

Vanier Vikings' Parents Association Bylaws

BYLAWS OF THE VANIER VIKINGS' PARENTS ASSOCIATION

Article 1: PREAMBLE

1.01 Name: These are the Bylaws of the Vanier Vikings Parents' Association, a non-profit Association incorporated in Calgary under the Societies' Act.

Article 2: DEFINITIONS & INTERPRETATION

2.01 Definitions: In these Bylaws, the following terms have the meanings below:

- a) **"Act"** means the Societies' Act;
- b) **"AGM"** means the Annual General Meeting of the Parents' Association;
- c) **"Board"** means the Board of Directors of the Vanier Vikings Parents' Association;
- d) **"CBE"** means Calgary Board of Education;
- e) **"Community Member"** means a person of the surrounding community that has an interest in the School, appointed under the terms of these Bylaws as a Member;
- f) **"Directors"** means all persons who have been elected or appointed to fill the Board of Directors positions;
- g) **"Officers"** means the Directors that occupy the offices of Chair, Vice-Chair, Secretary and Treasurer;
- h) **"Members"** means the combination of Community Members and Parents who make up the "Vanier Vikings Parents' Association".

- i) **"Parents"** means the parents, guardians or legal custodians of students enrolled in the School;
- j) **"Parent Member"** means a Parent of student(s), a guardian of student(s), or a legal custodians of student(s) enrolled in the School; elected as Directors under these Bylaws;
- k) **"School"** means Georges P. Vanier Junior High School;
- l) **"School Year"** means the period September 1st of a year to August 31st of the next year;
- m) **"SGM"** means the Special General Meeting of the Parents' Association;
- n) **"Parents' Association"** means the Members of "Vanier Vikings Parents' Association".

2.02 Interpretation

- a) Singular and plural: words indicating the singular also include the plural, and vice versa;
- b) Masculine and feminine: words indicating the masculine also include the feminine and vice versa;
- c) Liberal interpretation: these Bylaws must be interpreted broadly and generously.

Article 3: MEMBERSHIP

3.01 Categories of Membership: There are two types of Membership in the Association:

- a) Parents, and
- b) Community Members.

3.02 All Members: All Members in Good Standing have the right to:

- a) participate in any and all programs of the Association if eligibility and space allows;
- b) the right to observe, and provide input (subject to reasonable limitations set by the Chair), but not vote at meetings of the Board unless they are a Director; and
- c) the right to participate and vote at any General Meeting of the Association; and

3.03 Parent Members: All parents or legal guardians of GP Vanier School students, in the current public school term, are automatically Members in the Association, providing they are over the age of eighteen (18) year of age. In addition to the rights for all Members listed above, a Parent Member in Good Standing has the right to:

- a) stand for nomination or appointment as a Director for any position on the Board.

3.04 Community Members: The Board may authorize Community Members, as it may deem advisable from time to time. A Community Member can be an organization such as a Community Association, or a church, etc., represented by a single individual, or may be an individual with an interest in the School. In addition to the rights for all Members listed above, a Community Member in Good Standing has the right to

- a) stand for nomination or appointment as a Director or an Officer of the Board.

3.05 Membership Fees: There are no annual membership fees for either Parent or Community Membership.

3.06 Withdrawal of Membership: Any Member who wishes to withdraw from Membership in the Association may notify the Secretary in writing. Withdrawal is effective on the date the Secretary receives the notice. Any member who resigns shall forfeit all rights, claims, and interests arising from Membership in the Association.

3.07 Termination of Membership: Parent Memberships shall automatically terminate when the Member no longer has any child or ward attending GP Vanier School. Community Memberships may be terminated by a two thirds (2/3) majority of the Board of Directors, and may include voting by proxy.

3.08 Suspension and Expulsion of Members: The Board may, upon receiving a formal substantiated complaint, suspend or expel any Member from the Association with a majority of two-thirds (2/3) of those votes cast by the Directors of the Board, including votes by proxy, for one or more of the following reasons:

- a) the Member has failed to abide by the requirements of these Bylaws,
- b) the Member has disrupted meetings or functions of the Association; or
- c) the Member has done or failed to do anything judged to be harmful to the Association.

3.09 Process for Suspension or Expulsion: The Board shall use the following process to notify a Member if it is considering the potential suspension or expulsion of that Member under this clause:

- a) the Board shall serve written notice to that Member of the Board's intention to consider the potential suspension or expulsion of that Member at least twenty-one (21) days prior to the meeting of the Board at which that matter is to be determined;
- b) that notice shall include the reasons why the Board is considering the potential suspension or expulsion of that Member from the Association; and

- c) that notice shall either be sent by memo home with their student, and / or by email that is not returned to sender.

3.10 Opportunity to Appear: A Member being considered for suspension or expulsion from the Association shall have an opportunity to submit a written statement to the Board and to appear before the Board at the applicable meeting to address the matter. Another person may accompany that Member.

3.11 Manner of Handling Suspension or Expulsion: The Board shall determine the manner in which the potential suspension or expulsion of the Member will be handled, and may limit the time given to the Member to address the Board about the matter. The Board may exclude the Member from its final discussion of the matter, including the vote on the matter.

3.12 Attendance at Events After Suspension or Expulsion: Any Parent Member or Community Member whose Membership has been suspended or terminated may be asked to refrain from attending Parent Association sponsored events outside of school hours. The child(ren) or ward(s) or spouse or partner of the Member may still attend these events during that time frame.

3.13 Eligibility for Reinstatement: Any Parent Member or Community Member whose Membership has been suspended shall be eligible to renew the Membership at any time after the start of the subsequent public school year following that suspension.

3.14 Request for Reinstatement: Any Member who has been suspended or expelled may, upon written application for reinstatement to the Association, be reinstated at the Board Meeting no sooner than ninety (90) days following the suspension or expulsion, if that reinstatement:

- a) is included on the agenda for that Board Meeting, and
- b) has been approved by a majority of two-thirds (2/3) of those votes cast by Voting Members, including votes by proxy.

3.15 Liability of Members: Even if a member may have been suspended or expelled, or is no longer a member, he is still liable for any debts owing to the Association. No Member is, as an individual, liable for any debt or liability of the Association

3.16 The removal of either a Director or Officer: Directors or officers may be removed for neglect of duty (as outlined in by-laws), misconduct, conflict of interest, or a vote of no confidence by the board members, the process will be as follows:

- a) A special meeting called by any three board members for the purpose of considering the removal of a director or officer.
- b) The director or officer in question shall have the opportunity to present their case before the board during the meeting.
- c) A two-thirds majority vote of the board members present is required for removal.
- d) If the board votes for removal, the removed director or officer will be able to join the Vanier Vikings' Parents Association as either a Member, or Community Member.

Article 4: GENERAL MEETINGS

4.01 Place of General Meetings: Meetings of the Parents' Association will be held at the School unless the Parents' Association resolves otherwise.

4.02 Annual General Meeting (AGM): Every year the Parents' Association shall hold an Annual General Meeting which shall:

- a) to be parents and Community Members;
- b) be held no later than 45 days after the first instructional day of the school year and can coincide with the School Council's AGM. This allows for all new school parents to become involved.

4.03 Agenda for the AGM: The agenda for the AGM shall include:

- a) the Annual Report of the year's activities, including a summary of the activities of the Board for the previous year
- b) approval of the minutes for the Annual General Meeting, and any Special General Meetings, of the Parents' Association held for the previous year,
- c) approval of the financial statements relating to money handled by the Parents' Association for the previous Fiscal Year,
- d) the appointment of auditors of the financial statements for the upcoming Fiscal Year
- e) the election of the Chair, Vice-Chair, Treasurer, Secretary, and Directors as applicable,
- f) any Bylaw amendments recommended by the Board, if applicable,
- g) any other business of the Association

4.04 Availability of AGM Documentation: The Parents' Association shall make available to all Parents and Community Members the following:

- a) the Annual Report,
- b) the minutes of the previous AGM, and

- c) the Financial Statements.

4.05 Special General Meeting (SGM): Special General Meetings of the Parents' Association may be called by the executive or by a written request of seven (7) or more Parents or Members outlining the reason for calling such a meeting.

4.06 Notice of General Meetings: Notice for the AGM or an SGM shall be made at least 21 days in advance of the meeting. Notice for the AGM shall begin at the **start of the School Year**.

4.07 Communication of Notice: Notice for General Meetings of the Parents' Association shall be made with reasonable effort to ensure that each Parent has an opportunity to attend the meetings. Notice will be given by any or all of the following practices:

- a) posted at the School,
- b) mailed to the home of Members who are not Parents,
- c) communicated through the phone and message centre,
- d) communicated through any electronic mail or social media,
- e) included in newsletters or information slips sent to the homes of Parents.

4.08 Failure to Provide Notice for a Meeting: Failure to provide a notice to any Parent or to a Member, nor any defect in any notice, nor the failure of any particular person to actually receive notice of a General Meeting of the Parents' Association, shall not affect the sufficiency of the notice given to other Members or Parents, nor the business transacted at such meeting.

4.09 Quorum for General Meetings: The Quorum for all General Meetings shall be seven (7), of whom at least three (3) are Directors of the Board.

4.10 Voting at General Meetings: Except for the Chair, all Members will be eligible to vote at a General Meeting. The Chair may only vote in the case of a tie. Motions put forward at General Meetings will be dealt with under Roberts Rules of Order with the usual rights for discussion and amendment and the requirement of a seconder. Voting on a motion shall be on the basis of one vote for each person entitled to vote. The majority of votes shall prevail.

4.11 Voting by Proxy: A Member may send a proxy to vote on his or her behalf at any meeting. Such proxy need not be a Member, but before voting, the proxy must provide sufficient written proof from his or her appointed Member to the Chair.

Article 5: BOARD MEETINGS

5.01 Place of Board Meetings: Meetings of the Parents' Association Board of Directors will be held at the School unless the Parents' Association resolves otherwise

5.02 Meeting Agenda: the Chair shall set the agenda for any meeting of the Parents' Association. Notwithstanding this, any Member may make a motion at a meeting or raise an item to be discussed and the Board will consider the motion or item. All Members shall make reasonable efforts to advise the Chair, in advance, of any matters proposed to be raised at a meeting.

5.03 Calling of Meetings: Regular and special meetings of the Parents' Association will be held at the times and places set out in these Bylaws or as the Chair or the Vice Chair may specify. Upon written request signed by at least 1/4 of the Parents' Association, the Chair will ensure that a meeting of the Parents' Association is held within fourteen (14) days of the request.

5.04 Regular Meetings: The Parents' Association may appoint a day or days in any month or months for regular meetings. No further notice of regular meetings shall be required for Members. The Parents' Association shall ensure that Parent participants of the School community are made aware of these meetings by following the practices described in "Communication of Notice".

5.05 Communication of Notice: Notice for Board meetings of the Parents' Association shall be made with reasonable effort to ensure that each Parent has an opportunity to attend the meetings. Notice will be given by any or all of the following practices:

- a) posted at the School,
- b) mailed to the home of Members who are not Parents,
- c) communicated through the phone and message centre,
- d) communicated through any electronic mail or social media,
- e) included in newsletters or information slips sent to the homes of Parents.

5.06 Quorum for Board Meetings: The quorum for any Board meeting of the Parents' Association shall be four (4) Members, at least three (3) of whom shall be Directors. If a quorum is present at the start of a meeting, the meeting may continue even if a quorum is not maintained throughout. Any Parents' Association Board Meeting for which there is no quorum may be re-scheduled by the Chair.

5.07 Voting at Board Meetings: Matters to be decided by a vote of the Parents' Association Board shall be decided by a majority of votes of the Members actually in attendance at the meeting. Each Member has one vote. A Member may abstain from voting.

5.08 Voting by Proxy: A Member may send a proxy to vote on his or her behalf at any meeting. Such proxy need not be a Member, but before voting, the proxy must provide sufficient written proof from his or her appointed Member to the Chair.

5.09 Email Voting: If there is no objection, a motion in writing, or circulated by email, and agreed to by a majority of the Directors without a meeting shall be as valid and effective as if it had been passed at a duly constituted meeting of the Board.

5.10 Signed Resolutions: A resolution in writing, signed by all the Members entitled to vote, is as valid as if it had been passed at a Board Meeting of the Parents' Association.

Article 6: BOARD GOVERNANCE

6.01 Board of Directors: The Board of Directors shall consist of not fewer than 5 and not more than 15 Members, and shall be elected by those Members present at the Annual General Meeting.

6.02 Officers: The Officers of the Parents' Association are a subset of the Board of Directors and are made up of the a Chair, Vice-Chair, Treasurer, and Secretary. No person may hold more than two (2) offices at one time.

6.03 Legally Related: Two or more persons who are legally related may not be Officers at the same time, although one may be an Officer, while another is a Director.

6.04 Elections and Term of Office: Subject to these Bylaws, Members will remain Directors until the close of business at the next AGM. With respect to the election of the Members, the Chair will declare as elected those persons elected through the voting process as follows:

- a) nominations will be made at the AGM and may only be made by Parents or Members;
- b) Parents or Members are each entitled to one vote for each Member position to be filled;

- c) Member positions will be filled in order of those candidates receiving the most votes;
- d) Voting can be by a show of hands or secret ballot tallied by the Chair or designate;
- e) Any Member may stand for re-election so long as such Member remains qualified to be elected;
- f) If necessary, positions may be filled by acclamation.

6.05 Vacancies: Vacancies occurring among positions of Parent Members, Community Members will be filled, for the balance of the term of the vacated position, through appointment by the Parents' Association Board.

6.06 Student Representatives: The Parents' Association Board may appoint one or more GP Vanier Students to serve in an advisory role on the Parent Association Board. These Student Representatives would not be eligible to vote and would not be counted as part of the minimum 5 Directors on the Board.

6.07 Committees: The Parents' Association Board may appoint committees consisting of Members and others from our School community with either delegated powers or advisory responsibilities. Committees report on their activities at Parents' Association meetings (and School Council if applicable) and meet outside of Parents' Association meetings to complete their assigned tasks.

6.08 Disqualification: A Member is disqualified from serving on the Board of Directors if that person no longer meets the qualifications of the Act or these Bylaws.

6.09 Withdrawal: A Director may withdraw from the Board by notice in writing to the Chair, or if the withdrawing Member is the Chair, by notice in writing to the Vice-Chair and the Secretary.

DUTIES AND POWERS OF THE BOARD

6.10 Duties of Directors: A Director shall:

- a) act in the best interest of the School and the Students, as a whole;
- b) act according to these Bylaws;
- c) as far as reasonably practicable, be aware of the views of concern participants of our School Community on matters of Parents' Association; and
- d) fairly express the Director's view at meetings of the Parents' Association.

6.11 Duties of the Chair: Unless otherwise determined by the Parents' Association, the Chair shall have the following duties:

- a) preside, when present, at all meetings of the Parents' Association
- b) have general supervision of all activities of the Parents' Association;
- c) be the official spokesperson of the Parents' Association;
- d) chair and organize meetings;
- e) ensure responsibilities for Parent Association Board members are clearly defined; and
- f) ensure regular communication with the school community;
- g) write the Annual Report to the Parent Association Members;
- h) stay informed about policies that impact the Parents' Association.

6.12 Duties of the Vice Chair: Unless otherwise determined by the Parents' Association, the Vice Chair shall have the following duties:

- a) Aid the Chair and undertake tasks assigned by the Chair
- b) chair and organize meetings in the absence of the Chair
- c) help in the responsibilities for society members are clearly defined;
- d) help prepare for Parents' Association meetings;

- e) assist with preparing the Annual Report;
- f) in the event of resignation, incapacity or leave of absence of the Chair, fulfill the Chair's responsibilities;
- g) prepare to assume role of chair in the future.

6.13 Duties of the Secretary: Unless otherwise determined by the Parents' Association, the Secretary shall have the following duties:

- a) act as recorder at meetings and ensure the minutes accurately reflect discussion;
- b) keep minutes, correspondence, and records (including copies of school council annual reports) filed and publicly-accessible;
- c) possess working knowledge of Parent Association Bylaws & operating procedures;
- d) distribution of meeting and event notices;
- e) undertake tasks assigned by the Chair; and
- f) prepare "highlights" of Society meetings for the school newsletter;
- g) file with Service Alberta the audited financial statements along with the new Board listing, and any Bylaw changes.

6.14 Duties of the Treasurer: Unless otherwise determined by the Parents' Association, the Treasurer shall have the following duties:

- a) be responsible for the deposits of all monies paid to the Parents' Association in whatever bank, trust company, credit union or treasury branch the Parents' Association may order;
- b) keep accurate records of all financial transactions;
- c) report to Parent Association on the receipt and expenditure of funds;
- d) undertake tasks assigned by the Chair; and
- e) ensure the financial statements for the Annual Report are prepared and audited.

Article 7: COMMUNICATION AND CONFLICT RESOLUTION

7.01 Communication with School Council: The Parents' Association will communicate regularly with the School Council to support its activities and to solicit support for fundraising society activities. The fundraising society should endeavour to promote a productive, open and transparent relationship with the School Council.

7.02 Differentiation from School Council: Whenever possible, the Parents' Association Board of Directors should consist of different Parent Members than that of the School Council Executive.

7.03 Conflict Resolution: If Members believe that the Parents' Association is in a state of conflict that adversely affects its ability to perform, then on written request to the Chair by seven (7) such Members, the Chair will request the CBE provide a person to serve as a facilitator to assist in resolving the conflict. If a facilitator is provided, all Directors will participate as reasonably required in the conflict resolution process determined by the facilitator and will act in good faith and as reasonably required, in ways that appear appropriate to resolve the conflict. If the facilitation process does not resolve the conflict then the Parents' Association shall seek resolution through the formal conflict resolution process established by the CBE.

Article 8: FINANCIAL MATTERS

8.01 Fiscal Year: The Parents' Association fiscal year is from August 1 to July 31 of each year.

8.02 Signing Authority: The Chair, Treasurer, and at least one (1) other Director are authorized to sign cheques on behalf of the Parents' Association. The Parents' Association may appoint any additional signing authorities as it sees fit. If two legally related persons are Directors, only one of these persons may be a signing authority of the Association. A Director shall not sign any cheque payable to himself or herself or to a person with whom a Director is Legally Related. Any two (2) Officers of the Parents' Association are authorized to sign and execute agreements.

8.03 Society Seal: The Parents' Association does not have a seal and will not adopt one.

8.04 Auditing: The financial statements prepared by the Treasurer of the Parents' Association shall be audited once a year prior to the AGM by at least two Parents, who are not the Treasurer, and are not necessarily Directors.

8.05 Review of Financial Records: Members have the right to inspect the society's financial statements at any time with 21 days written notice given to the Treasurer. The statements shall be viewed at GP Vanier School.

8.06 Minutes and Other Records: The Secretary shall maintain records containing the minutes of all meetings, resolutions, and correspondence of the Parents' Association and of any committee of the Parents' Association. Such records shall be available, upon request, to any Member. The records shall be viewed at GP Vanier School.

8.07 Borrowing Powers: The Parents' Association may borrow or raise or secure the payment of money in such a manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Board, and in no case shall debentures be issued without the sanction of a Special Resolution approved by a $\frac{3}{4}$ majority at a General Meeting of the Parents' Association."

8.08 Parents' Association Fundraising: The Parents' Association, will, where possible, do the fundraising for the school and the school community. The Parents' Association:

- a) can fundraise and funds can be kept in a Parents' Association bank account or given to the School;
- b) funds given to the School will be subject to the Calgary Board of Education's policy on Parents' Association fundraising;
- c) will communicate regularly with the School Council to support their activities and to solicit support for Parents' Association activities.

8.09 Director and Officers Remuneration: Parent association officers and directors serve on a voluntary basis without receiving payment for doing so, unless:

- a) There are expenses incurred in the course of their duties. This can include expenses related to organizing events, purchasing supplies, or any other expenses approved by the Board.

Article 9: BYLAW AMENDMENTS

9.01 Amendments to the Bylaws: The bylaws remain in force from year to year, unless amended at the AGM or an SGM with a Special Resolution approved by a $\frac{3}{4}$ majority. Notice of the proposed Bylaw amendments must be circulated with the notice of the AGM or the SGM.

Article 10: DISSOLUTION

10.01 If the Parents' Association were to be dissolved, the following would apply:

- a) the Association may not pay any dividends or distribute its property among its Members;
- b) Members at a General Meeting shall dissolve the Association if a Special Resolution to that effect is passed by a 75% majority of the votes cast where proper notice of the motion for dissolution has been given;
- c) At the time of dissolution funds held in the Gaming Account or Consolidated Gaming Account or assets purchased with gaming proceeds will be returned or distributed to another non-profit organization with the approval of the Alberta Gaming and Liquor Commission Board;
- d) If the Association is dissolved, any funds or assets remaining after paying all debts of the Association shall be distributed to another non-profit organization.