



WINDSOR-ESSEX CATHOLIC
DISTRICT SCHOOL BOARD

BOARD BY-LAWS

***Respecting the Operational
Procedures of the Board***

AMENDED: January 30, 2007

“Learning together in faith and service”

TABLE OF CONTENTS

SECTION 1:00 INTERPRETATION/DEFINITIONS	1
SECTION 2:00 ORGANIZATIONAL MEETING	2
SECTION 3:00 MEETINGS	3
SECTION 4:00 COMMITTEES	6
SECTION 5:00 COMMITTEE REPORTS	9
SECTION 6:00 RULES OF ORDER	10
SECTION 7:00 PRESIDING OFFICER	11
SECTION 8:00 AGENDA	12
SECTION 9:00 MOTIONS	14
SECTION 10:00 VOTING	16
SECTION 11:00 OFFICERS AND OFFICIALS	17
SECTION 12:00 EXECUTION OF DOCUMENTS	19
SECTION 13:00 BANKING	19
SECTION 14:00 STATUTORY COMMITTEES	20
SECTION 15:00 AMENDMENTS TO BY-LAWS	20
SECTION 16:00 INDEMNITY BY-LAW: MUNICIPAL CONFLICT OF INTEREST ACT	20
SECTION 17:00 INADVERTENT CONTRAVENTION OF THE BY-LAWS	22

Amended: January 30, 2007
Amended: March 9, 2004
Amended: September 25, 2001
Amended: June 22, 1999
Amended: May 25, 1999
Amended: May 11, 1999
Amended: April 13, 1999
Approved by Board: August 25, 1998

SECTION 1:00 INTERPRETATION/DEFINITIONS

For this By-law and all other By-laws unless the context otherwise requires:

- 1:01 the singular includes the plural;
- 1:02 “ACT” means the Education Act, Revised Statutes of Ontario 1990, as amended;
- 1:03 “BOARD” means the Windsor-Essex Catholic District School Board;
- 1:04 “CHAIR” means the Chair of the BOARD;
- 1:05 “COMMITTEE” includes any Committee or Subcommittee established by the BOARD;
- 1:06 “DIRECTOR” means the supervisory officer appointed within the ACT to fulfill the responsibility of Chief Executive Officer and Secretary to the Board;
- 1:07 “MAJORITY” means more than 50%;
- 1:08 “MEETING” includes a meeting of the BOARD, and of COMMITTEES;
- 1:09 “MEMBER” means a person elected or acclaimed or appointed to the office of trustee of the BOARD pursuant to the provisions of the Municipal Elections Act and/or the Education Act;
- 1:10 “PRESIDING OFFICER” means the person chairing a meeting of the Board or a committee meeting of the Board, or a person defined in By-law 2:03 Presiding Officer at Organizational Meeting.
- 1:11 “SECRETARY” means the person appointed within the ACT to fulfill the responsibility of Secretary to the BOARD;
- 1:12 “SPECIAL COMMITTEE” is a committee that is established by resolution of the BOARD for a specific purpose, case, or situation;
- 1:13 “STUDENT TRUSTEE” means a person elected as a Student Trustee in accordance with the Education Act;
- 1:14 “TREASURER” means the person appointed within the ACT to fulfill the responsibility of Treasurer to the Board;
- 1:15 “TRUSTEE” means a person elected or acclaimed or appointed as a MEMBER of the BOARD;
- 1:16 “VICE-CHAIR” means the Vice-Chair of the BOARD;
- 1:17 “VACANCY” in the position of Chairperson or Vice-Chairperson occurs if the incumbent has his/her resignation from the position, or as a trustee, accepted by a majority of Trustees present at a meeting at which the resignation is presented, or if the incumbent becomes disqualified as a Trustee, dies, or is found to be incapable pursuant to a Certificate of Incapacity or Court Order;
- 1:18 “YEAR” means, unless qualified by the word “calendar”, the period commencing on the first day of December, and ending on the last day of November next following.

SECTION 2:00 ORGANIZATIONAL MEETING

2:01

DATE

Subject to any statutory requirement, the BOARD shall, at or before the last regular meeting in November in each calendar year, fix a day and time for an Organizational Meeting of the BOARD for the following YEAR.

2:02

**PROVINCIAL
ELECTION
YEAR**

The Organizational Meeting to be held in the calendar year in which all TRUSTEES are elected at the regular election or acclaimed under the Municipal Elections Act shall be held not later than the 8th day of December.

2:03

**PRESIDING
OFFICER**

The PRESIDING OFFICER at the Organizational Meeting shall be the Chief Executive Officer of the BOARD until the first of the following persons who is present is elected. The CHAIR upon election to office, if present. In the absence of the CHAIR, the VICE-CHAIR upon election to office, if present. In the absence of the CHAIR and the VICE-CHAIR, a TRUSTEE present whom the TRUSTEES present shall have elected. In the absence of the Chief Executive Officer, a Senior Officer appointed by the TRUSTEES present.

2:04

**PRELIMINARY
PROCEEDINGS**

The PRESIDING OFFICER shall open the meeting with a prayer and read any apologies. In a year in which TRUSTEES are elected, the PRESIDING OFFICER shall read the returns of any elections, attest that each TRUSTEE has taken a Declaration of Office and Oath of Allegiance, call the Roll; and declare the Board legally constituted.

2:05

**ELECTION OF
CHAIR**

The PRESIDING OFFICER shall then proceed with the election of the CHAIR.

2:06

**ELECTION OF
VICE-CHAIR**

The PRESIDING OFFICER shall then proceed with the election of the VICE-CHAIR.

2:07

**PROCEDURES
FOR
ELECTION**

The PRESIDING OFFICER shall appoint two scrutineers approved by the Trustees.

Every TRUSTEE shall be considered as eligible for nomination for the position of CHAIR and VICE-CHAIR. TRUSTEES who are physically present who wish to stand for election to this office shall rise and declare their candidacy. TRUSTEES who are in attendance by electronic means who wish to stand for election shall declare their candidacy through the electronic medium by which they are in attendance. Each candidate for office will have an opportunity to address the TRUSTEES for up to three minutes.

A blank ballot shall be distributed to each TRUSTEE physically present and the TRUSTEE will mark the ballot for one candidate. The procedures set out in Section 3.12 shall be followed for TRUSTEES in attendance by electronic means.

The CHAIR, in order to be elected, must receive the vote of the majority of TRUSTEES casting a vote. The candidate(s) receiving the least number of votes on any ballot shall be dropped from succeeding ballots unless this action causes only one

name to remain on the ballot. In such a case, one of the candidates receiving the least number of votes in the tie shall be eliminated by lot.

The scrutineers count the ballots and inform the PRESIDING OFFICER of the results. The PRESIDING OFFICER lists the TRUSTEES and the number of votes received until the CHAIR is elected. In the final ballot, where the CHAIR is elected, the Chief Executive Officer announces the name of the CHAIR. However, in the event of an equality of votes on the last ballot, the candidates shall draw lots to fill the position.

A motion to destroy the ballots shall then be put to the assembly.

2:08

**PROCEDURES:
ELECTION OF
OTHER
POSITIONS** Where elections are required to fill other positions; the procedures of Section 2:07 *Procedures For Election* shall be followed with the necessary changes.

SECTION 3:00 MEETINGS

3:01

MEETINGS MEETINGS of the Board may be Regular, Special, or Emergency. No MEETING shall continue in session past 11:00 p.m., except that a MEETING may be extended beyond the limits otherwise provided upon majority consent of TRUSTEES who are present and eligible to vote. The appropriate motion will be, *“I move that the Board/Committee continue past 11:00 p.m.”*

3:02

**REGULAR
MEETINGS** Unless other wise ordered by special motion, Regular Meetings of the Board shall be held at the business office of the BOARD at 7:00 p.m. the evening of the second and fourth Tuesday in each month, except in the months of July and August when regular meetings shall be held at the discretion of the BOARD. If any such Tuesdays fall on a statutory, civic or school holiday, such meeting shall be held at the same hour on the next evening, being Wednesday evening.

Notice and Agenda of Regular Meetings: No formal notice of regular MEETINGS of the BOARD shall be required, but an agenda for such meetings shall be circulated to each TRUSTEE at least forty-eight (48) hours prior to each meeting.

3:03

**SPECIAL
MEETINGS** Special Meetings of the BOARD shall be held at anytime determined by resolution of the BOARD at the date and time so determined, at the call of the CHAIR, or upon the written request of four (4) or more members of the BOARD.

Notice of Special Meetings: Notice of every special meeting of the BOARD shall be given by delivery of an agenda to each TRUSTEE at least forty-eight (48) hours prior to the time of the meeting.

3:04

**EMERGENCY
MEETINGS** **Authority to Convene:** An Emergency Meeting of the BOARD may be summoned by the CHAIR or SECRETARY, and in the absence of the CHAIR and SECRETARY, by the VICE-CHAIR.

Notice of Emergency Meetings: The form and adequacy of the notice shall be the responsibility of the official calling the meeting. Wherever possible, notice must be given personally or by telephone communication to the place of residence or the place

of business of each TRUSTEE. So far as possible, the purpose or purposes for which the meeting is being convened must be disclosed in the notice. The length of notice must be a minimum of three (3) hours and sufficient as to allow all TRUSTEES to travel from their place of residence or business to the meeting place. If the meeting is a public meeting, such public notice as is practicable in the circumstances shall be given.

Emergency Meeting Business Procedures: Should there be no quorum present at the time appointed in the notice, TRUSTEES present shall remain present for at least thirty (30) minutes, after which time, if there is still no quorum, the PRESIDING OFFICER may dissolve the meeting. A PRESIDING OFFICER shall be chosen by simple majority vote if the CHAIR and VICE-CHAIR are not in attendance.

By two-thirds (2/3) vote of those TRUSTEES in attendance, the meeting must be satisfied that an emergency does exist and that the means of notice given or attempted to be given to those TRUSTEES not in attendance has been reasonable given the circumstances. Communication of any short messages from TRUSTEES notified but not in attendance shall be made to TRUSTEES in attendance.

The consideration of the emergency for which the meeting was called shall be the sole item of business.

In those instances, as ruled by the CHAIR, every TRUSTEE of the BOARD may vote on a question put in a telephone poll, by conference call, facsimile transmission or e-mail transmission conducted by the SECRETARY or designate.

**3:05
COMMITTEE
MEETINGS**

COMMITTEES, whether Special, Ad Hoc or some other type shall meet initially within two weeks after the COMMITTEE has been appointed; at the call of the SECRETARY, following consultation with the TRUSTEES of the COMMITTEE if a chair has not been appointed; at the call of the chair of the COMMITTEE; or, at times determined by resolution of the COMMITTEE. The CHAIR is an ex-officio member of all COMMITTEES.

**3:06
QUORUM FOR
MEETINGS OF
ALL
TRUSTEES**

Subject to the Municipal Conflict of Interest Act, a majority of the TRUSTEES of the BOARD shall constitute a quorum for meetings of the BOARD and of a COMMITTEE of the BOARD where the COMMITTEE is composed of all TRUSTEES.

In the event of an even number of TRUSTEES, fifty percent (50%) shall constitute a quorum. The vote of the majority of this Quorum is necessary to bind the BOARD, or a COMMITTEE where a COMMITTEE is composed of all TRUSTEES.

**3:07
LACK OF
QUORUM**

If a quorum is not present within thirty (30) minutes (or such longer time as may be agreed upon by the TRUSTEES eligible to vote then present) after the time appointed for any MEETING, the SECRETARY shall record the names of the persons present and the meeting shall stand adjourned, to be reconvened within seven days, at the call of the CHAIR.

In the event that at such reconvened meeting a quorum is not present within thirty (30) minutes (or such longer time as may be agreed upon by the TRUSTEES eligible to vote then present) after the time appointed, the SECRETARY shall record the names of the persons present, such meeting shall stand adjourned and no further meeting need to be called or held.

3:08

**QUORUM
LOST**

Whenever a quorum is no longer present at a MEETING, the provisions of Section 3:07 *Lack of Quorum* shall apply with necessary modifications.

3.09

DELEGATIONS

Delegations Regarding Items Not On the Agenda: Any person(s) wishing to make a formal presentation to the BOARD shall make their intent known, in writing, to the SECRETARY at least one week prior to the regular meeting. They shall briefly explain in their petition the nature of their business. The discussion shall be limited to the petition and shall be no longer than ten (10) minutes. The time limit can be waived by the consent of the majority of the BOARD.

Delegations Regarding Items On the Agenda: Any person(s) wishing to appear before the BOARD and speak to an item appearing on the agenda of the Board Meeting has until noon of the day of the Board Meeting to make a request to the SECRETARY. They shall explain briefly the nature of their business. The discussion shall be limited to the item on the agenda and shall be no longer than ten (10) minutes.

The Board may, by resolution, waive the time lines required of delegations, and by resolution extend the time limits for presentation by a delegation. If the delegation is with respect to an in-camera matter, the Board's decision shall be by consensus.

The Board, may, in its absolute discretion limit the number of delegations, presenters or questioners as it sees fit. The Board, by resolution, shall determine if it wishes to hear the delegation, presentation or question.

Debate or motions: TRUSTEES may put questions for clarification to presenters, but no debate or motions on matters raised by a delegation shall be made at the meeting in which the presentation is made. Administration may provide brief responses of clarification to questions raised by TRUSTEES.

3.10

**STUDENT
TRUSTEES**

A STUDENT TRUSTEE shall have all the rights, but only the rights with respect to attendance at and participation in meetings of the Board or Committees of the Board as are mandated by the Education Act or the regulations, as amended from time to time.

3:11

**ELECTRONIC
MEETINGS**

A TRUSTEE and/or STUDENT TRUSTEE who requests to participate in a meeting of the BOARD or a COMMITTEE of the BOARD by electronic means and participates by such means in accordance with BOARD policy for the use of electronic means shall be deemed to be present at the meeting and shall be counted as part of the quorum and shall be entitled to vote on any matter on which he/she is eligible to vote.

3.12

In cases where a vote is to be conducted by secret ballot in accordance with the Board's by-laws, or the requirements of the Education Act or for any other reason, a TRUSTEE and/or a STUDENT TRUSTEE who is eligible to vote on the matter, who is present at the meeting by electronic means and who chooses to vote, may at the time votes are being cast, cast his or her vote by means of a private telephone conversation with the scrutineer(s) who shall mark the vote on a paper ballot in the same form and manner as though the ballot had been marked in person by the voter, and the ballot shall then be included with the other ballots to be counted. The ballots cast electronically in this manner are subject to the same obligations of confidentiality on the part of the scrutineer(s) as those cast by voters physically present at the meeting.

SECTION 4:00 COMMITTEES

4:01

COMPOSITION The CHAIR shall appoint all MEMBERS to BOARD COMMITTEES and to external Committees if TRUSTEES are to represent the BOARD. Committees shall elect their chair when and where required.

4:02

STANDING COMMITTEES The BOARD may establish Standing COMMITTEES. These are permanent COMMITTEES of the BOARD, and are composed only of BOARD MEMBERS.

4:03

SPECIAL COMMITTEES Special COMMITTEES of the BOARD may be established by resolution of the BOARD; such resolution shall define in detail the terms of reference of such COMMITTEE and structure of its composition.

Selection of Special Committee Members: The CHAIR shall determine the procedures used to select members of Special COMMITTEES.

Functions of Special Committees: Unless otherwise provided by resolution, where a Special COMMITTEE has been established, it shall report directly to the BOARD.

Dissolution of Special Committees: A Special COMMITTEE shall be dissolved upon delivery of its final report to the BOARD; at any time upon a resolution of the BOARD; and, in any event, at the end of the YEAR. Provided, however, that succeeding BOARD, when constituted, may continue or reconstitute any such Special COMMITTEE at or after the Inaugural Meeting.

4:04

RIGHT OF THE CHAIR If eligible by law to vote on a matter, the CHAIR, when present, shall have the right to vote at all COMMITTEE meetings, but not be counted in determining the Quorum.

4:05

RIGHT OF VICE-CHAIR When delegated by or in the absence of the CHAIR, the VICE-CHAIR shall have all powers of the CHAIR and if eligible by law to vote on a matter. The VICE-CHAIR, when present, shall have the right to vote at all COMMITTEE meetings, but not to be counted in determining a Quorum.

4:06

RIGHT OF TRUSTEES All TRUSTEES shall be entitled to written notice of, to attend and to speak at all MEETINGS of all COMMITTEES composed only of TRUSTEES.

4:07

COMMITTEE PROCEDURES Each COMMITTEE shall:

- deal only with matters that have been specifically referred to it by the BOARD;
- subject to the approval of the BOARD and subject to the other relevant provisions of the By-laws, establish procedures for the efficient operations of the COMMITTEE;
- request from the DIRECTOR reports concerning matters that have been referred to it;
- hear delegations concerning matters that have been referred to it; and
- receive and consider communications and petitions within the terms of reference of such COMMITTEE which have been referred by the BOARD.

4:08

VOTING AT MEETINGS OF COMMITTEES

If eligible by law to vote on the matter, TRUSTEES may vote at MEETINGS at which they are present, as follows:

- in the case of the CHAIR and VICE-CHAIR, in accordance with what is provided in section 4:04 *Right of Chair* and section 4:05 *Right of Vice-Chair*; and
- in the case of a TRUSTEE appointed or elected to a COMMITTEE, at all meetings of such COMMITTEES.

4:09

APPOINTMENT and REMOVAL FROM COMMITTEES

The CHAIR may at any time appoint or remove any TRUSTEE from any COMMITTEE.

4:10

FILLING OF VACANCIES ON COMMITTEES

A vacancy, however caused, which reduces the number of TRUSTEES below the minimum required number of TRUSTEES, shall be filled at the earliest practicable time. In any event, not later than the second meeting after the vacancy occurs.

In the case of a vacancy on a COMMITTEE, by the CHAIR. In the case of a vacancy in the office of its CHAIR or VICE-CHAIR, by election by the TRUSTEES thereof from among their number.

4:11

REFERRAL POWER OF THE BOARD

Notwithstanding anything contained in the By-laws, the BOARD, upon the majority vote of all TRUSTEES eligible to vote on the matter, shall have the power to refer any matter to any COMMITTEE.

4:12

IN-CAMERA

For reasons permitted by law, a Standing Committee, Permanent Committee or Ad Hoc Committee of the BOARD may determine that its meeting or part of its meeting shall be closed to the public.

4:13

IN-CAMERA COMMITTEE OF THE WHOLE BOARD

Regularly scheduled meetings of the Committee of the Whole Board in camera shall be held prior to each regularly scheduled BOARD meeting.

Notwithstanding anything else contained in the By-Laws, the BOARD:

- shall resolve into IN-CAMERA to consider any report of any other COMMITTEE with respect to a matter or matters considered at a meeting of the latter from which the public was properly excluded; and
- may from time to time and at any time, meet IN-CAMERA or resolve into IN-CAMERA to consider any matter as permitted by the Education Act or as required or permitted by any other statute or common law privilege.

Special or Emergency meetings of the Committee of the Whole Board closed to the public may be called in the same manner and with the same notice that are applicable for Special or Emergency Meetings of the BOARD (*Sections 3:03 and 3:04*).

4:14

IN-CAMERA MATTERS

The primary purpose of an IN-CAMERA meeting of a Committee of the Whole Board is to discuss private and confidential matters pursuant to the Education Act, Section 207 as amended, including legal opinions and advice on those matters. Electronic recordings of such discussions will not be kept.

Recommendations of the Committee will be documented. Votes on IN-CAMERA matters shall not be recorded.

The following subject matters shall be considered in Committee of the Whole Board, IN-CAMERA

- the security of the property of the BOARD;
- the disclosure of intimate, personal or financial information in respect of a TRUSTEE of the BOARD or COMMITTEE, an employee or prospective employee of the BOARD or a pupil or his/her parent or guardian, e.g.,:
 - personal matters involving inefficiency or unsatisfactory service, discipline of individuals, termination of contracts; or personal, social or medical information about employees;
 - suspension, expulsion of individual pupils and readmission of such pupils when BOARD action is required by legislation except where Statutory Powers Procedures Act, 1971 requires a public hearing in connection with any of these matters;
 - indigent pupils;
 - a report of the Special Education Appeal Board;
- appointments, transfer or reassignment of senior administrative staff, principals, vice-principals and coordinators;
- the acquisition or disposal of a school site or other real property;
- decisions in respect of negotiations with employees of the BOARD;
- litigation or potential litigation affecting the BOARD; or
- matters permitted or required to be kept private and confidential under the Freedom of Information and Protection of Privacy Act or any other statute or regulation.

4:15

IN-CAMERA RECOMMENDATIONS

Recommendations made in a meeting of the Committee of the Whole BOARD that is closed to the public which require a BOARD resolution to be acted upon, shall be presented as a motion by a mover and a seconder with a vote taken in a meeting with the BOARD open to the public as follows:

“Moved that the recommendations and direction of the Committee of the Whole Board at its meeting of _____, 20__ be approved.”

4:16

ATTENDANCE AT IN-CAMERA MEETINGS

The DIRECTOR and the Supervisory Officers shall attend IN-CAMERA meetings. The BOARD may admit other persons to IN-CAMERA meetings.

The Supervisory Officers or other such persons shall withdraw at the direction of the CHAIR when special circumstances warrant.

4:17

**IN-CAMERA
CONFIDENTIALITY, CODE
OF CONDUCT
AND
FIDUCIARY
OBLIGATIONS**

MEMBERS will exercise their power to govern only as TRUSTEES of the corporate body, not as individuals. The CHAIR shall be the official spokesperson for the BOARD.

MEMBERS will abide by existing legislation, the by-laws, policies and procedures established for the BOARD, and their declaration of office.

MEMBERS will honour confidentiality of matters discussed at IN-CAMERA sessions of meetings; honour confidentiality regarding correspondence, reports and other information placed in confidence with members, and maintain their fiduciary obligations.

4:18

**BREACH OF
CODE OF
CONDUCT
AND/OR
FIDUCIARY
OBLIGATIONS**

The CHAIR has the authority to investigate allegations of breaches of the *In-Camera Confidentiality, Code Of Conduct And Fiduciary Obligations* and shall, where appropriate, consult with the VICE-CHAIR regarding course of action.

The CHAIR has the authority to invoke consequences (a) and (b) below. Consequences (c) and (d) require BOARD resolution.

The consequences invoked will depend on the seriousness of the conduct or breach. Where the alleged breach of conduct has been committed by the CHAIR, the BOARD shall empower the VICE-CHAIR by motion to perform the above responsibilities of the CHAIR.

Consequences may include:

- (a) a verbal warning;
- (b) a letter outlining the breach or concern;
- (c) a recommendation for public censure of the member;
- (d) in respect to a member's failure to comply with the duty of confidentiality or fiduciary duty as stated in Section 4:16 *In-Camera Confidentiality, Code Of Conduct And Fiduciary Obligations*, the BOARD may seek any remedy permitted under the Act, regulations, or at common law for such breach, including damages.

Notwithstanding this progressive procedure, it is the intent of the Board to provide a fair and just review of the issues, respecting the member's right to due process, including being advised of the specifics of the allegations, the right to make representation before the Board and appropriate notice.

An appeal to the Board of any consequence applied by the CHAIR may be made at the next IN-CAMERA session of the Board. Consequences confirmed or applied by the Board are not subject to appeal.

SECTION 5:00 COMMITTEE REPORTS

5:01

**REPORTING
AFTER EACH
MEETING**

After each meeting, every COMMITTEE shall report to the BOARD, either in writing or orally, at the discretion of the BOARD.

5:02

COMMITTEE REPORTS

Every COMMITTEE report shall contain the following preliminary identifying information:

- the name of the COMMITTEE or Sub-Committee;
- the date of the meeting;
- whether the meeting was a regular or a special meeting;
- the names of the TRUSTEES, staff and consultants who were present;
- the names of the COMMITTEE TRUSTEES who were not present;
- under the heading “Disclosure of Interest”
 - the name of each TRUSTEE who disclosed an interest in any matter on the Agenda of such COMMITTEE meeting;
 - an identification of the matter in which the TRUSTEE disclosed the interest; and
 - if the public was entitled to be present at the MEETING, the general nature of the interest so disclosed.

The substance of each report shall be divided into two parts, set out in the following sequence, and containing the following matters. Part 1 shall contain recommendations for action by the BOARD. Part 2 shall identify all other matters that were placed upon, and approved as part of the Agenda of the COMMITTEE, together with a brief description of the disposition made of such matters by the COMMITTEE.

SECTION 6:00 RULES OF ORDER

6:01

BOARD BY-LAWS

The rules of order to be observed at MEETINGS shall be in accordance with the BOARD’s By-Laws, which are valid only insofar as they are consistent with the laws of the Province of Ontario which govern the activities of the BOARD. *Robert’s Rules of Order* shall govern so far as applicable in all matters not provided for by these By-laws.

6:02

SUSPENDING THE RULES

With two-third (2/3) majority vote of the members of the BOARD present and voting, any of these rules may be temporarily suspended.

6:03

RECOGNITION OF THE CHAIR

Every TRUSTEE prior to speaking to any question or motion shall address the CHAIR. After being recognized by the CHAIR, the TRUSTEE may proceed. When two or more TRUSTEES speak at the same time, the CHAIR shall name the TRUSTEE who has the floor.

6:04

PROTOCOL

Every TRUSTEE shall follow the protocol as set out below.

No TRUSTEE while speaking shall be interrupted except to be called to order by a TRUSTEE for a Question of Privilege, a Point of Order, an Objection to Consideration, in which case the point of order will be decided by the CHAIR.

A TRUSTEE may require the question or motion in discussion to be read for information at any time during the debate, but not so as to interrupt a speaking TRUSTEE.

Other than the TRUSTEE proposing the question or motion, who shall be permitted to reply as the last speaker, no TRUSTEE shall speak more than once to a specific question, motion or amendment without permission of the BOARD.

No TRUSTEE shall speak longer than a quarter of an hour (15 minutes) on the same question without permission of the BOARD, except in explanation of a material part of a speech which may have been misconceived, and then not to introduce a new matter.

After the question or motion has been put by the CHAIRPERSON, no debate shall be allowed, nor shall any other motion be made until the question under discussion has been decided, and the decision of the CHAIRPERSON as to whether the question has been put, shall be conclusive.

6:05

DECORUM

The Presiding Officer may expel or exclude from any meeting any person who conducts himself/herself improperly or in a disruptive manner at a meeting.

Improper conduct shall be deemed to include, but not be limited to:

- (a) Any defamatory or demeaning comment or gesture about any person;
- (b) Any personal, disrespectful or inflammatory comment about any person;
- (c) Any refusal to accept the ruling of the CHAIRPERSON subject to the right to appeal the ruling to the entire Board.

Any exclusion or expulsion may be continued until the person expelled or excluded has withdrawn and/or apologized for his/her improper conduct.

SECTION 7:00 PRESIDING OFFICER

7:01

PRESIDING OFFICER

The CHAIR (of the BOARD or COMMITTEE, as the case may be) shall preside at all MEETINGS at which the CHAIR is present.

The VICE-CHAIR (of the BOARD or COMMITTEE, as the case may be) shall preside in the absence of the CHAIR; when the VICE-CHAIR presides, the absence of the CHAIR shall be presumed.

If at any meeting the CHAIR and VICE-CHAIR (of the BOARD or COMMITTEE, as the case may be) are absent, the TRUSTEES present may elect one of themselves to be chair for that meeting; when such TRUSTEE presides, the absence of the CHAIR and VICE-CHAIR shall be presumed.

Notwithstanding anything set out in this Article 7:00, the Presiding Officer at the *Organizational Meeting* shall be determined in accordance with what is set out in Section 2:00.

7:02

CONTINUATION IN THE CHAIR

The VICE-CHAIR (or the TRUSTEE referred to in Section 7:04) shall act as CHAIR of the meeting for the duration of the MEETING or until arrival of the CHAIR (or VICE-CHAIR, as the case requires) and the disposition of the main motion then being debated.

7:03

CHAIR OF THE BOARD IN-CAMERA

When the BOARD shall determine to go into IN-CAMERA, the VICE-CHAIR shall preside.

7:04

RIGHTS OF THE CHAIR OR PRESIDING OFFICER

The CHAIR or presiding officer may express an opinion on any main or subsidiary motion on the floor. In such case, if requested by another TRUSTEE on a point of order, the CHAIR or presiding officer shall express no further opinions of the motion on the floor unless he or she vacate the CHAIR until the disposition of the main motion.

7:05

CHAIR PRO TEM

If the CHAIR or presiding officer of a MEETING elects to vacate the Chair for any reason, the CHAIR shall call upon a TRUSTEE who is not the mover or seconder of any motion or subsidiary motion on the table (preferably, though not necessarily, a TRUSTEE who has not spoken) to fill the place of the CHAIR until the main motion is disposed of, in the following sequence:

- VICE-CHAIR; and
- another TRUSTEE present.

SECTION 8:00 AGENDA

8:01

DELIVERY OF AGENDA TO TRUSTEES

The Agenda for every MEETING with appropriate supporting material, shall be delivered to each TRUSTEE as indicated below:

- for Regular meetings of the BOARD at least forty-eight (48) hours in advance of such a meeting;
- for Special meetings of the BOARD at least forty-eight (48) hours in advance of such a meeting;
- for Emergency meetings of the BOARD the purpose of the meeting will be communicated with notice of the meeting whether done orally or in some other form.

8:02

DELIVERY OF AGENDA TO NON-TRUSTEES

Where a COMMITTEE includes persons who are not TRUSTEES, the Agenda for every MEETING that is not closed to the public, and every meeting of the COMMITTEE of which the person is a TRUSTEE, shall be delivered to each such person at least twenty-four (24) hours in advance of such meeting.

8:03

ITEMS ON THE AGENDA

Agenda of Meetings of the BOARD shall be prepared by the Secretary, the CHAIR and VICE-CHAIR. No matter shall be placed on the Agenda of a meeting of the Board unless:

- it results from the report from a Committee and relates to a matter that has been referred to it by action of the BOARD;
- it is a report from Administration;
- it is pursuant to a notice of motion made by an individual TRUSTEE under the provisions of section 8:05;
- the item has been agreed to by the CHAIR and the SECRETARY;

- it is a matter that, in the opinion of the SECRETARY, requires action by the BOARD as a matter of urgency;
- it is recommended to the BOARD by the CHAIR and carried by vote of the BOARD.

8:04

**PLACING
MATTER ON
THE
COMMITTEE
AGENDA**

No matter shall be placed on the Agenda of a meeting of a COMMITTEE unless the matter was referred by action of the BOARD to the COMMITTEE, and unless:

- it is placed on the Agenda by agreement of both the COMMITTEE CHAIR and the Administrative Liaison to the COMMITTEE;
- or it is a presentation or delegation with respect to a matter referred to the COMMITTEE by the BOARD and made with the approval of the COMMITTEE, which approval shall be determined without debate;
- or it is placed on the Agenda upon the affirmative vote of a majority of all TRUSTEES of the COMMITTEE eligible to vote on the matter.

8:05

**NOTICE OF
MOTION**

A TRUSTEE may place a Notice of Motion, regarding any matter with respect to which the TRUSTEE has a right to vote, upon the Agenda of the next regularly scheduled MEETING. Such notice of meeting:

- shall be made during the Notice of Motions section of a regularly scheduled BOARD MEETING;
- shall be in writing;
- may be accompanied by an explanatory notice;
- shall, after its appearance on the Agenda, be taken as read unless any TRUSTEE requests that it be read in full;
- shall not be the subject of any debate or comment at the meeting at which it is introduced;
- shall take the form "*At the next regular scheduled meeting of the Board I shall move or cause to be moved that...*"

8:06

**ORDER OF
BUSINESS**

The order of business for regular MEETINGS of the BOARD shall be as follows:

- A. Board of Trustees In-Camera, 6:00 p.m.
- B. Regular Meeting of the Board, 7:00 p.m.
 1. Call to Order
 2. Opening Prayer
 3. Recording of Attendance
 4. Approval of Agenda
 5. Questions Pertaining to Agenda
 6. Disclosure of Interest
 7. Presentations
 8. Delegations
 - a. Regarding Items NOT on the Agenda
 - b. Regarding Item ON the Agenda
 9. Action Items
 - a. Approval of Minutes
 - b. Items from In-Camera
 10. Communications
 - a. External (Associations, OCSTA, Ministry)
 - b. Internal (Reports from Administration)

11. Unfinished Business
12. New Business
13. Committee Reports
14. Notice of Motion
15. Remarks and Announcements
 - a. Chairperson
 - b. Director of Education
 - c. Board Chaplain
16. Remarks/Questions by Trustees
17. Pending Items
18. Continuation of In-Camera, if required
19. Future Board Meetings
20. Closing Prayer
21. Adjournment

8:07

AGENDA FOR SPECIAL AND EMERGENCY MEETINGS OF THE BOARD / COMMITTEES

The provisions of *Section 8:06* apply, with necessary variations, to special meetings of the BOARD and MEETINGS of COMMITTEES.

8:08

AGENDA FOR MEETINGS FROM WHICH THE PUBLIC IS EXCLUDED

The provisions of *Section 8:06* apply, with necessary variations, to the order of business for MEETINGS of COMMITTEES that are not open to the public.

8:09

VARIATION

Variations in the Order of Business prescribed in 8.6, 8.7 and 8.8 shall be permitted with the consent of the majority of TRUSTEES, or MEMBERS of the COMMITTEE, as the case may be, who are present and eligible to vote, and such consent shall be ascertained without debate.

SECTION 9:00 MOTIONS

9:01

MOVED AND SECONDED

Although all motions at MEETINGS must be moved before being accepted by the CHAIR, seconding of motions shall be required only at meetings of the BOARD.

9:02

WITHDRAWAL OF MOTIONS

After a motion is read by the CHAIR it shall be deemed to be in possession of the BOARD. A motion may be withdrawn, with the permission of the CHAIR, for further relevant information and/or background to be included when, in the opinion of the CHAIR, this will serve to clarify the motion. But only with the permission of the BOARD as determined by a show of hands, may a motion be withdrawn.

9:03

SUBDIVISION OF QUESTION

When a question under consideration contains distinct propositions the vote upon each such proposition shall be taken separately at the request of any TRUSTEE.

9:04

RECOGNITION OF MOTIONS

When a question is under debate, the following motions shall be recognized in order of precedence:

MOTION

to adjourn
suspend the rules
to lay on the table
to postpone to a later time (defer)
to refer
to amend
to postpone indefinitely

CONDITIONS

not debatable
not debatable 2/3 majority
not debatable

9:05

ORDER OF PRECEDENCE

The following order of precedence may be addressed to the CHAIR and interrupt the TRUSTEE on the floor:

MOTION

questions of privilege
point of order
appeal (a decision of CHAIR)
objection to consideration

CONDITIONS

CHAIR to determine
CHAIR to rule
requires a seconder
non-debatable, 2/3 required

9:06

TO RESCIND

The BOARD may annul an action it has taken at a previous meeting by a motion to rescind the objectionable resolution, order or other proceeding; and this motion will require an affirmative vote of two-thirds (2/3) of the members present who are eligible to vote on the matter to pass. A motion to rescind any former action of the Board may be made by any member, provided that a written notice of intention to move the rescission shall have been given at a previous meeting of the Board. Once a motion to rescind has been decided in the negative, no further motion to rescind shall be entertained for the next twelve months without the unanimous consent of all trustees present and eligible to vote on the matter.

9:07

TO RECONSIDER

The BOARD may set aside a vote taken on a motion in order to re-examine its action if a motion to reconsider is made at the same meeting as the original vote. A TRUSTEE who voted with the prevailing side must present the motion to reconsider. The motion to reconsider will require an affirmative vote of the majority of the members present and eligible to vote. The reconsideration must occur at the same meeting.

9:08

RECEIPT OF REPORTS

To “receive and file” denotes that the BOARD receives a report or document without denoting agreement or disagreement.

9:09

TO ADJOURN

A motion to adjourn shall be in order except when a TRUSTEE is speaking, or a vote is taken. A motion to adjourn shall not be open to amendment or debate, but a motion to adjourn to a certain time may be amended and debated.

After a motion to adjourn has been defeated, no second motion to the same effect shall be made until after some intermediate proceedings shall have been made.

9:10
LAY ON THE TABLE A motion to lay on the table is not debatable; and is used for the purpose of allowing the BOARD or COMMITTEE to deal with some other matter at the same meeting prior to dealing with the matter temporarily laid on the table. A matter laid on the table may be dealt with at the same meeting or at a subsequent meeting.

9:11
REFER A motion to refer to a STANDING COMMITTEE shall take precedence over a motion to refer to a Special Committee or to Administration.

9:12
AMENDMENTS TO A MOTION After a resolution is moved and seconded (if required), a motion to amend may be made; and a motion to amend the amendment may be made. But no further motion to amend shall be made until these have been decided.

9:13
ORDER OF QUESTIONS All questions shall be put in the order in which they are moved, except the amendments shall be put before the main motion, the last amendment first, etc.

9:14
QUESTION TO A VOTE After the CHAIR has decided to put the question to a vote there shall be no further debating.

9:15
RISE AND REPORT A motion to rise, or to rise and report, shall be decided without debate.

SECTION 10:00 VOTING

10:01
VOTING Every TRUSTEE present, excluding those that have declared an interest as required by the Municipal Conflict of Interest Act, may vote on all questions on which the TRUSTEE is entitled to vote. Although it is desirable that a TRUSTEE should record a vote in each case, the CHAIR has no power to compel a vote.

10:02
TRUSTEE MUST BE PRESENT Only TRUSTEES present or deemed to be present at the meeting when a vote is taken shall have the right to vote.

10:03
AFFIRMATIVE VOTE REQUIRED Except as otherwise provided in these By-laws, an affirmative vote shall require a majority of the votes of the TRUSTEES who do vote (abstentions count as a non-vote.)

10:04
MINIMUM NUMBER Any matter, on which there are fewer than two TRUSTEES eligible to vote at a COMMITTEE meeting, shall stand referred to the BOARD.

10:05

METHODS OF VOTING

Subject to Section 10.6, every matter considered by the BOARD or a COMMITTEE shall be disposed of by a vote of all those eligible to vote on the matter, in one of the following ways (preference being given in the following sequence):

- by general (or unanimous) consent, in which the CHAIR exercising discretion, states that the motion will be adopted in the absence of objection;
- by show of hands, in which each person eligible to vote raises the person's hand in response to the requests of the CHAIR for the votes, in the affirmative and in the negative, as the case may be, until the votes are counted;
- by recorded vote, in which each person eligible to vote stands in place in response to the requests of the CHAIR for the votes in the affirmative and in the negative, as the case may be, until the CHAIR has called the name of each person as voting, respectively, in the affirmative, or in the negative; or
- by ballot, in which each person eligible to vote shall mark on a paper provided by the SECRETARY, the person's choice from among the available alternatives, the papers being collected and counted immediately thereafter.

10:06

METHOD TO BE USED

Although the method requested by any person eligible to vote should be used to the extent practicable, the particular method of voting to be used to dispose of any matter shall be governed by the following rules:

- determination by general (or unanimous) consent shall be used only when no person eligible to vote objects or requests another method;
- a recorded vote may be used at any meeting of the BOARD upon the request of any TRUSTEE entitled to vote on the matter, provided that the request is made before the vote is called; and
- voting by ballot shall be used for, and only for, the purposes of the elections as provided in Article 2.0.

10:07

RIGHT OF THE CHAIR TO VOTE

The CHAIR, unless an interest as required by the Municipal Conflict of Interest Act has been declared, may vote on all questions which as a TRUSTEE, he or she is entitled to vote at any time.

10:08

VOTE LOST ON EQUALITY

Any motion on which there is an equality of votes is lost.

10:09

DECLARATION OF RESULT

The CHAIR shall declare the result of all votes.

SECTION 11:00 OFFICERS AND OFFICIALS

11:01

OFFICERS NAMED

The BOARD empowers the DIRECTOR/SECRETARY, and designated officers to be signing officers for the BOARD. When deemed advisable by the DIRECTOR, designated officers are given the authority to use plates, bearing their signature, for the purpose of signing. Officers authorized to use plates for signing include the DIRECTOR/SECRETARY and the Superintendent of Business and Treasurer. When deemed appropriate by the DIRECTOR, any Supervisory Officer employed by the BOARD may be delegated responsibility of signing on behalf of the BOARD.

11:02

DUTIES OF THE CHAIR

The CHAIR, in addition to those duties assigned under provincial legislation and these By-laws shall:

- preside at all meetings of the BOARD and conduct them according to the By-laws;
- be a signing officer of the BOARD as prescribed in the By-laws;
- approve the agenda of BOARD meetings;
- may recommend to the BOARD the establishment and composition of COMMITTEES;
- call special and emergency meetings of the BOARD; and
- issue statements to the public media on behalf of the BOARD.

11:03

DUTIES OF THE VICE-CHAIR

The VICE-CHAIR, in addition to those duties assigned under provincial legislation and the By-laws, shall:

- in the absence of the CHAIR, or in the event of the inability of the CHAIR to act, assume any or all of the duties of the CHAIR, except those which are precluded by law, By-law or regulation;
- be a signing officer of the BOARD as prescribed in the By-laws; and
- in the event of the death or resignation of the CHAIR, the VICE-CHAIR shall automatically assume the position of CHAIR for the remainder of the year.

11:04

DUTIES OF THE SECRETARY

The SECRETARY, in addition to those duties assigned under the provincial legislation and the By-laws, shall:

- attend in person all meetings of the BOARD and, in person or by delegated representative, meetings of all COMMITTEES;
- prepare minutes of all MEETINGS;
- keep records as required by law and subject to the directions of the BOARD;
- conduct the official correspondence of the BOARD;
- receive and pass on to the BOARD or the relevant COMMITTEE correspondence, petitions and reports of other officials;
- prepare, in consultation with the CHAIR, the agenda of all BOARD meetings;
- designate Supervisory Officers to do the same with respect to any Committees of the BOARD;
- maintain an up-to-date Policy Manual and ensure that all Policy Manual holders receive modifications as they are approved by the Board;
- have charge of all correspondence, reports and other documents;
- promulgate all orders, policies and other directions of the BOARD and other matters in accordance with requirements of the law; and
- bring to the attention of the BOARD any matter in respect of which, in the opinion of the SECRETARY, it may be necessary or useful for the BOARD to be aware.

11:05

DUTIES OF THE TREASURER

The TREASURER, in addition to those duties assigned under provincial legislation and the By-laws, shall:

- submit to the BOARD annually a statement of estimated revenue and expenditures;
- prepare for submission to the BOARD the annual financial statements and the auditor's report;

- report annually to the BOARD particulars of existing insurance and fidelity bonds expiring during such year with recommendations for renewal; and
- report to the BOARD from time to time and as requested by the BOARD on all financial matters.

11:06

**DUTIES OF
THE SUPER-
INTENDENT
OF BUSINESS**

The Superintendent of Business shall:

- carry out all duties assigned by the DIRECTOR OF EDUCATION/SECRETARY; and
- be a signing officer of the BOARD as prescribed in the By-laws.

11:07

**DUTIES OF
OTHER BOARD
OFFICIALS**

The officials of the BOARD and other persons employed or retained by it shall have such duties as may be assigned to them by law, contract and the By-laws of the BOARD.

SECTION 12:00 EXECUTION OF DOCUMENTS

12:01

BOARD SEAL

The Seal of the BOARD shall be in custody of the SECRETARY who shall be responsible for affixing it to such documents as may be required.

12:02

**SEAL
REGISTER**

The SECRETARY shall keep a record in a special book of the date and the particulars of each use of the seal.

12:03

**SIGNING
AUTHORITIES**

All deeds, conveyances, mortgages, bonds, debentures, agreements, documents, contracts approved by the BOARD shall be sealed with the seal of the BOARD and signed by two of the appropriate signing officers.

12:04

MINUTES

The CHAIR or other presiding TRUSTEE and the SECRETARY shall sign the minutes of all BOARD and STANDING COMMITTEE meetings.

12:05

**EXECUTION
NOT UNDER
SEAL**

Documents covering matters not required to be executed under the corporate seal of the BOARD, may be signed by the SECRETARY of the BOARD.

SECTION 13:00 BANKING

13:01

**BANK SIGNING
OFFICERS**

The signatures of any two signing officers are required when:

- making, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring all or any cheques, promissory notes, drafts, acceptances, bills of exchange, order for payment of money, contracts for letters of credit and forward exchange; and
- issuing cheques, drafts or orders for payment drawn on the bank accounts of the BOARD.

13:02

**ENDORSE-
MENT FOR
DEPOSIT**

The Superintendent of Business, by signature or by rubber stamp endorsement, may negotiate or deposit with or transfer to the bankers for the BOARD, but for the credit only of the account of the BOARD, all or any cheques, promissory notes, drafts, acceptances, bills of exchange and order for the payment of money.

SECTION 14:00 STATUTORY COMMITTEES

14:01

**APPLICATION
TO
STATUTORY
COMMITTEES**

The provisions of the By-laws of the BOARD that apply to COMMITTEES shall apply with necessary modifications to STATUTORY COMMITTEES, including without limitation, the Special Education Advisory Committee of the BOARD.

14:02

**MEETING
TIME OF
COMMITTEES**

COMMITTEES shall not schedule regular or special meetings on dates or at times that will conflict with dates and times of meetings of any other COMMITTEE.

SECTION 15:00 AMENDMENTS TO BY-LAWS

15:01

**AMENDMENT
AFTER
NOTICE**

By-laws of the BOARD may be amended from time to time at a meeting of the BOARD (such meeting hereinafter referred to as the "later meeting") upon the affirmative vote of two thirds (2/3) of all TRUSTEES of the BOARD present provided:

- written notice of motion proposing the amendment shall have been provided with the Agenda of the MEETING; and
- the text and a brief statement of intended purpose of the amendment shall have been included in the Agenda.

15:02

**AMENDMENT
WITHOUT
NOTICE**

At any time the By-laws may be amended without notice upon the unanimous vote of all the TRUSTEES of the BOARD entitled to vote thereon.

15:03

**BY-LAW
REVIEW**

A By-Law Review Committee consisting of the Chair, Vice-Chair and immediate Past Chair shall review the By-Laws every two years or as required.

**SECTION 16:00 INDEMNITY BY-LAW: MUNICIPAL CONFLICT
OF INTEREST ACT**

16:01

**DATE
LIMITATION**

The Board may indemnify members or officers out of its operating expenses for any damages or costs awarded against such member or officer or expenses incurred by them as a result of any action or other proceeding, except a proceeding brought under the Municipal Conflict of Interest Act, arising out of acts or omissions done or made by them in their capacity as members or officers, including while acting in the

performance of any statutory duty imposed by any general or special act or paying any sum required in connection with the settlement of such action or other proceeding and for assuming the cost of defending any such member in such an action or other proceeding, except this section does not apply to an act or omission that occurred prior to the 15th day of December, 1978.

16:02

INDEMNIFY A MEMBER

The Board may, pursuant to Section 14 of the Municipal Conflict of Interest Act, R.S.O. 1990, Chapter M-50, indemnify a member or officer out of its operating funds for any costs or expenses incurred by the member or officer if the member or officer has been found not to have contravened Section 5 of that Act, as a result of a proceeding brought under it and for paying on behalf of or reimbursing the member or officer for any such costs or expenses, except that this section does not apply to any act or omission that occurred prior to the 1st day of March 1983.

16:03

INDEMNITY

Notwithstanding anything contained in this by-law, a member or officer is entitled to indemnity from the Board in respect of charges and expenses reasonably incurred by him/her in connection with the defence of:

- a. any proceedings under the Municipal Conflict of Interest Act, R.S.O. 1990 to which he/she is made a party by reason of being or having been a member, if the person seeking indemnity has been found not to have contravened Section 5 of that Act; or
- b. any other criminal, civil or administrative action or proceeding to which he/she is made a party by reason of being or having been a member or officer, if the person seeking indemnity:
 - i. was substantially successful on the merits in his/her defence of the action or proceeding;
 - ii. acted honestly and in good faith with view to the best interests of the board; and
 - iii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful.

16:04

INSURANCE

The Board shall purchase and maintain insurance to protect any member or officer;

- a. who has been found not to have contravened Section 5 of the Municipal Conflict of Interest Act, R.S.O. 1990; against any costs or expenses incurred by the member or officer as a result of a proceeding brought under that Act, and for paying on behalf of or reimbursing the member or officer for any such costs or expenses; and
- b. against risks that may involve liability on the part of such member or officer for paying any damages or costs awarded against any such members or officers or expenses incurred by them as a result of any action or proceedings, except a proceeding brought under the Municipal Conflict of Interest Act, R.S.O. 1990, arising out of acts or omissions done or made by them in their capacity as members or officers, including while acting in the performance of any statutory duty imposed by any general or special Act or by paying any sum required in connection with the settlement of such an action or other proceeding and for assuming the cost of defending any such member or officer in such an action or proceeding, except where the liability relates to his/her failure to act honestly and in good faith with a view to the best interests of the Board.

16:05

**BY-LAW
APPLICATION**

This By-Law applies to a person who is a member or officer of the Board at the time the circumstances giving rise to the proceeding occurred but who prior to the settlement or judgment in such action or other proceeding has ceased to be a member or officer.

SECTION 17:00 INADVERTENT CONTRAVENTION OF THE BY-LAWS

17:01

**INADVERTENT
CONTRA-
VENTION**

In the event that the BOARD inadvertently contravenes any of the procedural requirements outlined or contained in the BOARD's Constitution, By-Laws, or Articles of Agreement, any decision of the BOARD is not liable to be impeached on the ground that the procedural requirements of the said Constitution, By-Laws, or Articles of Agreement have not been complied with, provided that any condonation by the BOARD of any contravention of the said procedural requirements must be approved by two-thirds (2/3) majority vote of the BOARD, whereupon such decision of the BOARD shall be deemed to have been made in compliance with the BOARD's Constitution, By-Laws, or Articles of Agreement.