

Ernest Manning High School Parents Advisory Committee

Corporate Access Number: 50294936

Society Bylaws

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1 INTERPRETING AND DEFINING THE BYLAWS

These Bylaws must be interpreted broadly and generously. In these Bylaws the following words have these meanings:

- **Society** refers to Ernest Manning High School Parents Advisory Committee, a constituted non-profit organization incorporated under the Societies Act of Alberta on March 23, 1983.
- **Executive Board, Executive Committee or Board**, shall mean the Board of Directors of the Society.
- **Ernest Manning High School or the School** refers to Ernest Manning High School, a school established at 20 Springborough Blvd., S.W., Calgary, Alberta, T3H 0N7 and organized under the Alberta School Act.

2 MEMBERSHIP

2.1 Full Membership

- 2.1.1 Any parent or legal guardian of a student in attendance at Ernest Manning High School is automatically a Member of the Ernest Manning High School Parents Advisory Committee. Membership shall be automatically granted to parents and legal guardians of students without charge.
- 2.1.2 A Member in good standing may vote at General Meetings of the Membership.
- 2.1.3 Any Member wishing to withdraw from membership may do so upon giving notice in writing to the Board through its Secretary.
- 2.1.4 Any Member, upon a majority vote of all Members in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from the membership for any cause which the Society may deem reasonable.

2.2 Associate Membership

- 2.2.1 The Principal and staff members of Ernest Manning High School can choose to have an Associate Membership only.

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- 2.2.2 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.
- 2.2.3 Associate members, including the Principal and staff members, shall not have signing authority for the Society.
- 2.2.4 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 relating to financial expenditures, revenues or investments of the Society.
- 2.2.5 Any alumnus of Ernest Manning High School or any person residing in Alberta, and being the full age of 18 years, may apply to become a member of the Society. The application must be in writing to the Board and the person may become a member by a favourable vote passed by a majority of members at a regular meeting of the society.

3 BOARD OF DIRECTORS

3.1 Composition of the Board

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

- 3.1.1 Officers: Chair, Vice-Chair, 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.
- 3.1.2 Directors: A maximum of 3 Directors at Large - These positions are optional and will be filled provided there are Members willing to do so. Possible Director positions could include: Past- Chair, Volunteer Coordinator, and Casino Chair.

3.2 Chair

- 3.2.1 The Chair shall have general knowledge of all activities of the Society and will carry out duties assigned by the Society.
- 3.2.2 The Chair shall call all Meetings of the Board and shall preside at all General Meetings of the Membership and Meetings of the Board.

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- 3.2.3 The Chair will be the chief spokesperson for the Society, unless otherwise designated.
- 3.2.4 The Chair shall be copied on all Society communications and will review any communications to the membership parent body, school community or public prior to distribution and shall include the Vice-Chair in the same.
- 3.2.5 The Chair shall not have a vote at any meeting. Exceptions: In the case of a tie, the Chair may cast a vote (see Section 9.7). The Chair may vote, if that vote is needed to reach quorum requirements.
- 3.2.6 The Chair will be ex-officio a member of all Committees.
- 3.2.7 The Chair may act as a signing authority on the Society's bank account.

3.3 Vice-Chair

- 3.3.1 The Vice-Chair shall assist the Chair in all Society activities and will carry out other duties assigned by the Chair.
- 3.3.2 In the event of absence, resignation, incapacity, or extended leave of absence of the Chair, the Vice-chair shall fulfill the responsibilities of the Chair until the next elections at the AGM. The Chair's position remains vacant until the new Chair is elected.
- 3.3.3 In the absence of both the Chair and Vice-Chair from meetings, a Chair may be elected or appointed at the meeting to preside.
- 3.3.4 The Vice-Chair shall be copied on all Society communications and will review any communications to the membership parent body, school community or public prior to distribution.
- 3.3.5 The Vice Chair may act as a signing authority on the Society's bank account.

3.4 Secretary

- 3.4.1 It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, and to keep accurate minutes of the same, and to prepare these for distribution.
- 3.4.2 In the case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board.

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3.4.3 The Secretary shall have charge of all correspondence and/or documentation of the Society and be under the direction of the Chair and the Board.

3.4.4 The Secretary shall keep a Register of Members of the Society and their contact information, as required by the Societies Act, and shall send all Society correspondence and notices as required.

3.4.5 The Secretary may act as a signing authority on the Society's bank account.

3.5 Treasurer

3.5.1 The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order.

3.5.2 The Treasurer shall properly account for the funds of the Society, and keep such books as may be directed and disburse funds as required.

3.5.3 The Treasurer shall present a full detailed account of receipts and disbursements to the Board and/or Society 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 the same to the Secretary for the records of the Society.

3.5.4 The Treasurer will prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner. Current fiscal year-end is March 31.

3.5.5 The Treasurer will be responsible to file all applicable forms with the appropriate government agencies as required by law.

3.5.6 The Treasurer will act as a signing authority on the Society's bank account.

3.5.7 The signing authorities of the financial accounts will be a minimum of two elected Officers of the Society.

3.6 Officers and Directors

All Members of the Board have the following right and responsibilities:

3.6.1 Attend Annual, Regular and Special meetings of the Membership.

3.6.2 Be prepared for, attend and actively participate in all meetings of the Board.

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- 3.6.3 Actively support the initiatives and actions of the Society.
- 3.6.4 Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
- 3.6.5 Review the Bylaws and recommend Board-approved Bylaw changes to the membership.
- 3.6.6 Review the board's structure, approve changes, and prepare necessary Bylaw amendments.
- 3.6.7 Participate in the development of the Society's plan and annual review.
- 3.6.8 Review the annual budget for the Society and submit to the membership for approval.
- 3.6.9 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.
- 3.6.10 Allow for opinions and positions of all Members to be voiced and heard in a safe, respectful environment.
- 3.6.11 Act as a leader and ambassador of the Society.
- 3.6.12 Strive to reach consensus in all areas. If consensus cannot be reached, Board Members will accept, and adhere to, the majority decision of the Board.
- 3.6.13 Address operational concerns openly and with input from Board Members.
- 3.6.14 Address personal concerns relating to Board Members' roles privately, constructively, respectfully, and in a timely manner.
- 3.6.15 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 Society.
- 3.6.16 Any Officer or Director may resign his/her position by providing written notice to the Board.

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3.6.17 Any Officer or Director may be removed from the Board at any time with cause by a majority vote of the Board whenever, in its judgement, the best interest of the Society will be served.

4 AUDITING

- 4.1 The books, accounts and records of the Treasurer shall be audited once each year by a duly qualified accountant or by two Members of the Society appointed for that purpose at a regularly scheduled meeting of the Society.
- 4.2 A complete and proper statement of the standing of the books for the previous year shall be submitted for presentation at the AGM.
- 4.3 The fiscal year of the Society in each year shall be April 1 to March 31.
- 4.4 The books, accounts and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any time upon giving reasonable notice in writing to the Board and arranging a time satisfactory to the Officer or Officers having charge of the same. Each member of the Board shall at all times have access to such books and records.
- 4.5 A spending limit of no more than \$200 can be disbursed at the discretion of the signing Officers. Any disbursements over \$200 shall be approved by the members at a regularly scheduled General Meeting.

5 STANDING AND Ad Hoc COMMITTEES

- 5.1 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.
- 5.2 Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per direction of the Board and present a report of their activities at meetings as requested.

6 MEETINGS

6.1 Meeting Preamble

- 6.1.1 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

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Member, any Member not receiving any notice, or any error in any notice that does not affect the meeting.

6.1.2 Meetings may be held at the School, virtually, or a combination thereof.

6.2 Annual General Meeting of the Membership (AGM)

6.2.1 The Society shall hold an Annual General Meeting of the Membership (AGM) on or before October 31 in each school 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. The notice must include the meeting agenda.

6.2.2 Only the matters set out in the notice for the AGM may be considered at the AGM.

6.2.3 At this meeting there shall be elected a Chair, Vice-Chair, Secretary, Treasurer (or Secretary-Treasurer), and optionally 3 Directors. The Officers and Directors so elected shall form the Board of Directors and shall serve for one year until their successors are elected and installed.

6.2.4 Quorum at an Annual General Meeting of the Membership shall be 4 Members and Associate Members, 3 of whom must be voting Members.

6.2.5 If quorum cannot be attained at the meeting, a General Meeting (GM) of the Membership will be scheduled for the same day, time and location the following week. The voting Members in attendance at the GM will constitute quorum for the purposes of conducting AGM business such as election of Officers, determining signing authority, and approval of financial statements.

6.3 Regular General Meeting of the Membership (RGM)

6.3.1 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. The notice must include the meeting agenda.

6.3.2 Quorum at a Regular General Meeting of the Membership shall be 7 Members or Associate Members, 5 of whom must be voting Members and 2 of whom must be elected Officers of the Society.

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6.4 Special General Meeting of the Membership (SGM)

- 6.4.1 A Special General Meeting of the Membership may be called at any time by a Member of the Executive 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. The notice must include the meeting agenda.
- 6.4.2 Only the matters set out in the notice for the SGM may be considered at the SGM.
- 6.4.3 Quorum at a Special General Meeting of the Membership shall be 7 Members or Associate Members , 5 of whom must be voting Members and 2 of whom must be elected Officers of the Society.

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6.5 Meetings of the Board

6.5.1 Regular Meetings of the Board

- 6.5.1.1 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 Society are allowed to attend and observe Regular Meetings of the Board. At the discretion of the Chair, Members may participate in discussions and ask questions but shall not be permitted to make, second or vote on a motion.
- 6.5.1.2 Regular Meetings of the Board will be announced to all Board members by providing no less than 7 days' notice in writing using a newsletter, website, email, text and/or social media.
- 6.5.1.3 Quorum at any Regular Meeting of the Board shall be 4 Board Members, 2 of whom must be elected Officers.
- 6.5.1.4 Regular Meetings of the Board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise they shall be null and void.
- 6.5.1.5 A topic to be discussed at a Regular 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 topic is of a personal, sensitive or confidential nature.

6.5.2 Special Meeting of the Board

- 6.5.2.1 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 7days' notice in writing using a newsletter, website, email, text and/or social media to all Board Members, setting forth the reasons for calling such meeting.
- 6.5.2.2 Quorum at a Special Meeting of the Board shall be any 4 Board Members.
- 6.5.2.3 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

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- 7.1 Special Resolution will mean a resolution passed at a General Meeting of the Membership of which no less than 21 days' notice in writing using a newsletter, website, email, text and/or social media, specifying the intention to propose the resolution has been duly given, and by approval of not less than 75% of those Members entitled to vote in attendance.

8 ELECTION PROCESS

- 8.1 Board Members are elected by the voting Members at an AGM held annually on or before October 31.
- 8.2 Candidates must be voting Members in good standing.
- 8.3 Notification of the nomination procedure will be included with the notice of the election.
- 8.4 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.
- 8.5 The maximum number of consecutive terms , in the same Officer or Director position on the Board, shall be 4 consecutive terms.
- 8.6 Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of Chair (see Section 3.3.2).

9 VOTING

9.1 General Meetings of the Membership

- 9.1.1 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.
- 9.1.2 Such votes must be made in person or during a virtual meeting, but not by proxy or otherwise.
- 9.1.3 Members will vote by show of hands (in person or virtually), where 50% + 1 will be considered the majority, except in the case of a Special Resolution (see Section 7.1).

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9.2 Meetings of the Board

- 9.3 Only each Member of the Board will have one (1) vote, either including or excluding the Chair (see Sections 3.2.5 and 9.7) at all Meetings of the Board.
- 9.4 Such votes must be made in person or during a virtual meeting, but not by proxy or otherwise.
- 9.5 Members will vote by show of hands (in person or virtually), where 50% + 1 will be considered the majority.
- 9.6 The Chair may authorize an electronic vote 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. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting.
- 9.7 In the case of a tie, the motion is defeated or the Chair may cast a vote (see Section 3.2.5).
- 9.8 Any Member having a pecuniary gain or conflict of interest in any matter being discussed by the membership or the Board is required to declare such and absent themselves from any discussion or vote on such matter.

10 GENERAL MANAGEMENT

- 10.1 The registered office of the Society is located within the School.
- 10.2 The mailing address for all communication or correspondence shall be the registered office of the Society.
- 10.3 To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Society upon reasonable request, including the reason for inspection.
- 10.4 Such inspection may only take place at the registered office of the Society, in the presence of a Board member, and dual control (two people present, one of whom is a Board Member) will be maintained at all times.

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11 PAYMENT OF OFFICERS AND DIRECTORS OR MEMBERS

- 11.1 No Officer, Director or Member of the Society shall receive remuneration for his/her services.

12 BORROWING POWERS

- 12.1 For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such a manner as it sees fit, and in particular 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.

13 ASSOCIATION SEAL

- 13.1 The Society does not have a seal.

14 INSURANCE AND INDEMNITY

- 14.1 Insurance: For the purpose of carrying out its objectives, the Society 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.
- 14.2 Indemnity: Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Society.
- 14.3 The Society indemnifies each Officer and Director against all costs or charges that result from any act done in his/her role for the Society.
- 14.4 The Society does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
- 14.5 No Officer or Director is liable for acts of any other Officer, Director or Member.
- 14.6 No Officer 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.
- 14.7 No Officer or Director is liable for any loss due to an oversight or error in judgement, or by an act in his/her role for the Society, unless the act is fraud, dishonesty, or bad faith.

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15 PRIVACY

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

16 CONFLICT RESOLUTION

- 16.1 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.
- 16.2 Upon receipt of such, the Chair 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.
- 16.3 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.
- 16.4 Facilitation of conflict resolution by a neutral third party may be employed as needed.

17 BYLAWS

- 17.1 All members are responsible for behaving in accordance with the Bylaws and objectives of the Society.
- 17.2 The Society Bylaws and operations will be in accordance with the laws of Alberta, the Societies Act and any other governmental legislation relating to the Society's operation and objectives.
- 17.3 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

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

- 17.4 Any questions 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 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

- 18.1 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 RELATIONSHIP TO THE ERNEST MANNING HIGH SCHOOL SCHOOL COUNCIL

- 19.1 The Society, Ernest Manning High School Parents Advisory Committee, operates "at arm's length" from the Ernest Manning High School School Council. Separate elections will be held to determine the Society's Board of Directors. The parent/guardian membership of the two groups is identical unless the parent/guardian opts out of the Society by written notification.
- 19.2 The Society will raise funds to support the purchase and implementation of items, services or activities that are deemed desirable to enrich the education and experience of the Ernest Manning High School Learning Community. This list of items, services or activities will be developed through a collaborative process between Society Members, school staff, students, and the Ernest Manning High School School Council.

20 DISSOLUTION

- 20.1 In the event of the dissolution (closing) of the Society, which shall require a Special Resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Ernest Manning High School, with the exception of gaming proceeds.
- 20.2 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 & Cannabis Commission regulations.

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This document was last revised and adopted by the Members on XXX.

Date:

Chair (clearly print name)

Chair's Signature

Vice-Chair (clearly print name)

Vice-Chair's Signature

Secretary (clearly print name)

Secretary's Signature

Treasurer (clearly print name)

Treasurer's Signature