

Penhold Waskasoo Middle School Parent Society

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Society Bylaws

This document is the general bylaws of the Penhold Waskasoo Middle School Parent Society. These bylaws regulate the operations and affairs of the Penhold Waskasoo Middle School Parent Society.

1. Mission Statement

A. Penhold Waskasoo Middle School Parent Society is a registered non-profit charity made up primarily by parent volunteers who support our Penhold Waskasoo Middle School and community. We aid our students and school staff with many initiatives, whether through financial support or by volunteering. We strive for an environment that will foster our students' health, academic and creative success. We value our whole school community and work to assist and show appreciation to them when and where we can.

2. Membership

All members are welcome and encouraged to participate in all discussions regarding the Society's business.

A. Terms of membership are from the close of the Annual General Meeting to the close of the following Annual General Meeting.

2.1. General Membership (Voting Member)

- A. Any person having a vested interest in the educational well-being of students enrolled in Penhold Waskasoo Middle School, residing in Alberta, being 18 years of age, who has completed the membership requirements, is in good standing, and in compliance with the Society's Code of Ethics, is eligible to become a General Member of the Society with voting privileges at any General Meeting of the Membership.
- B. The majority of the General Members of the Society shall be parents or guardians of students currently enrolled in Penhold Waskasoo Middle School.
- C. Membership must be renewed annually by filling out a membership form at any General Meeting of the Membership, as required by the *Society's Act* of Alberta, which must be kept at the registered office of the Society.
- D. Any Member wishing to withdraw from membership may do so upon giving notice in writing to the Board.
- E. Any General Member, upon a majority vote of all General Members of the Society 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 Society may deem reasonable. See Code of Ethics (Clause 16.)

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2.2. Associate Membership (Non-voting Members)

- A. The Principal and staff members of Penhold Waskasoo Middle School are only eligible to become Associate Members of the Society. If they are a parent of a student(s) attending the school, their membership status shall remain that of an Associate Member.
- B. Associate Membership must be renewed annually by filling out a membership form at any General Meeting of the Membership, as required by the *Society's Act* of Alberta, which must be kept at the registered office of the Society.
- C. Any Associate Member wishing to withdraw from membership may do so upon giving notice in writing to the Board.
- D. 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.
- E. Neither the Principal nor any staff member shall have signing authority for the Society.
- F. The Principal, by virtue of the *Education Act*, shall have the power of veto relating to actions directly affecting the School building, staff, or students, but not those relating to financial expenditures, revenues, or investments of the Society.

2.3. Board of Directors

"Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Society.

A. COMPOSITION OF THE BOARD

The Board shall be composed of the following Officers and Directors.

- 1. Officers: President, Vice-President, Secretary, and Treasurer or Secretary-Treasurer – These positions are mandatory. The Offices 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.
- 2. Directors: There will be no minimum or maximum number of directors. These positions are optional, and will be filled provided there are Members willing to do so.

B. BOARD POSITIONS

a. President

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

- 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 Society, unless otherwise delegated.
- iii. The President shall be copied on all Society communications and will review, as required, any communications to the Membership, parent body, school community or public before distribution and shall include the Vice-President in the same.

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- 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 shall have signing authority for the financial accounts of the Society.
- vii. In the event of absence, resignation, incapacity, or extended leave of absence of the President, the President's position remains vacant. The Vice-President shall fulfil the responsibilities of the President until the elections at the subsequent AGM.

b. Vice-President

- i. The Vice-President shall assist the President in all Society 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 fulfil the responsibilities of the President until the next elections at the 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 shall be copied on all Society communications and will review, as required, any communications to the Membership, parent body, school community or public before distribution and shall include the President in the same.

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, including Minutes not located at the registered office of the Society and be under the direction of the President and the Board.
- iv. The Secretary shall keep a Register of Members of the Society and their contact information, as required by the *Societies Act*, and shall send Society correspondence and notices, as required.

d. Treasurer

- i. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of the 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 Society, keep such books as may be directed and disburse funds as required.
- iii. The Treasurer shall have charge of the financial records of the Society
- iv. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the Membership a duly audited statement of the financial position of the Society and shall submit a copy of same to the Secretary for the records of the Society.
- v. The Treasurer will prepare and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.
- vi. The Treasurer shall have signing authority for the financial accounts of the Society.

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e. Directors

- i. Directors shall prepare for, attend and actively participate in any Meetings of Membership. ii. Directors shall prepare for, attend and actively participate in any Meetings of the Board. iii. Directors shall prepare for, attend and actively participate in meetings of assigned committees. iv. Directors shall prepare for, attend and actively support special events of the Society, such as fundraisers.

f. All Members of the Board shall:

- i. Attend Annual, Regular and Special General Meetings of the Membership.
- ii. Be prepared for, attend, and actively participate in Meetings of the Board.
- iii. Actively support the initiatives and actions of the Society.
- iv. Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
- v. Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- vi. Review the Bylaws and recommend Member presented Bylaw changes to the membership.
- vii. Participate in the development of the Society's plan and annual review.
- viii. Review the annual budget for the Society and submit to the membership for approval.
- ix. Assist in developing and maintaining positive working relations among the Board, Members, 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 Society.
- 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 General Members, or, where required, the majority decision of the Board (such as financial spending).
- xiii. Address operational concerns openly and with input from Members.
- xiv. Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.
- xv. Adhere to the Society's Code of Ethics (Clause 16.).

C. The Board shall, subject to the Bylaws and directions given by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society.

D. Any Director or Officer may resign his/her position by providing written notice to the Board.

E. In the event of absence, resignation, incapacity or extended leave of absence of both the President and the Vice-President, the Board shall call a Special General Meeting of the Membership. That Special General Meeting of the Membership shall include the election or appointment of an acting President, from among the Membership, to fulfil the responsibilities of the President until the elections at the next AGM.

F. Any Board Member, upon a majority vote of all Board Members of the Society in good standing and present at a Special General Meeting of the Board, may be suspended or expelled from the Board for any cause that the Society may deem reasonable. See Code of Ethics (Clause 16.).

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3. Auditing

- A. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members of the Society without signing authority, elected or appointed for that purpose at the preceding Annual General Meeting of the Membership.
- B. An alternative auditor(s) may be elected or appointed at a later date by the Board if the prior auditor(s) will no longer be able to fulfil the role.
- C. A complete and proper statement of the standing of the books for the previous fiscal year shall be submitted by such auditor for presentation at the Annual General Meeting of the Membership.
- D. The fiscal year of the Society in each year shall be July 1st to June 30th.
- E. The anniversary month of the Society is August, as per its incorporation and registration within the province of Alberta. The Annual Return of the Society shall be submitted as required by September 30th.

4. Standing and Ad Hoc Committees

- A. Standing and ad hoc committees will be formed as necessary by the General Membership or Board and will operate on an ongoing basis with specified lengths of terms. Any standing or adHoc committee without a specified length of term shall automatically be dissolved at the next Annual General Meeting of the Membership.
- B. Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per the direction of the General Membership or Board and present a report of their activities at meetings as requested.

5. Meetings

- A. Meetings are run by a Town Hall operating style and/or model of Governance unless otherwise announced in the notice of meeting.
- B. 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.
- C. Meetings shall be considered Regular General Meetings of the Membership unless otherwise designated.

5.1 General Meetings of the Membership

- A. **Annual General Meeting of the Membership (AGM)**
 - i. An **Annual General Meeting of the Membership (AGM)** shall take place on or before September 30th 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

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required.

- ii. Only the matters set out in the notice for the AGM may be considered at the AGM.
- iii. At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally any number of Directors. The Officers and Directors so elected shall form a Board, and shall serve until the end of the subsequent AGM at which their successors are elected.
- iv. At this meeting, a President must be elected; otherwise, the prior Board cannot be dissolved, and the AGM agenda matters and election must halt, and a new General Meeting of the Membership must be scheduled within 31 days of the AGM.
- v. Quorum at an Annual General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members.
- vi. If quorum cannot be attained at the initial AGM, a General Meeting of the Membership will be scheduled within 14 days. The quorum for this subsequent meeting shall be the voting Members in attendance, provided that at least 2 voting members are present, to conduct Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial statements.

B. Regular General Meeting of the Membership (RGM)

- i. A **Regular General Meeting of the Membership (RGM)** may be scheduled at the request of the membership at an Annual General Meeting of the Membership. If a Special Resolution will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
- ii. Regular General Meetings of the Membership shall be announced to all Members in good standing by providing no less than 10 days' notice in writing using a newsletter, website, email, text, and/or social media.
- iii. Quorum at a Regular General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members and 2 of whom must be elected Officers of the Society.

C. Special General Meeting of the Membership (SGM)

- i. A **Special General Meeting of the Membership (SGM)** may be called at any time by the Secretary upon the instructions of the President or Board 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, specifying the intention of the Special Resolution.
- ii. Only the matters set out in the notice for the SGM may be considered at the SGM.
- iii. Quorum at a Special General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members and 2 of whom must be elected Officers of the Society.

5.2. Meetings of the Board

A. Regular Meeting of the Board (RMB)

- i. A **Regular Meeting of the Board** shall be called at the frequency determined by the Board that will permit its duties to be accomplished. All Members of the Society are allowed to attend and observe Regular Meetings of the Board. At the discretion of the President, Members may participate in discussions and ask questions, but shall not be permitted to make, second, or vote on a motion.
- ii. Regular Meetings of the Board will be announced to all Members of the Society 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 4 Board Members, 2 of whom must be elected Officers.
- iv. Any business transactions occurring at a Regular Meeting of the Board shall be ratified (acknowledged

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and formally confirmed) at the next Regular Meeting of the Membership; otherwise, they shall be null and void.

- v. A portion of a Regular Meeting of the Board may be deemed to be “in camera” or closed to individuals whose presence the Board deems, by a majority vote of those present, would compromise the personal, sensitive or confidential nature of the topic.

B. Special Meeting of the Board (SMB)

- i. A **Special Meeting of the Board** shall be called by the President, or the Secretary upon the instructions of any 2 Board Members, by providing 24 hours’ notice with a minimum of 1 hours’ notice in special circumstances that require it using email, text, and/or verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting and may be held in person or conducted virtually.
- ii. Quorum of the Board must be present; any decision of the Board made during a Special Meeting of the Board must be accompanied by a copy of the vote in writing and read into the minutes at the next General Meeting of the Membership or they shall be null and void. I.e. Email votes for any business that cannot wait for the next scheduled Regular Meeting of the Membership.
- iii. Quorum at a Special Meeting of the Board shall be any 4 Board Members or 60% of the Board (whichever is higher).
- iv. All or any portion of a Special Meeting of the Board may be deemed to be “in camera” or closed to individuals whose presence the Board deems, by a majority vote of those present, would compromise the personal, sensitive or confidential nature of the topic.

6. Special Resolution

Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 21 days’ notice in writing using a newsletter, website, email, text, and/or social media, or provided verbally by telephone or in person, specifying the intention to propose the resolution has been duly given.

- A. A Special Resolution shall be presented through newsletter, website, email, text, and/or social media, or provided verbally by telephone or in person, not less than 21 days prior to the General Meeting of the Membership at which the Special Resolution will be voted upon.
- B. A Special Resolution is passed by the approval of not less than 75% of those Members entitled to vote in attendance at the General Meeting of Membership at which the Special Resolution will be voted upon.

7. Election Process

- A. Board Members are elected by the General Members (voting Members) at an AGM held annually on or before September 30th.
- B. Candidates must be General Members (voting Members) in good standing.
- C. Notification of the nomination procedure will be included with the notice of the election.
- D. In the event a candidate cannot be in attendance for the Annual General Meeting, intent to be nominated must be given in writing to the President and Secretary. The candidate will not have a vote.

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- E. The term of office shall be from the close of the AGM to the close of the following AGM unless a written notice of resignation is submitted to the Board.
- F. There is to be no maximum number of consecutive terms, in the same Officer or Director position on the Board.
- G. Any vacancy after the AGM, occurring throughout the year, may be filled at the next General Meeting of the Membership, provided it is so stated in the notice calling such meeting, except for the position of President (Clause 2.3.B.a.vii.).
- H. The term of any vacant position(s) filled throughout the year is effective starting from the end of the meeting at which they are elected/appointed to the close of the subsequent AGM.
- I. In the event of a tie during the election process, all voting members shall cast their vote a second time. If the second set of votes also results in a tie, the final decision will be made by way of a coin toss conducted by an Associate Member (Non-voting Member).

8. 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 has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership, except for motions specifically related to the approval of the annual budget or financial expenditures, which are the purview of the Board (Clause 8.A.iv.).
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members shall 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 (Clause 6.).
- iv. Financial spending shall be voted upon by Board Members only.

B. Meetings of the Board

- i. Each Member of the Board shall have 1 vote, including the President, at all Meetings of the Board.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members shall vote by show of hands, where 50% + 1 will be considered the majority.
- iv. The President may authorize an electronic vote or motion by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Members of the Board cast a vote by email. Email votes must be received within 48 hours of the official motion. Any motion taken electronically will be formally recorded in the minutes of the next General Meeting of the Membership.

C. In the case of a tie, the vote or 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.

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9. General Management

- A. The registered office of the Society is located within Penhold Waskasoo Middle School.
- B. The mailing address for all communication or correspondence shall be the registered office of the Society.
- C. The signing authorities for the financial accounts shall be a minimum of two, maximum of three, elected Officers of the Society and will include the President and the Treasurer (or Secretary-Treasurer). Signing authorities must not be a related party (defined as family members living at the same address) to another signing authority.
- D. To maintain integrity, the books and records, including Minutes, Register of Members and Financial Records, shall be securely stored and may be inspected by any Member in good standing of the Society upon reasonable request, including the reason for inspection.
- E. Other inspections by non-members of the books and records, including Minutes, Register of Members, and Financial Records, may be approved at any General Meeting of the Membership.
- F. Such inspection may only take place at the registered office of the Society, in the presence of two additional Members in good standing, 1 of whom is a Board Member. This dual control must be maintained at all times.
- G. The books and records, including Minutes, Register of Members and Financial Records, will be securely stored and maintained for at least six years from the end of the last fiscal year to which they relate. After this time, they may be destroyed with approval at any General Meeting of the Membership.

10. Remuneration

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

11. Borrowing Powers

- A. For the purpose of carrying out its objectives, the Society 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 Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

12. Society Seal

- A. The Society has not adopted a Society Seal.

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13. Insurance and Indemnity

- A. **Insurance:** For the purpose of carrying out its objectives, the Society will annually review with the Membership and carry liability insurance as deemed necessary by the Board, or if required by the policies of Penhold Waskasoo Middle School or Chinook's Edge School Division.
- B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Society.
- i. The Society indemnifies each Officer and Director against all costs or charges that result from any act done in their role for the Society.
 - ii. The Society 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 Society.
 - 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 Society, unless the act is fraud, dishonesty, or bad faith.

14. Privacy

- A. The Society shall not collect, use, share or store personal information for purposes other than those of the Society's business, and shall destroy it appropriately once it is no longer needed.
- B. The Society will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

15. Conflict Resolution

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Board Members, of the Society are of the opinion that the Society 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 shall call a Special General Meeting of the Membership, providing due notice as required. At this meeting, Members in attendance will have the 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 Society will immediately act upon the resolution, as directed by the assembly.

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16. Code of Ethics

All Members of the Society shall:

- A. Abide by the legislation that governs them.
- B. Be guided by the mission and purpose of the Society (Clause 1.).
- C. Be familiar with and act in alignment with the mission, vision, and strategic goals of Penhold Waskasoo Middle School, and uphold the values and policies of both the School and Chinook's Edge School Division.
- D. Understand and follow the Society's policies and procedures (Clause 17.A.).
- E. Practice the highest standards of truth, integrity, accuracy, fairness, and respect.
- F. Recognize and respect the personal integrity and contributions of each Member of the Society.
- G. Declare any conflicts of interest and withdraw from any discussion or vote on such matters (Clause 8.D.).
- H. Apply democratic principles to all matters in the Society.
- I. Consider the best interests of all students in every decision.
- J. Encourage a positive atmosphere where individual contributions are encouraged and valued.
- K. Remain professional, courteous, and constructive in all forms of communication - verbal, written, or electronic.
- L. Use appropriate communication channels when raising questions or concerns.
- M. Exercise good judgment when using social media or other public platforms, and avoid misrepresenting the School or the Society.
- N. Respect the confidential nature of sensitive student, staff, and School information, and acknowledge any limitations this may place on the operations of the Society.
- O. Refrain from disclosing confidential information without proper authorization.
- P. Limit discussions at Society meetings to matters relevant to the Society's business. Q. Accept accountability for decisions and actions taken on behalf of the Society.
- R. Promote high ethical standards within the school community.
- S. Be accountable for adhering to these ethical guidelines. Any breaches or infractions will be addressed fairly and transparently, by following the procedures outlined in the Society's Bylaws (Clauses 2.1.E & 15.).

17. Policies and Procedures

- A. A Policy and Procedure Manual may be created, maintained and reviewed annually by the Board. Members in good standing may put forward proposed policies to the Board or Membership for consideration and/or implementation.
- B. All Members must adhere to the Code of Ethics (Clause 16.).
- C. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Society.
- D. The Society's Bylaws and operations shall be in accordance with the laws of Alberta, the *Societies Act* of Alberta, and any other governmental legislation relating to the Society's operation and objectives.
- E. The Bylaws may be rescinded, altered, or added to by a Special Resolution (Clause 6). Changes to the Bylaws do not come into effect until the Special Resolution(s) is registered at Corporate Registry. Special

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Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Society.

- F. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the Chair of any Society meeting. The Chair's decision may be appealed by a voting Member and 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 (Clause 15.).

18. Dissolution of the Society

- A. In the event of the dissolution (closing) of the Society, which shall require a Special Resolution from the Membership, the assets remaining after payment of all debts and liabilities shall be transferred to Chinook's Edge School Division for the benefit of Penhold Waskasoo Middle 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 for purposes outlined in the Alberta Gaming and Liquor Commission regulations.