

The Societies Act By-laws (Revisions by way of Special Resolution November 27, 2019 are incorporated in these By-laws and provides the complete By-laws including all Special Resolutions passed).

The Name of the Society is: Vincent Massey Parent Council Association "VMPCA"

1. Membership:

- A. Any person having a vested interest in the educational well-being of students enrolled in Vincent Massey Jr. High School (the "School"), residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Association, is eligible to become a Member of the Association with voting privileges at any General Meeting of the Association Membership.
- B. The majority of the Members of the Association will be parents or guardians of students currently enrolled at Vincent Massey Jr. High School.
- C. Membership must be renewed annually. Membership fees, if any, in the Association shall be determined from time to time by the Members at an Annual General Meeting.
- D. Any Member, upon a majority vote of all Members of the Association in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the Association may deem reasonable.
- E. Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to the Board through its Secretary. Further, membership automatically terminates when a member's child/children/trustee in the case of guardianship, leaves the school.

2. Associate Membership:

- A. The Principal and staff members of Vincent Massey Jr. High School can choose to have an Associate Membership only.
- B. As Associate Members, the Principal and all other staff members shall serve as resource people and in an advisory capacity; however, they will not have voting rights at any General Meeting of the Membership or Meeting of the Board.
- C. Neither the Principal nor any staff member shall have signing authority for the Association.
- D. The Principal, by virtue of the School Act, shall have the power of veto relating to actions directly affecting the School building, staff or students, but not relating to financial expenditures, revenues or investments of the Association.

3. Board of Directors:

A. "Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Association.

COMPOSITION OF THE BOARD

The Board will be composed of the following Officers and Directors:

Officers: President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer – These positions are mandatory. The Office of the Secretary and Treasurer may be filled by one person if the membership at any General Meeting of the Membership for the election of Officers shall so decide.

- i. Directors: A maximum of 2 Directors at Large – These positions are optional, and will be filled provided there are Members willing to do so.

a. President

The President shall have general knowledge of all activities of the Association and will carry out duties assigned by the Association.

- i. The President shall call all Meetings of the Board, and shall preside at all General Meetings of the Membership and Meetings of the Board.
- ii. The President will be the chief spokesperson for the Association, unless otherwise delegated.
- iii. The President shall be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-President in same.
- iv. The President shall have a vote at any meeting.
- v. The President will be an ex-officio member of all Committees.
- vi. The President will provide a copy of these By-laws to each director after each AGM.

b. Vice-President

- i. The Vice-President shall assist the President in all Association activities and will carry out other duties assigned by the President.
- ii. In the event of absence, resignation, incapacity or extended leave of absence of the President, the Vice-President shall fulfill the responsibilities of the President until the next elections at the Annual General Meeting ("AGM"). The President's position remains vacant until the new President is elected.
- iii. In the absence of both the President and the Vice-President from meetings, a Chair may be elected or appointed at the meeting to preside.
- iv. The Vice-President will be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution.

c. Secretary

- i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate minutes of the same, and to prepare these for distribution.
- ii. In the absence of the Secretary, his/her duties shall be discharged by such Officer or Director as may be appointed by the Board.
- iii. The Secretary shall have charge of all the correspondence and/or documentation of the Association and be under the direction of the President and the Board.

- iv. The Secretary shall keep a Register of Members of the Association and their contact information, as required by the *Societies Act*, and shall send all Association correspondence/notices as required.

d. Treasurer

- i. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.
- ii. The Treasurer shall properly account for the funds of the Association, keep such books as may be directed and disburse funds as required.
- iii. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the AGM of the Membership a duly audited statement of the financial position of the Association and shall submit a copy of same to the Secretary for the records of the Association.
- iv. The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.
- v. The signing authorities of the financial accounts will be a minimum of two elected Officers of the Association.

e. Officers and Directors at Large

All Members of the Board will:

- i. Attend Annual, Regular and Special General Meetings of the Membership.
- ii. Be prepared for, attend and actively participate in all Meetings of the Board.
- iii. Actively support the initiatives and actions of the Association.
- iv. Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
- v. Review the Bylaws and recommend Board-approved Bylaw changes to the membership.
- vi. Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- vii. Participate in the development of the Association's plan and annual review.
- viii. Review the annual budget for the Association and submit to the membership for approval.
- ix. Assist in developing and maintaining positive working relations among the Board, committees, School and School Council to support and enhance education in the School community.
- x. Allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment.
- xi. Act as a leader and an ambassador of the Association.
- xii. Strive to reach consensus in all areas. If a consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board.
- xiii. Address operational concerns openly and with input from Board Members.
- xiv. Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.

- B. The Board shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.

- C. Any Director or Officer may resign his/her position by providing written notice to the Board.
- D. Any Director or Officer may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgment, the best interest of the Association will be served.

4. Review of financial results

- A. The books, accounts and records of the Secretary and Treasurer shall be reviewed at least once each year by a duly qualified accountant *or* reviewed by two Members of the Association, elected or appointed for that purpose at the AGM of the Membership.
- B. A complete and proper statement of the standing of the books for the previous year shall be submitted by such qualified accountant for presentation at the AGM of the Membership. To the extent that such financial results cannot be reasonably completed and reviewed in time for the AGM, the treasurer is to provide an update of the financial results to date at the AGM, including the expected current cash position.
- C. Once the financial results have been reviewed, the results thereof are to be presented to the Association at the next AGM of the Association, or next regular meeting of the Association, or a special meeting if that is deemed appropriate.
- D. The books and records of the Association may be inspected by any officer or director of the Association at any time.
- E. The fiscal year of the Association in each year shall be September 1st to August 31st.

5. Standing and Ad Hoc Committees

Standing and ad hoc committees will be formed as necessary by the Board and will operate on an ongoing basis with specified lengths of terms for Members.

6. Meetings

Irregularities or errors done in good faith do not invalidate acts done by any General Meeting of the Membership or Meeting of the Board. No action taken at a meeting is invalid due to accidental omission to give notice to any Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

General Meetings of the Membership

A. Annual General Meeting of the Membership (AGM)

- i. An AGM will take place on or before November 15th in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
- ii. At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally 2 Directors. The Officers and Directors so elected shall form a Board, and shall serve until the end of the meeting at which their successors are elected.

- iii. Quorum at an AGM of the Membership shall be 3 voting Members.
- iv. If quorum cannot be attained at the meeting, a General Meeting ("GM") of the Membership will be scheduled. The voting Members in attendance at that General Meeting will constitute quorum for the purposes of conducting Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial results.

Meetings of the Board

B. Regular Meeting of the Board

- i. A **Regular Meeting of the Board** shall be called at the frequency determined by the Board that will permit their duties to be accomplished. All Members of the Association are allowed to attend and observe Regular Meetings of the Board.
- ii. Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person.
- iii. Quorum at any Regular Meeting of the Board shall be 3 Board Members.

C. Special Meeting of the Board

- i. A **Special Meeting of the Board** shall be called by the Secretary upon the instructions of any 2 Board Members, by providing no less than 10 days' notice to all Board Members setting forth the reasons for calling such meeting.
- ii. Quorum at a Special Meeting of the Board shall be any 3 Board Members.
- iii. All or any portion of a Special Meeting of the Board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the content of the meeting or agenda item is of a personal, sensitive or confidential nature.

7. Special Resolution

Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 21 days' notice is provided specifying the intention to propose the resolution has been duly given, and by the approval of not less than 75% of those Members that are in attendance that are eligible to vote.

8. Election Process

- A. Board Members are elected by the voting Members at an AGM held annually on or before November 15th.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the election.
- D. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Board.

- E. The maximum number of consecutive terms, in the same Officer or Director position on the Board, shall be 4 consecutive terms.
- F. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting.

9. Voting

A. General Meetings of the Membership

- i. Any voting Member, including each Member of the Board, who has not withdrawn from membership and who is in good standing and has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution. (See Clause #7).

B. Meetings of the Board

- i. Only Members of the Board will be eligible to vote at Board meetings and each Member of the Board will have 1 vote.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Board Members will vote by show of hands where 50% + 1 will be considered the majority.

C. In the case of a tie, the motion is defeated.

D. Any Member having a personal pecuniary gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent himself/herself from any discussion or vote on such matter.

10. General Management

A. The registered office of the Association is located within the School.

B. The mailing address for all communication or correspondence shall be the registered office of the Association.

C. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Association upon reasonable request, including the reason for inspection.

D. Such inspection may only take place at the registered office of the Association, in the presence of a Board Member, and dual control (2 people present, 1 of whom is a Board Member) will be maintained at all times.

11. Remuneration

Unless authorized at any meeting and after notice for same shall have been given, no Officer, Director or Member of the Association shall receive any remuneration for his/her services.

12. Borrowing Powers

For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such 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 Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

13. Association Seal

The Association has not adopted an Association Seal.

14. Insurance and Indemnity

A. **Insurance:** For the purpose of carrying out its object(s), the Association will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School Board.

B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Association.

- i. The Association indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Association.
- ii. The Association does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
- iii. No Officer or Director is liable for the acts of any other Officer, Director or Member.
- iv. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
- v. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

15. Privacy

A. The Association shall not collect, use, share or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed.

B. The Association will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

16. Conflict Resolution

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, of the Association are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written "Special General Meeting of the Membership" request signed by them to all Board Members.
- B. Upon receipt of such, the President will call a Special General Meeting of the Membership, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing conflict.
- C. On motion, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting Members present vote in favour of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.

17. Bylaws

- A. All Members are responsible for behaving in accordance with the Bylaws and object(s) of the Association.
- B. The Association Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Association's operation and object(s). The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution(s) is (are) registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Association.
- C. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Association meeting. The Chair's decision may be appealed by a voting Member and can be overturned by a simple majority vote at a Special General Meeting of the Membership called in accordance with the Conflict Resolution clause in these Bylaws.

18. Policies and Procedures

A Policy and Procedure Manual may be created, maintained and reviewed annually by the Board. Members in good standing may put forward policies to the Board for consideration and/or implementation.

19. Dissolution of the Association

- A. In the event of the dissolution (closing) of the Association, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Vincent Massey Jr. High School, with the exception of gaming proceeds.
- B. All remaining gaming proceeds, after payment of all debts and liabilities, shall be disbursed to eligible charitable groups or purposes as per Alberta Gaming, Liquor and Cannabis Commission regulations.

Date: November 27, 2019

<u>Signature:</u>	Address City/Town	104 Patterson Dr SW Province	Apartment Postal Code
Print Name: Carrie Wall, President	Calgary	Alberta	T3H3B2
<u>Signature:</u>	Address City/Town	3931 12 Ave SW Province	Apartment Postal Code
Print Name: Natalie Robinson, Vice-President	Calgary	Alberta	T3C 0S9
<u>Signature:</u>	Address City/Town	2235 35 St SW Province	Apartment Postal Code
Print Name: Anya Yakovlev, Treasurer	Calgary	Alberta	T3E 2X7
<u>Signature:</u>	Address City/Town	111 Strathaven Cir SW Province	Apartment Postal Code
Print Name: Jennifer Rizutto, Secretary	Calgary	Alberta	T3H 2G2
<u>Signature:</u>	Address City/Town	#307 5340 17 Ave SW Province	Apartment Postal Code
Print Name: Glen Lindsay, Casino Co-ordinator	Calgary	Alberta	T3E 6M3
WITNESS <u>Signature:</u>	Address City/Town	c/o 939 45 St SW Province	Apartment Postal Code
Print Name: Dr. Jennifer Batycky, School Principal	Calgary	Alberta	T3C 2B9

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