

# GLENDALE SCIENCES & TECHNOLOGY SCHOOL PARENT ASSOCIATION

## BYLAWS – PROPOSED BY-LAWS

### ARTICLE 1 – PREAMBLE

#### 1.1 The Association

The name of the Association is the Glendale Sciences & Technology School Parent Association, (herein after referred to as the “Society”).

#### 1.2 The Object of the Society

The Object of the Society is to provide funding to enrich the educational experience for all students attending Glendale Sciences & Technology School. The Society also recognizes that its mandate is to further the objective of the Glendale Sciences & Technology School Council.

#### 1.3 The Bylaws

The following articles set forth the Bylaws of the Glendale Sciences & Technology Parent Association.

### ARTICLE 2 – DEFINING AND INTERPRETING THE BYLAWS

#### 2.1 DEFINITIONS

In these Bylaws, the following words have these meanings.

2.1.1 *Act* means the Societies Act R.S.A.2044, Chapter S-14 current as of January 1, 2004 or any statute substituted for it.

2.1.2 *Active Member* means a Member who attends at least 50 per cent of the Regular Membership Meetings in any given School Year.

2.1.3 *Board* means the Board of Directors elected pursuant to these Bylaws.

2.1.4 *Bylaws* mean the Bylaws of the Society.

2.1.5 *Director* means any person elected or appointed to the Board.

2.1.6 *Family Unit* means parents (including separated or under court custody arrangements) and/or legal guardians, and their children (natural, step or adopted).

2.1.7 *Member* means a Member of the Society.

- 2.1.8 *Minute Book* means the record of agendas, attendance logs and minutes for all Membership and Board meetings.
- 2.1.9 *Parents* means the parents or legal guardians of students enrolled in the School.
- 2.1.10 *School* means the Glendale Sciences and Technology School located at 6375 – 77 Street, Red Deer, Alberta T4P 3E9.
- 2.1.11 *School Administration* means the Principal and/or Vice Principal.
- 2.1.12 *School Year* means a period commencing with the start of the school year and ending the day before the start of the following school years as set by the Red Deer Public School District.
- 2.1.13 *Society* means the society known as the Glendale Sciences & Technology School Parent Association.
- 2.1.14 *Special Meeting* means a special meeting of the Members.
- 2.1.15 *Special Resolution* means a resolution passed:
- (a) at a meeting of which not less than fourteen (14) days' notice specifying the intention to propose the resolution has been duly given and;
  - (b) by the vote of not less than seventy-five percent (75%) of those members who, if entitled to do so, vote in person
- 2.1.16 *Written Notice* means telephone broadcast, on-line newsletter, e-mail, or posted mail.

## **2.2 INTERPRETATION**

In these Bylaws:

- (a) the singular shall include the plural and the plural the singular;
- (b) the word "person" shall include corporations and societies; and
- (c) masculine shall include the feminine.

## **ARTICLE 3 – MEMBERSHIP**

### **3.1 CLASSIFICATION OF MEMBERSHIP**

- 3.1.1 Parent Membership:  
All Parents as defined in Article 2.1.9 are members of the Society.

3.1.2 School Administration Membership:  
The Principal and Vice-Principal are ex-officio members without voting privileges.

3.1.3 Members of the Board retain their Membership until the following Annual General Meeting.

### **3.2 MEMBERSHIP FEES**

There are no membership fees to belong to the Society.

### **3.3 MEMBERSHIP YEAR**

The membership year coincides with the School Year.

### **3.4 MEMBERSHIP RESPONSIBILITY**

Members are responsible for behaving in accordance with the Bylaws and Object of the Society.

### **3.5 VOTING PRIVILEGES OF MEMBERS**

3.5.1 Each family unit is entitled to one vote on all motions and resolutions at meetings of the Society.

3.5.2 In the event of a tie the Chair shall have a second vote.

3.5.3 Such votes must be made in person and not be proxy or otherwise.

### **3.6 TERMINATING MEMBERSHIP**

3.6.1 A Parent Membership is terminated when the Parent Member's child is no longer a student registered in the School.

3.6.2 The Board has the authority to terminate a membership of a Member for any cause the Board may deem reasonable through the following procedure;

- (a) a recommendation to terminate a membership will be made to the Board;
- (b) the member whose membership has been recommended for termination shall be given written notice at least one (1) week prior to the Special Meeting of the Board called to discuss same;
- (c) the Member shall have the opportunity to be heard at the Special Meeting of the Board or to submit a statement in writing;
- (d) a decision to terminate a membership requires a two-thirds (2/3) vote of the Board.

**3.7 REINSTATEMENT OF TERMINATED MEMBERSHIP**

Any person whose membership has been terminated by the Board may, upon application, be reinstated as a Member if approved by the unanimous decision of the Board.

**3.8 LIMITATION ON THE LIABILITY OF MEMBERS**

No Member, in his individual capacity, is liable for any debt or liability of the Society.

### **3.9 CONFLICT OF INTEREST REGARDING MEMBERS**

The activities of the Society are not carried out for the purpose of personal financial gain of its Members.

### **3.10 ARBITRATION AND/OR MEDIATION**

Arbitration and/or mediation may be used by Members to resolve disputes arising out of the affairs of the Society. If the dispute is not resolved by mediation, the decision of the Arbitrator shall be binding on all parties.

## **ARTICLE 4 – MEETINGS**

### **4.1 ANNUAL GENERAL MEETINGS**

4.1.1 The *Annual General Meeting* will be held within forty (40) days of the beginning of a School Year, at the place, day and time as established by the Board in consultation with School Administration.

4.1.2 *Written Notice* shall be given to all Members at least fourteen (14) days prior to the meeting.

4.1.3 The *Agenda for the Annual General Meeting* shall include:

- (a) the Chair's report on current year's activities;
- (b) the Treasurer's report and approval of audited Financial Statements;
- (c) the election of officer's for the upcoming school year;
- (d) (i) the Board be given the authority to appoint a professional auditor to audit the financial statements, or  
(ii) the Board be given the authority to appoint two individuals to review the financial statements pursuant to Clause 6.2.2;
- (e) any other business of the Society; except that no vote shall be taken upon any matter for which notice of a Special Resolution is required, unless such notice has been given.

4.1.4 *Quorum*

Attendance by at least four (4) Members present and entitled to vote, as outlined in Article 3.5.1, is a quorum.

4.1.5 *Voting*

Voting shall be made by Members, as qualified in Article 3.5.1, by a show of hands unless a ballot is requested by any four (4) Members in attendance and entitled to vote. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority (50 per cent plus one (1)). During the election of

the Directors, a secret ballot is needed when two or more people are nominated for the same position. If there is only one person nominated, the position may be filled by acclamation. Such votes must be made in person and not be proxy or otherwise.

## **4.2 SPECIAL MEETINGS**

### **4.2.1 *Calling of a Special Meeting***

A Special Meeting shall be called by the Chair or Secretary upon the receipt of:

- (a) a resolution of the Board to that effect; or
- (b) a written request of at least four (4) Active Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2.2 *Written notice* shall be given to all Members at least fourteen (14) days prior to the meeting.

4.2.3 The *Agenda for the Special Meeting* will consist of only those matters set out in the notice for the Special Meeting.

### **4.2.4 *Quorum***

Attendance by a least four (4) Members present and entitled to vote, as outlined in Article 3.5.1, is a quorum.

### **4.2.5 *Voting***

Voting shall be made by Members, as qualified in Article 3.5.1, by a show of hands unless a ballot is requested by any four (4) Members in attendance and entitled to vote. Any resolution or motion presented for a vote at a Meeting shall be deemed approved when supported by a simple majority.

Such votes must be made in person and not by proxy or otherwise.

## **4.3 REGULAR MEMBERSHIP MEETINGS**

### **4.3.1 *Calling Meetings***

There shall be a minimum of five (5) meetings held each School Year at the time and place determined by the Chair, upon consultation with School Administration. Additional meetings may be held when requested by Members of the Board. Notice of Regular Membership Meetings will be in the School Calendar.

### **4.3.2 *Quorum***

Attendance by at least four (4) Members present and entitled to vote, as outlined in Article 3.5/1, is a quorum.

#### 4.3.3 *Voting*

Voting will follow the procedure in Article 4.2.5.

#### 4.4 **ADJOURNMENTS OF MEETINGS**

Any meetings of the Society may be adjourned at any time. The Adjourned Meeting conducts only the unfinished business from the initial Meeting. No notice is necessary for any Adjourned Meeting.

#### 4.5 **ROBERT'S RULES OF ORDER**

Robert's Rules of Order shall have final jurisdiction in the governing procedures at the meetings of the Society as long as they are not inconsistent with the provision of the Act or these Bylaws.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### 5.1 **POWERS OF THE BOARD**

##### 5.1.1 The Board is responsible to:

- (a) carry out the Object of the Society;
- (b) carry out the day-to-day administration of the Society's activities;
- (c) carry out the requirements of these Bylaws;
- (d) carry out directions given it from the Members by a motion passed;
- (e) develop and review policies and procedures to guide and assist the Society in carrying out its Object;
- (f) appoint short term (Ad Hoc) committees.

##### 5.1.2 No Director or Member shall take it upon themselves to commit the time, resources, or finances of the Society or its Board without prior approval of such commitment by the Board.

#### 5.2 **COMPOSITION AND DUTIES OF THE BOARD**

##### 5.2.1 *Chair:*

- (a) oversee all Society activities;
- (b) when present, chair all meetings of the Society and the Board;
- (c) assist on committees as required;
- (d) act as the Spokesperson for the Society;
- (e) carry out other duties as determined by the Membership and/or Board

##### 5.2.2 *Vice-Chair:*

- (a) assume all responsibilities of the Chair in the Chair's absence;
- (b) assist on committees as required;
- (c) carry out other duties as determined by the Membership and/or Board.

**5.2.3 Secretary:**

- (a) attend meetings and keep accurate minutes of the Society and Board;
- (b) maintain a current and complete Minute Book;
- (c) maintain a record of attendance (names and contact information) for all meetings;
- (d) send all notices of various meeting as required;
- (e) carry out other duties as determined by the Membership and/or Board.

**5.2.4 Treasurer:**

- (a) receive and deposit all monies paid to the Society;
- (b) file all necessary documents relating to casino and bingo matters;
- (c) properly account for the funds of the Society and keep accurate records;
- (d) present detailed account of revenues and expenditures at Membership Meetings;
- (e) present financial statements at the Annual General Meeting pursuant to Clause 6.2.2;
- (f) file Corporate Annual Reports pursuant to the Societies Act (Alberta);
- (g) carry out other duties as determined by the Membership and/or Board.

### **5.3 ELECTION OF DIRECTORS**

5.3.1 Directors are elected at the Annual General Meeting.

5.3.2 *Nominations for Directors* may only include those candidates who have consented to their candidacy and;

- (a) candidate names submitted by a nominations committee: or;
- (b) candidate names nominated from the floor at the Annual General Meeting.

5.3.3 *Voting* will be done as in Article 4.1.5.

### **5.4 TERMS OF OFFICE**

- (a) each director will hold office for a one-year term;
- (b) the term of office will commence when elected;
- (c) an individual may hold the same position for a maximum of four (4) consecutive years unless no new candidate is nominated for that position.

### **5.5 REMOVAL OF DIRECTORS**

5.5.1 *The Board may remove from office any Director:*

- (a) by a vote of two-thirds (2/3) of the Board;
- (b) after first notifying the Director in question of the charge or complaint against him;



- (c) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- (d) for conduct deemed to be improper, unbecoming, or likely to endanger the interest or reputation of the Society;
- (e) for willfully committing a breach of the Bylaws;
- (f) is found lunatic or becomes of unsound mind or is the subject of a certificate of incapacity issued under the Mental Health Act;
- (g) is convicted of an indictable offence for which he is liable to imprisonment, or
- (h) who ceases to qualify as a Member of the Society.

5.5.2 *The Members may remove from office any Director:*

- (a) by presenting their case at a Board meeting;
- (b) after the Director has been given an opportunity to be heard or to submit a statement in writing;
- (c) if the issue is not resolved through mediation, the Board may then request that the Director resign;
- (d) if the Director wishes to present his case to the Members, a Special Meeting may be called.

**5.6 VACANCIES**

The Board of Directors shall declare a Director's office vacated if he:

- (a) ceases to be a Member of the Society;
- (b) is removed from office by the Board or Members;
- (c) resigns his office; or
- (d) misses three (3) consecutive meetings of the Board and/or Society.

**5.7 FILLING VACANCIES**

- (a) The Board may appoint a successor to hold office until the next Annual General Meeting, or call a Special Meeting to elect an individual to that position.
- (b) The Board is only permitted to appoint up to twenty (20) per cent of the elected Board membership in any membership year.

**5.8 MEETINGS OF THE BOARD**

5.8.1 *The Quorum*

Quorum shall be a simple majority of the Board; and one of those in attendance must be the Chair or Vice-Chair.

5.8.2 *Calling Meetings*

Meetings of the Board shall be held as often as may be required and shall be called by the Chair. A Board Meeting may be called on request of any two (2) members of the Board.

### 5.8.3 *Notice of Meetings*

A Notice of Meeting will be given to each Director at least three (3) days prior to the meeting.

### 5.8.4 *Voting will be:*

- (a) by show of hands unless a ballot is requested by any Director; and
- (b) decided by simple majority.

Such votes must be made in person and not by proxy or otherwise.

### 5.8.5 *Ratifying Decisions of the Board:*

Decisions of the Board shall be ratified at the next regularly called Membership Meeting; otherwise such business shall be null and void.

### 5.8.6 *Resolutions that require action between Meetings can be dealt with by:*

- (a) a resolution in writing signed by all the Directors and a minimum of two (2) Active Members as defined in Article 2.1.2; shall be as valid and effectual as if it had been passed at a meeting duly called and convened;
- (b) if there is a time deadline, voting may be held through a telephone and/or e-mail poll to each Director and a minimum two (2) Active Members.

## **ARTICLE 6 – FINANCE AND OTHER MANAGEMENT MATTERS**

### **6.1 THE REGISTERED OFFICE**

The Registered Office of the Society is located at Glendale Sciences & Technology School, 6375 – 77 Street, Red Deer, Alberta, T4P 3E9.

### **6.2 FINANCE & AUDITING**

6.2.1 The Fiscal Year of the Society begins July 1<sup>st</sup> of a year and ends June 30<sup>th</sup> of the next year.

#### 6.2.2 *Audit*

The financial accounts shall be audited at least once each year by a duly qualified accountant or by two (2) Members of the Society, one of whom should not be the Treasurer or by one (1) Member of the Society, who shall not be the Treasurer and a

School employee. A complete and proper statement of the standing of the books for the previous years shall be submitted at the Annual General Meeting of the Society.

#### 6.2.3 *Approval of Expenditures*

Expenditures in excess of Two Hundred and Fifty Dollars (\$250.00) must be pre-approved by the Board.

#### 6.2.4 *Signing Authority*

- (a) Cheques – The Chair, Vice-Chair, Treasurer and Secretary are eligible to sign cheques drawn on the funds of the Society. At any time, at least three (3) shall be current signatories. Two (2) signatures are required on all cheques. Any cheque payable to a signing Director shall not be signed by himself.
- (b) Contracts – The Directors of the Society are not allowed to enter into a contract without the approval of the Principal and the Red Deer Public School Board. Contracts, instruments or other documents evidencing commitments or obligations of the Society shall be signed by the Chair.

### **6.3 BORROWING POWERS**

The Board has no legal right under any circumstances to borrow funds in the name of the Society.

### **6.4 PAYMENTS**

- 6.4.1 No Member or Director of the Society shall receive any payment for his services as a Member or Director.
- 6.4.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

## **ARTICLE 7 – AMENDING THE BYLAWS**

- 7.1 These Bylaws may be rescinded, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting, pursuant to Article 4.
- 7.2 The fourteen (14) days' notice of the Annual General Meeting or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 7.3 The Amended Bylaws take effect after approval by the Corporate Registry in Alberta.

## **ARTICLE 8 – PROTECTION AND INDEMNITY OF DIRECTORS**

- 8.4.1 Every Director and Officer of the Society in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Society and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 8.4.2 Each Director and Officer holds office with protection from the Society. The Society indemnifies each Director and Officer, or former Director or Officer, and his heirs and legal representatives, against all costs, charges and expense that result from any act done in his role for the Society, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty or bad faith.
- 8.4.3 The Society may also indemnify such person in such other circumstances as any applicable statutory enactment or law permits. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this bylaw.
- 8.4.4 No Director or Officer is liable for the acts, receipts, neglects or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested. No Director or Officer is responsible for any loss or damage arising from the bankruptcy, insolvency or wrongful acts of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Society unless the act is fraud, dishonesty or bad faith.
- 5.4.5 Directors and Officers can rely on the accuracy of any statement or report prepared by the Society Auditor or other Advisors. Directors and Officers are not held liable for any loss or damage as a result of acting on that statement or report.
- 8.4.6 The Society at all times shall maintain liability insurance for Directors and Officers.

## **ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY**

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 *The dissolution and/or winding up* of the Society shall be in accordance with the *Societies Act (Alberta)*, except that any funds or assets remaining after paying all debts shall be distributed as follows:
- 9.2.1 Non-gaming proceeds shall be transferred to the School.
- 9.2.2 Gaming proceeds:

- (a) must be donated to another eligible non-profit entity or charitable organization in accordance with the *Gaming and Liquor Act (Alberta)*, or
- (b) transferred in trust to the School until such time as the assets can be transferred from the School to another eligible non-profit entity or charitable organization approved by the Board;

9.2.3 In no event do any Members receive any assets of the Society.

**ARTICLE 10 – THE KEEPING AND INSPECTION OF THE BOOKS AND RECORDS**

- 10.1 Historical books and records of the Society shall be maintained at the School in accordance with the Freedom of Information and Privacy Act requirements instituted by the Red Deer Public School District, Government of Alberta and the Government of Canada.
- 10.2 Current books and records of the Society shall reside with the appropriate Director(s).
- 10.3 The Board is ultimately responsible for keeping all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other provincial laws including, but not limited to, the following:
  - (a) Certificate of Incorporation;
  - (b) The Society’s Object and any Special Resolution amending the Object;
  - (c) The Bylaws and any Special Resolution amending the Bylaws;
  - (d) Audited financial statements; and
  - (e) The Minute Book.

10.4 *Inspections*

The Books and Records of the Society:

- (a) shall at all times be accessible to Members of the Board;
- (b) may be inspected by any Members of the Society at the Spring or Fall Annual General Meetings;
- (c) may be inspected at any time at the registered office of the Society upon giving reasonable notice and arranging a time satisfactory to the Director or Directors having charge of same; or
- (d) may be inspected by a person who is not a Member of the Society if conferred by law or authorized by the Board.

**ARTICLE 11 – THE SOCIETIES ACT**

The Society and its Members shall at all times comply with the provisions of the Act.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_.