Registrar shall register all students and coordinate the collection of fees with the Treasurer at the beginning of the fall and winter terms.
- 3.7.3 The Registrar shall maintain an up-to-date database of all students attending OSTS.
- 3.7.4 The Registrar shall provide the list of registrations to the Secretary on an annual basis.

BY-LAW 4 THE DEAN

Section 4.1 Role

The Dean is a resource person to the Executive as requested or as called upon by policy. The Dean participates in the opening and closing ceremonies of OSTS and will be invited to attend Meetings. The Dean can contribute during the Executive Meetings but is not a voting member.

BY-LAW 5 STANDING COMMITTEES AND COMMITTEE CHAIRS

Section 5.1 Purpose

The Standing Committees of OSTS are those committees integral to the overall function and operation of OSTS. Standing Committees shall consist of: The Curriculum Committee; the Publicity Committee; the Finance Committee; and the Nominations Committee. Chairpersons of the Standing Committees shall serve on the Executive Board. Chairpersons are proposed by the Nominations Committee and appointed at the Annual General Meeting.

Section 5.2 Curriculum Committee

- 5.2.1 The role and duty of the Curriculum Committee is to oversee the selection of courses that reflect the objects of OSTS.
- 5.2.2 The Curriculum Committee shall consist of a Chair who is a member of OSTS and at least two other members appointed by the Executive in consultation with the Committee Chair.

- 5.2.3 The Chair of the Curriculum Committee will be appointed for a term of two years renewable to a maximum of three years or until the Chair's successor is appointed.
- 5.2.4 The Chair of the Curriculum Committee has the responsibility to:
 - 5.2.4.1 Convene the number of Committee meetings necessary to develop courses for an upcoming academic year. The first of these meetings shall be held in early November at the latest.
 - 5.2.4.2 Recommend to the Executive the courses and appropriate lecturers for the Fall and Winter Terms.
 - 5.2.4.3 Confirm in writing to a would-be lecturer who submits a draft course proposal whether or not his or her proposal has been accepted for consideration within six weeks of receipt of same.
 - 5.2.4.4 Write letters of confirmation to lecturers for signature by the President, confirming the courses the lecturers will teach, the times of these courses, lecturer responsibilities and the honorarium that will be issued to the lecturer.
 - 5.2.4.5 Conduct evaluations of the courses and lecturers at the end of each term.
 - 5.2.4.6 Report to the Executive as required and annually to those attending the AGM.
- 5.2.5 Members of the Curriculum Committee
 - 5.2.5.1 Members of the Curriculum Committee shall assist the Chair with the tasks set out in section 5.2.4.
 - 5.2.5.2 Members of the Curriculum Committee will be appointed for one year renewable terms.
- 5.2.6 The Executive Board reserves the right to remove a Committee member, with cause, before his or her term expires.

Section 5.3 Publicity Committee

- 5.3.1 The role and duty of the Publicity Committee is to publicize the courses taught at OSTS as well as increase awareness of and promote the work of OSTS.
- 5.3.2 The Publicity Committee shall consist of a Chair who is a member of OSTS and at least two other members appointed by the Executive in consultation with the Committee Chair. The Chair will be appointed for a term of two years renewable to a maximum of three years or until the Chair's successor is appointed.
- 5.3.3 The Chair of the Publicity Committee has responsibility to:
 - 5.3.3.1 Convene the number of meetings necessary to develop an appropriate marketing plan;
 - 5.3.3.2 Develop and prepare the annual brochure outlining OSTS courses at least ten (10) weeks before the beginning of the Fall Term.
 - 5.3.3.3 Prepare any necessary enrollment forms, posters for churches, advertisements in the press, radio, TV, electronic media, etc.
 - 5.3.3.4 Coordinate mailing of publicity materials.

- 5.3.3.5 Publicize the OSTs through various channels to the churches and the general public.
- 5.3.3.6 Report to the Executive as required or requested and annually to those attending the AGM.
- 5.3.4 Members of the Publicity Committee
 - 5.3.4.1 shall assist the Chair in these tasks of increasing awareness and promoting the work of OSTs;
 - 5.3.4.2 may or may not be members of OSTs;
 - 5.3.4.3 will be appointed for renewable terms of one (1) year.
- 5.3.5 The Executive Board reserves the right to remove, with cause, a Committee member before his or her term expires.

Section 5.4 Finance Committee

- 5.4.1 The role and duty of the Finance Committee is to ensure the financial security of OSTs.
- 5.4.2 The Finance Committee shall consist of a Chair who is a member of OSTs, and at least two other members appointed by the Executive in consultation with the Committee Chair. The Finance Committee maintains the financial oversight of OSTs in fulfillment of its role.
- 5.4.3 The Chair will be appointed for a term of two years renewable to a maximum of three years or until the Chair's successor is appointed. The duty of the Finance Chair is to work with OSTs Executive, particularly the Treasurer, and the Committee to ensure the financial viability of OSTs.
- 5.4.4 The Chair of the Finance Committee has the responsibility to:
 - 5.4.4.1 work in close association with the OSTs Treasurer;
 - 5.4.4.2 make recommendations pertaining to student fees and honorarium paid to lecturers;
 - 5.4.4.3 meet with the Treasurer one month after each term begins to determine OSTs financial status;
 - 5.4.4.4 Report to the Executive as required and annually to those attending the AGM.
 - 5.4.4.5 arrange a review of OSTs finances by an independent reviewer at least once every three years. A report of all financial reviews shall be presented to the Executive Board and shall be presented to the membership at the AGM.
- 5.4.5 Members of the Finance Committee:
 - 5.4.5.1 shall assist the Chair to ensure the financial security of OSTs through ongoing financial oversight.
 - 5.4.5.2 may or may not be members of OSTs.
 - 5.4.5.3 will be appointed for renewable one year terms;

- 5.4.6 The Executive reserves the right to remove, with cause, a Committee member before his or her term expires.

Section 5.5 Nominations Committee

- 5.5.1 The role and duty of the Nominations Committee is to lead the recruitment process for members of the Executive Board and Chairs of Standing Committees. The Nominations Committee also has a role of recruiting, in concert with the Committee Chairs, members to their respective committees.
- 5.5.2 The Nominations Committee shall consist of a Chair who is a member of OSTS, and at least two other members appointed by the Executive in consultation with the Committee Chair. The Chair will be appointed for two years that may be extended for, but not exceed, a third year or until the Chair's successor is appointed.
- 5.5.3 The Chair of the Nominations Committee has the responsibility:
 - 5.5.3.1 to convene the meetings necessary in fulfillment of the Committees role and duty;
 - 5.5.3.2 to conduct an annual recruitment campaign;
 - 5.5.3.3 to report to the Executive Board when requested;
 - 5.5.3.4 report to the general membership at the AGM
- 5.5.4 Members of the Nominations Committee:
 - 5.5.4.1 Shall assist the Chair with the roles, duties, and responsibilities established in Section 5.5.3
 - 5.5.4.2 Will be appointed for one or two year renewable terms.BR>
- 5.5.5 Members of the Nominations Committee will not be excluded from presenting as candidates for the various positions.
- 5.5.6 The Executive reserves the right to remove, with cause, a Committee member before his or her term expires.

BY-LAW 6 AD HOC COMMITTEES

Section 6.1 Purpose

Ad Hoc Committees will be appointed by the Executive Board, as required, for specific tasks and for limited terms of office.

Section 6.2 Chair

The Chair of an Ad Hoc Committee will be a member of the OSTS, appointed by the Executive.

Section 6.3 Committee Members

Committee members will be appointed by the Executive in consultation with the Committee chair for a period of time appropriate to the task for which the Committee was formed and not to exceed three years.

Section 6.4 Membership

Ad Hoc Committee members may or may not be members of OSTS.

Section 6.5 Executive Oversight

The Executive reserves the right to remove, with cause, a Chair or Committee member before his or her term expires.

BY-LAW 7 OTHER NON-EXECUTIVE POSITIONS

Section 7.1 Establishment of Positions

Other non-executive positions will be created by the Executive as required. Positions created shall be reported to the membership at the AGM.

Section 7.2 Terms of Reference The Executive Board shall establish the conditions and terms of reference for every non-executive position created.

BY-LAW 8 MEETINGS

Section 8.1 Meetings

- 8.1.1 Annual General Meetings shall be held no later than three (3) weeks following the end of the Winter Term.
- 8.1.2 Executive Board Meetings shall be called in accordance with Articles III and VIII of the OSTs Constitution.
- 8.1.3 Special Meetings shall be called under the following rules:
 - 8.1.3.1 Every call for a Special Meeting must submit to the Secretary a written request for the meeting containing the specifics of the matter or matters for decision at the meeting.
 - 8.1.3.2 Special Meetings may be called by the President or by a majority of the Executive Board.
 - 8.1.3.3 Special Meetings may be requested by at least three (3) Members of OSTs in compliance with 8.1.3.1.
 - 8.1.3.4 The Membership may consider or transact at a special meeting only the matter or matters for decision at the meeting contained in the requisition submitted to the Secretary.

Section 8.2 Notification

- 8.2.1 The Secretary shall cause each Executive Board Officer, Executive Board Member, and, when appropriate, the General Membership to be notified by appropriate means of the place, date and time of a meeting at least:
 - 14 days before an Annual Meeting;
 - 7 days before an Executive Board Meeting; and
 - At least 3 clear days before a Special Meeting. A clear day means three (3) consecutive 24 hour periods (beginning at midnight and ending at 11:59 pm) must pass after the time notice is given and before the holding of a Special Meeting.
- 8.2.2 The Secretary shall cause to be included in or with the notification of all meetings the agenda for the meeting.

- 8.2.3 The Secretary shall cause to be included in or with the notification of a special meeting sufficient information about the matter or matters for decision contained in the requisition of the meeting deposited with him/her.
- 8.2.4 No annual, regular, or special meeting shall be made void because of an inadvertent or accidental error or omission in giving notice.
- 8.2.5 If notice requirements are not in proper compliance, the membership in attendance may waive the notice requirements by vote. Under this circumstance, the vote to waive notice requirements shall be the first agenda item under this circumstance and must pass with at least two-thirds approval.

Section 8.3 Rules of Order

- 8.3.1 All meetings shall be governed by the rules of parliamentary procedure. Robert's Rules of Order are the rules of order for meetings and form part of the by-laws. Where there is an inconsistency between Robert's Rules of Order and OSTS by-laws, the OSTS By-Laws prevail.
- 8.3.2 The President or delegate may adjourn any meeting in accordance with the Rules of Order.

Section 8.4 Voting

- 8.4.1 Unless otherwise required by law, OSTS Constitution, or OSTS By-Law, every question which properly comes before the Executive Board or Membership may be decided by a simple majority of the votes cast at the meeting. If there are an equal number of votes on a question, the Chair may cast a deciding vote.
- 8.4.2 Voting at meetings shall be by a show of hands, or if requested, by secret ballot.
- 8.4.3 Voting by proxy at meetings shall not be permitted in any circumstances.

Section 8.5 Alternative Attendance

Arrangements may be made, at the discretion of the Executive Board, for a Member who has provided reasonable advance notice to the Executive Board to participate and vote at an Annual General Meeting using an appropriate source of communication. The Member must have a direct and sustained connection to the Meeting. The Executive Board must be satisfied that the Member is authentic and has maintained a direct and sustained connection before the Member is allowed to vote on any matter.

Section 8.6 Conduct of Annual General Meeting (AGM)

- 8.6.1 The Membership shall consider or transact at the AGM
- 8.6.2 : Approval of the minutes from the previous AGM;
 - the President's Report for the preceding year;
 - the reports of the committees;
 - financial statements (including reviews, when submitted);
 - election of officers
 - other matters of importance.

Section 8.7 Conduct of Executive Board Meetings

- 8.7.1 Executive Board may consider or transact at a regular meeting:
 - matters brought to the Executive Committee;
 - interim reports by committees;
 - any other business.
- 8.7.2 The Executive Board may, under special circumstances, conduct a meeting by conference call.

BY-LAW 9 MEDIATION

Section 9.1 Purpose

OSTS recognizes that disputes may arise from time to time. OSTS encourages all parties to a dispute to promptly address and resolve the matter in a timely manner. When a party to a dispute does not achieve resolution, they may refer the matter to any Executive Board Member for mediation by submitting in writing the nature of the dispute.

Section 9.2 Mediation Policy

The Executive Board shall develop and maintain a Mediation Policy.

BY-LAW 10 DISTRIBUTION OF ASSETS

Section 10.1 Property Use.

The property of OSTS is irrevocably dedicated to charitable or educational purposes. No part of the net income or assets of OSTS shall ever inure to the benefit of any Board Member or officer thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for OSTS in effecting any of its public purposes, as long as such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Board.