By-laws

BY-LAW NO. 11
FINAL REVISION October 1st, 2013

A By-law relating generally to the transaction of the affairs of the

EDUCATIONAL COMPUTING ORGANIZATION OF ONTARIO

BE IT ENACTED as a By-law of EDUCATIONAL COMPUTING ORGANIZATION OF ONTARIO as follows:

ARTICLE 1:
DEFINITIONS

In this By-law:

Original By-law 10 Entry	Proposed By-law 11 Entry
1. "ECOO" shall mean Educational Computing Organization of Ontario. The French version of the corporate name shall be Organisation Ontarienne pour la Cybernetique en Education.	1. "ECOO" shall mean Educational Computing Organization of Ontario. The French version of the corporate name shall be Organisation Ontarienne pour la Cybernetique en Education.
2. "Board" shall mean the Board of Directors of ECOO.	2. "Board" shall mean the Board of Directors of ECOO.

ARTICLE 2: HEAD OFFICE AND SEAL

Original By-law 10 Entry	Proposed By-law 11 Entry
Section 1: Head Office The Head Office of the Corporation shall be in the City of Toronto in the Province of Ontario, and at such place therein as the directors may from time to time determine.	Section 1: Head Office The Head Office of the Corporation shall be in the City of Toronto in the Province of Ontario, and at such place therein as the directors may from time to time determine.
Section 2: Seal The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.	Section 2: Seal The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

ARTICLE 3: ORGANIZATION

Section 1: Board of Directors

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The affairs of the corporation shall be managed by a Board of Directors each of whom at the time of his or her election or within 10 days thereafter and throughout his or her term of office shall be a member of the Corporation.	1) The affairs of the corporation shall be managed by a Board of Directors each of whom at the time of his or her election or within 10 days thereafter and throughout his/her or her term of office shall be a member of the Corporation. The Board shall comprise the following persons:
2) Directors shall be elected by the members at the annual meeting of members from nominees.	a) Those members of the Executive Committee listed in Article 3, Section 2 subsections a) to e) b) Four Directors-at-Large c) A Conference Chairperson (appointed annually by the Board)
3) The Board shall comprise the following persons: a) President b) Project Manager c) Communications Manager d) Secretary e) Treasurer f) Conference Chairperson (appointed annually by the Board)	

Section 2: Executive Committee

Original By-law 10 Entry	Proposed By-law 11 Entry
	1. There shall be an Executive Committee of the Board consisting of: a) President b) Vice President c) Secretary d) Treasurer e) Past President

Section 3: Special Interest Groups

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The ECOO Board may create and support ECOO Special Interest Groups (SIGs) for specific educational interests.	1) The ECOO Board may create and support ECOO Special Interest Groups (SIGs) for specific educational interests.
2) Terms of funding the SIGs shall be negotiated by the Board of Directors and agreed in writing by those involved.	2) Terms of funding the SIGs shall be negotiated by the Board of Directors and agreed in writing by those involved.
3) Each SIG shall submit the details of its own structure and scope of activities to the Board of Directors for approval.	3) Each SIG shall submit the details of its own structure and scope of activities to the Board of Directors for approval.
4) Each SIG generating or receiving funds will place on file annually at the ECOO Office evidence of a bank account.	4) Each SIG generating or receiving funds will place on file annually at the ECOO Office evidence of a bank account.
5) Each SIG generating or receiving funds will file a report by the annual general meeting each year at the ECOO Office covering finances of the previous year.	5) Each SIG generating or receiving funds will file a report by the annual general meeting each year at the ECOO Office covering finances of the previous year.
6) No SIG shall incur financial liability without prior written approval of the Board	6) No SIG shall incur financial liability without prior written approval of the Board
7) Upon the dissolution of a SIG, all funds in the possession of the SIG revert to the ECOO.	7) Upon the dissolution of a SIG, all funds in the possession of the SIG revert to the ECOO.

Section 4: Affiliate Bodies

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The ECOO may affiliate with other groups or organizations having an interest in educational computing.	1) The ECOO may affiliate with other groups or organizations having an interest in educational computing.
2) The terms of affiliation shall be negotiated by the Executive Committee and ratified by the Board of Directors.	2) The terms of affiliation shall be negotiated by the Executive Committee and ratified by the Board of Directors.
3) The Secretary shall cause a memorandum of agreement reflecting the affiliation arrangements referred to in this Section 4 to be placed in the Minute Book of the Corporation next to the resolution of the Board approving the affiliation.	3) The Secretary shall cause a memorandum of agreement reflecting the affiliation arrangements referred to in this Section 4 to be placed in the Minute Book of the Corporation next to the resolution of the Board approving the affiliation.

ARTICLE 4: BOARD OF DIRECTORS

Section 1: Quorum and Meetings

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Two-fifths of the directors established for the Corporation shall form a quorum for the transaction of business.	1) Two-fifths of the directors established for the Corporation shall form a quorum for the transaction of business.
2) Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.	2) Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.
3) No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chairperson or by the Secretary or designate on direction in writing of five directors. Notice of such meetings shall be delivered, telephoned or conveyed by electronic transmission to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.	3) No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chairperson or by the Secretary or designate on direction in writing of five directors. Notice of such meetings shall be delivered, telephoned or conveyed by electronic transmission to each director not less than three days before the meeting is to take place or shall be mailed to each director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

Section 2: Errors in Notice

Original By-law 10 Entry	Proposed By-law 11 Entry
No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.	No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

Section 3: Voting at Board Meetings

Original By-law 10 Entry	Proposed By-law 11 Entry
Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his or her duties may be performed by the Project Manager or the Communications Manager or such other director as the Board may from time to time appoint for the purpose.	Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his or her duties may be performed by the Vice President or such other director as the Board may from time to time appoint for the purpose.

Section 4: Duties of a Director

Directors are required to:

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Attend meetings of the Board.	1) Attend meetings of the Board.
2) Actively promote the goals of the organization.	2) Actively promote the goals of the organization.
3) Solicit information for the ECOO publications as required.	3) Solicit information for the ECOO web site as required.
	4) Coordinate projects and other duties as assigned by the Board: e.g. membership, communications, professional learning, outreach and network development (e.g. EdCamps).

Section 5: Powers of the Board

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The Board shall have the power to ratify action taken in the name of the Corporation since the last meeting of the membership.	1) The Board shall have the power to ratify action taken in the name of the Corporation since the last meeting of the membership.
2) The Board shall establish committees and discharge them as it sees fit.	2) The Board shall establish committees and discharge them as it sees fit.
3) The Board shall appoint members to committees.	3) The Board shall appoint members to committees.
4) The Board shall receive and approve the report of the Auditor appointed at the annual meeting of members and ensure that the Auditor's report is presented to the annual meeting of the membership.	4) The Board shall receive and approve the report of the Auditor appointed at the annual meeting of members and ensure that the Auditor's report is presented to the annual meeting of the membership.
5) The Board shall determine Corporate policy between meetings of the membership.	5) The Board shall determine Corporate policy between meetings of the membership.
6) The Board shall appoint the Conference Chairperson at the first meeting of the Board following the annual meeting of members.	6) The Board shall appoint the Conference Chairperson at the first meeting of the Board following the annual meeting of members.
	7) The Board shall appoint the Nominations Committee at the first meeting of the Board following the annual meeting of members.
7) The Board has the power to appoint a member of the Corporation to fill a vacancy for the balance of the term of office on the Board caused by the removal, resignation or death of a member of the Board.	8) The Board has the power to appoint a member of the Corporation to fill a vacancy for the balance of the term of office on the Board caused by the removal, resignation or death of a member of the Board.
8) The absence of a director from two consecutive meetings of the Board of Directors without, in the opinion of the Board, reasonable excuse is deemed to be a resignation from the Board by that Director.	9) The absence of a director from two consecutive meetings of the Board of Directors without, in the opinion of the Board, reasonable excuse is deemed to be a resignation from the Board by that Director.
9) The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such	10) The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such powers and do all such

other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.	other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
10) Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.	11) Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Section 6: Remuneration of Directors

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The directors shall receive no remuneration for acting as such.	1) The directors shall receive no remuneration for acting as such.

Section 7: Execution of Documents

Original By-law 10 Entry	Proposed By-law 11 Entry
The Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.	The Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

Section 8: Books and Records

Original By-law 10 Entry	Proposed By-law 11 Entry
The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.	The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Section 9: Indemnification of Officers and Directors

Original By-law 10 Entry	Proposed By-law 11 Entry
Every officer or Director of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:	Every officer or Director of the Corporation and his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:
1) All costs, charges and expenses whatsoever that such officer or Director of the Corporation has at any time heretofore sustained or incurred or will hereafter sustain or incur in or about any action, suit or proceeding which has been or is brought, commenced or prosecuted against him or her, for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and	1) All costs, charges and expenses whatsoever that such officer or Director of the Corporation has at any time heretofore sustained or incurred or will hereafter sustain or incur in or about any action, suit or proceeding which has been or is brought, commenced or prosecuted against him or her, for in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
2) All other costs, charges and expenses that he or she has sustained or incurred heretofore or sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own wilful neglect to default.	2) All other costs, charges and expenses that he or she has sustained or incurred heretofore or sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own wilful neglect to default.

ARTICLE 5:
OFFICERS AND THEIR DUTIES

Section 1: Officers

Original By-law 10 Entry	Proposed By-law 11 Entry
1) There shall be a President, a Project Manager, a Communications Manager, a Secretary and a Treasurer and such other officers as the Board of Directors may determine by by-law from time to time.	1) There shall be a President, a Vice President, a Secretary, a Treasurer, and a Past President and such other officers as the Board of Directors may determine by by-law from time to time.
2) The above-named officers shall be elected as provided in Article 7, Section 8 hereof and shall take office at the end of the annual meeting of members.	2) The above-named officers shall be elected as provided in Article 7, Section 8 hereof and shall take office at the end of the annual meeting of members.

Section 2: Duties of President

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The President at his or her option, may act as Chairperson of meetings of the Board of Directors and of the members. If the President declines to chair such meetings, the Directors shall choose one of their numbers to be Chairperson of such meetings.	1) The President at his or her option, may act as Chairperson of meetings of the Board of Directors and of the members. If the President declines to chair such meetings, the Directors shall choose one of their numbers to be Chairperson of such meetings.
2) The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President, his or her duties and powers may be exercised by the Project Manager or the Communications Manager, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.	2) The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

Section 3: Duties of the Vice-President

The duties of the Vice-President shall be:

Original By-law 10 Entry	Proposed By-law 11 Entry
	a) Perform the duties of the President in his or her absence.
	b) Assume the duties assigned by the President.

Section 4: Duties of the Past President

The duties of the Past President shall be:

Original By-law 10 Entry	Proposed By-law 11 Entry
	a) Act as chairperson of the Nominations Committee.

Section 3: Duties of Project Manager (DELETE Section)

The duties of the Project Manager shall be:

Original By-law 10 Entry	*Proposed By-law 11 Entry*
a) to supervise ECOO Special Projects beyond the annual conference.	

Section 4: Duties of Communications Manager (DELETE Section)

The duties of the Communications Manager shall be:

Original By-law 10 Entry	*Proposed By-law 11 Entry*
a) To supervise all ECOO communications-related ventures	

Section 5: Duties of Secretary

The duties of the Secretary shall be:

Original By-law 10 Entry	Proposed By-law 11 Entry
a) to maintain records of all minutes of and resolutions from meetings of the Board and the membership.	a) to maintain records of all minutes of and resolutions from meetings of the Executive, Board and the membership.
c) to write correspondence under the direction of the Board.	b) to maintain a record of official correspondence under the direction of the Board.
	c) to maintain the archives of the organization

Section 6: Duties of Treasurer

The duties of the Treasurer shall be:

Original By-law 10 Entry	Proposed By-law 11 Entry
a) to ensure proper accounts of all funds received or disbursed are kept;	a) to ensure proper accounts of all funds received or disbursed are kept;
b) to issue receipts for all funds received;	b) to issue receipts for all funds received;
c) to deposit all funds received in a financial institution in the name of the Corporation	c) to deposit all funds received in a financial institution in the name of the Corporation;
d) to invest funds of the Corporation on instruction of the Board;	d) to invest funds of the Corporation on instruction of the Board;
e) to keep securities of the Corporation in a safety deposit box at a financial institution in the name of the Corporation;	e) to keep securities of the Corporation in a safety deposit box at a financial institution in the name of the Corporation;
f) to submit to the Board for approval all accounts of an unusual nature	f) to submit to the Board for approval all accounts of an unusual nature;
g) to pay by cheque all accounts authorized by the Board;	g) to pay by cheque all accounts authorized by the Board;
h) to pay by cheque all the usual accounts of the Corporation;	h) to pay by cheque all the usual accounts of the Corporation;
i) to present an interim financial report in writing at each meeting of the Board;	i) to present an interim financial report in writing at each meeting of the Board;
j) to present annually a detailed and fully audited financial report for the preceding fiscal year;	j) to present annually a detailed and fully audited financial report for the preceding fiscal year;
k) to prepare for presentation to the Board annually a detailed budget at the first meeting of the fiscal year;	k) to prepare for presentation to the Board annually a detailed budget at the first meeting of the fiscal year;
l) to prepare for presentation to the annual meeting of members the detailed budget approved by the Board.	l) to prepare for presentation to the annual meeting of members the detailed budget approved by the Board;
	m) to serve as the treasurer of the annual ECOO Conference.

ARTICLE 6:
EXECUTIVE COMMITTEE

Section 1: Composition

Original By-law 10 Entry	Proposed By-law 11 Entry
	The Executive Committee is composed of the elected and appointed persons listed in Article 3, Section 2 of this by-law.

Section 2: Functions

Original By-law 10 Entry	Proposed By-law 11 Entry
	1) The prime function of the Executive Committee is to translate the policies adopted by the Board and annual meeting into effective administrative action.
	2) The Executive Committee shall act in the name of the Corporation between meetings of the membership.
	3) In addition, the Executive Committee shall: a) Carry out the plan of action of the Board. b) Be responsible for the administration of finances. c) Contract out such administrative duties as it deems prudent.

Section 3: Meetings

Original By-law 10 Entry	Proposed By-law 11 Entry
	The Executive Committee shall meet at the call of the President or on the request of two of the members of the Executive Committee.

ARTICLE 7:
MEMBERSHIP

Section 1: Classes of Membership

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Members in each of the following classes of members shall be admitted by approval of the Board of Directors:	1) Members in each of the following classes of members shall be admitted by approval of the Board of Directors:
a) An "Active Member" shall be an individual who:	a) An "Active Member" shall be an individual who:
i. acts in a voluntary capacity, that is deemed acceptable by the Board to support the organization goals and events and;	i. acts in a voluntary capacity, that is deemed acceptable by the Board to support the organization goals and events and;
ii. has paid the annual fee as determined by the Board	ii. has paid the annual fee as determined by the Board
b) "Life Member" shall be an individual who has rendered meritorious and outstanding service to the ECOO and is recommended by the Board.	b) "Life Member" shall be an individual who has rendered meritorious and outstanding service to the ECOO and is recommended by the Board.

Section 2: Rights of Members

Original By-law 10 Entry	Proposed By-law 11 Entry
1) An active, or life member shall have the right to:	1) An active, or life member shall have the right to:
a) stand for election to the elective positions of the Corporation;	a) stand for election to the elective positions of the Corporation;
b) participate as a full voting member of the Corporation at meetings of members;	b) participate as a full voting member of the Corporation at meetings of members;
c) attend meetings of the Board of Directors but not to vote at such meetings or participate in discussions.	c) attend meetings of the Board of Directors but not to vote at such meetings or participate in discussions.

Section 3: Membership Fees

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The annual fee for an active member shall be determined by a vote of the Board and confirmed by the members at a regularly constituted meeting.	1) The annual fee for an active member shall be determined by a vote of the Board and confirmed by the members at a regularly constituted meeting.
2) A life member shall enjoy his or her rights without payment of fees.	2) A life member shall enjoy his or her rights without payment of fees.
3) The Secretary or designate shall notify the members of the fees at any time payable by them and, if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid fees be reinstated by vote of the Board of Directors.	3) The Secretary or designate shall notify the members of the fees at any time payable by them and, if any are not paid within 60 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid fees be reinstated by vote of the Board of Directors.

ARTICLE 8: ANNUAL AND OTHER MEETINGS OF MEMBERS

Section 1: Notice

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The membership shall meet on the call of the Board of Directors. Notice shall be given to the membership of the time, date, location and subject matter of the meeting not more than 120 days or not less than 30 days prior to the date of the meeting.	1) The membership shall meet on the call of the Board of Directors. Notice shall be given to the membership of the time, date, location and subject matter of the meeting not more than 120 days or not less than 30 days prior to the date of the meeting.
2) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.	2) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

Section 2: Place of Meetings

Original By-law 10 Entry	Proposed By-law 11 Entry
The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.	The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

Section 3: Adjournments

Original By-law 10 Entry	Proposed By-law 11 Entry
Any meetings of members or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.	Any meetings of members or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Section 4: Quorum of Members

Original By-law 10 Entry	Proposed By-law 11 Entry
A quorum for the transaction of business at any meeting of members shall consist of not less than 8 members present in person or represented by proxy.	A quorum for the transaction of business at any meeting of members shall consist of not less than 15 members present in person or represented by proxy.

Section 5: Regular Business to be Conducted

Original By-law 10 Entry	Proposed By-law 11 Entry
At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.	At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.

Section 6: Voting of Members

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. Such proxy need not himself or herself be a member but before voting shall produce and deposit with the Secretary or designate sufficient appointment in writing from his or her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all fees, if any, then payable by him or her.	1) Each member of the Corporation shall at all meetings of members be entitled to one vote and he or she may vote by proxy. Such proxy need not himself or herself be a member but before voting shall produce and deposit with the Secretary or designate sufficient appointment in writing from his or her constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he or she has paid all fees, if any, then payable by him or her.
2) At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded. A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or a poll, the Chairperson shall be entitled to a second or casting vote.	2) At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded. A declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or a poll, the Chairperson shall be entitled to a second or casting vote.

Section 7: Nominations Committee

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Any active or life member who does not hold an elected position and is not running for an elected position shall be acceptable ex-officio as the chairperson of the Nominations Committee.	1) The Past President or any active or life member who does not hold an elected position and is not running for an elected position shall be acceptable ex-officio as the chairperson of the Nominations Committee.
2) The Nominations Committee shall consist of active or life members of ECOO appointed by the Board of Directors. Members of the Nominating Committee may not stand for election.	2) The Nominations Committee shall consist of active or life members of ECOO appointed by the Board of Directors. Members of the Nominating Committee may not stand for election.
3) A nomination shall state the office for which the candidate is running and contain a declaration by the nominee that he or she is willing to serve if elected, as well as a brief professional resume for distribution to the membership. The candidate shall be a member in good standing.	3) A nomination shall state the office for which the candidate is running and contain a declaration by the nominee that he or she is willing to serve if elected, as well as a brief professional resume for distribution to the membership. The candidate shall be a member in good standing.
4) The nominations Committee shall:	4) The Nominations Committee shall:
a) call for nominations at least three months prior to the annual meeting;	a) call for nominations at least three months prior to the annual meeting;
b) receive nominations up until 40 days before the annual meeting;	b) receive nominations up until 40 days before the annual meeting;
c) cause the names of the nominees along with their resumes to be published and distributed to all members;	c) cause the names of the nominees along with their resumes to be published and distributed to all members;
d) where there is more than one nominee for an elective position, cause ballots to be printed for use by members during elections at the annual meeting;	d) where there is more than one nominee for an elective position, cause ballots to be created for use by members for online voting and voting at the annual meeting;
e) where there is an election, count the ballots and inform the President of the results.	e) where there is an election, count the ballots and inform the membership of the results.

Section 8: Election of Officers and Directors

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The members to serve as President, Project Manager, Communications Manager, Secretary and Treasurer shall be elected annually by the members at the annual meeting of members.	1) The members to serve as President, Vice President, Secretary, and Treasurer shall be elected annually by the members at the annual meeting of members.
	2) Four Directors-at-Large that are elected by the members at the annual meeting of members from nominees. Directors-at-Large are elected on a rotational basis for a two year term with two Directors being elected annually. At the initiation of this process, the two Directors receiving the most votes will serve a two-year term; the remaining two directors will serve a one-year term. Thereafter, subsequent Directors will be elected for two-year terms.
2) The President shall inform the membership of the results of the election at the annual meeting, in all ECOO publications and on the ECOO web site.	3) The Nominations Chair shall inform the membership of the results of the election at the annual meeting and on the ECOO web site.

Section 9: Removal of Director

Original By-law 10 Entry	Proposed By-law 11 Entry
The members of the corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect another member in his or her stead for the remainder of his or her term.	The members of the corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect another member in his or her stead for the remainder of his or her term.

Section 10: Vacancies

Original By-law 10 Entry	Proposed By-law 11 Entry
Vacancies on the Board of Directors may, so long as a quorum of directors remains in office, be filled by the directors, from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.	Vacancies on the Board of Directors may, so long as a quorum of directors remains in office, be filled by the directors, from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

ARTICLE 9: FINANCIAL MATTERS

Section 1: Financial Year

Original By-law 10 Entry	Proposed By-law 11 Entry
Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of August in each year.	Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

Section 2: Cheques, etc.

Original By-law 10 Entry	Proposed By-law 11 Entry
All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, trust company or other financial institution, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporations' bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.	All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, trust company or other financial institution, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporations' bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Section 3: Deposit of Securities for Safekeeping

Original By-law 10 Entry	Proposed By-law 11 Entry
The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.	The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Section 4: Borrowing

Original By-law 10 Entry	Proposed By-law 11 Entry
1) The directors may from time to time:	1) The directors may from time to time:
a) borrow money on the credit of the Corporation;	a) borrow money on the credit of the Corporation;
b) issue, sell or pledge securities of the Corporation;	b) issue, sell or pledge securities of the Corporation;
c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.	c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
2) From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.	2) From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Section 5: Dissolution

Original By-law 10 Entry	Proposed By-law 11 Entry
Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property shall be distributed or disposed of by the directors in a way that will benefit the educational use of computers in Ontario.	Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property shall be distributed or disposed of by the directors in a way that will benefit the educational use of computers in Ontario.

ARTICLE 10:
MISCELLANEOUS

Section 1: Rules of Order

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Any meeting of the Corporation shall be conducted according to the rules of order accepted by the body by resolution. If the body has no rules of order accepted, or if the accepted rules do not apply, Robert's Rules shall be used.	1) Any meeting of the Corporation shall be conducted according to the rules of order accepted by the body by resolution. If the body has no rules of order accepted, or if the accepted rules do not apply, Robert's Rules shall be used.
2) At general meetings of the membership, the President may appoint a steering committee to advise on rules of order.	2) At general meetings of the membership, the President may appoint a steering committee to advise on rules of order.

Section 2: Amendments and Additional By-laws

Amendments to this By-law and additional by-laws may be approved at any meeting of members:

Original By-law 10 Entry	Proposed By-law 11 Entry
1) By a two-thirds vote of the members qualified to vote, present, and voting, provided that:	1) By a two-thirds vote of the members qualified to vote, present, and voting, provided that:
a) Notice of any proposed amendment originating from the Board of directors shall have been given by the Secretary or designate to the membership at least 10 days before the meeting of members.	a) Notice of any proposed amendment originating from the Board of directors shall have been given by the Secretary or designate to the membership at least 10 days before the meeting of members.
b) Notice of any proposed resolution originating through a requisition made by not less than 10% of the members, shall have been deposited with the Secretary or designate and circulated to the membership at least 10 days before the meeting of members.	b) Notice of any proposed resolution originating through a requisition made by not less than 10% of the members, shall have been deposited with the Secretary or designate and circulated to the membership at least 10 days before the meeting of members.

Section 3: Scholarships and Awards

Original By-law 10 Entry	Proposed By-law 11 Entry
1) Scholarships, other monetary awards, and awards of merit may be created and awarded by the Corporation in the following manner:	1) Scholarships, other monetary awards, and awards of merit may be created and awarded by the Corporation in the following manner:
a) Terms of reference shall be determined by the Board.	a) Terms of reference shall be determined by the Board.
b) The scholarships and awards shall be administered by an Awards Committee in accordance with the terms of reference.	b) The scholarships and awards shall be administered by an Awards Committee in accordance with the terms of reference.
c) Awards of merit may be conferred by the Board upon individuals or organizations who have made significant contributions to the field of educational computing.	c) Awards of merit may be conferred by the Board upon individuals or organizations who have made significant contributions to the field of educational computing.

Section 4: Interpretation

Original By-law 10 Entry	Proposed By-law 11 Entry
In this By-law and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.	In this By-law and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

Section 5: Repeal of By-law *10*

Original By-law 10 Entry	Proposed By-law 11 Entry
By-law 9 enacted on March 23, 2002 is hereby repealed and the present By-law is substituted therefore, effective as of the date of confirmation of this By-law by the members.	By-law 10 enacted on May 25, 2009 is hereby repealed and the present By-law is substituted therefore, effective as of the date of confirmation of this By-law by the members.

ENACTED the __24___th day of __October____, 2013

(President)

(Secretary)

CONFIRMED at a general meeting of members duly called for that purpose on the _24___th day of __October___, 2013.

(Chairperson)