

MCKENZIE TOWNE SCHOOL PARENT ASSOCIATION BYLAWS

DEFINITIONS: In these bylaws;

- (i) **"AGM"** means Annual General Meeting.
- (ii) **"Consensus"** means a process whereby two or more people cooperatively attempt to arrive at a decision they can support, even though it may not be their first choice.
- (iii) **"Executive"** means those Members listed in 2.1.
- (iv) **"Fiscal Year"** means August 1 to July 31.
- (v) **"Member"** means a Member of the Society, as per the operation of these bylaws.
- (vi) **"Parents"** means parents or guardians of students enrolled in the School, inclusive of parents or guardians of children enrolled in the kindergarten program.
- (vii) **"School"** means McKenzie Towne School, an elementary school operated by the Calgary Board of Education in the community of McKenzie Towne in Calgary.
- (viii) **"School Community"** means Parents and any other persons who have, in the opinion of the majority of the Members, an interest in the School.
- (ix) **"School Council"** means the parents, teachers, principals, staff and community representatives who, as established under the School Act, seek to work together to promote the well-being and effectiveness for the entire school community, to enhance student learning, and to facilitate cooperation among the concerned participants in the school.
- (x) **"School Year"** means commencing on the first day of class for the students after summer break, until the last day of classes for the students prior to summer break.
- (xi) **"Society"** means the McKenzie Towne School Parent Association.
- (xii) **"Society Year"** means Fiscal Year.
- (xiii) **"Special Resolution"** means a resolution requiring a 3/4th majority vote (75%) by those Members in attendance to pass. A Special Resolution can only be done at a General Meeting by giving Members 21 days or more notice of this meeting.

ARTICLE 1: MEMBERSHIP

- 1.1 Any person within the School Community with an interest in supporting McKenzie Towne School may be a Member of the Society, upon meeting the application requirements of the Society, as may be determined from time to time.
 - 1.2 In regard to Calgary Board of Education administrative policy, Members who are employees of the Calgary Board of Education are prohibited from being elected to an Executive position and shall not have signing authority for the Society. The number of Members who are employees of the Calgary Board of Education shall be monitored and limited as necessary in the discretion of the Executive so that such Members do not grow to such number as may be considered sufficient to influence the independence of the decisions of the Society.
 - 1.3 There is no maximum membership.
 - 1.4 Membership fee, if any, in the Society shall be determined, from time to time, by the Members at an AGM. The annual membership fee, if any, shall be due and payable at the first regular Society meeting of each School Year.
 - 1.5 Membership shall be for the Society Year.
 - 1.6 Any Member in good standing is entitled to:
 - (a) receive notice of meetings of the Society.
 - (b) attend any meeting of the Society.
 - (c) speak at any meeting of the Society.
 - (d) vote on any motion open to the Members at any meeting of the Society; and
 - (e) exercise other rights and privileges given to Members in these bylaws.
 - 1.7 A Member is in good standing when the Member has paid membership fees or other required fees, if any, to the Society for that Society Year and any past due or other fees required by the Society, and the Member is not suspended as a Member as provided under these bylaws.
 - 1.8 The Executive, at a Special Meeting called for that purpose requiring a minimum of two weeks written notice to the Member in question stating the reasons why suspension or expulsion is being considered, may suspend or expel a Member's membership for one or more of the following reasons:
 - (a) if the Member has failed to abide by these approved bylaws.
 - (b) if the Member has disrupted meetings or functions of the Society; or
 - (c) if the Member has done or failed to do anything judged to be harmful to the Society.
- The decision of the Executive shall be final.
- 1.9 Any Member may resign from the Society by sending or delivering a written notice to the Chair of the Society. Once the notice is received, the Member's name is removed from the Register of Members, if maintained. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members, if maintained, or otherwise the date the notice is received by the Chair of the Society.

- 1.10 No right or privilege of any Member is transmittable to another person. All rights and privileges cease when the Member resigns, dies or is expelled from the Society. Although a Member ceases to be a Member by death, resignation or otherwise, the Member remains liable for any debts owed by the Member to the Society at the date of ceasing to be a member.
- 1.11 No Member is, in the Member's individual capacity, liable for any debt or liability of the Society.
- 1.12 Notice to Members of any regular Society meeting, Special meeting or AGM, or notice to Members under any provision of these bylaws, shall be given by delivery via School newsletter or website, inclusion in student agendas, mail, hand delivery, fax or email to such address or addresses for the Member as is maintained from time to time in the Register of Members, if maintained. Communication of a fax number or email address to the Society for the Register of Members shall be deemed to be consent by a Member of delivery of notice to such fax or email address.
- 1.13 The powers and duties of the Members include:
 - (a) Ratifying an annual budget for the Society.
 - (b) Making policies for managing and operating the Society.
 - (c) Approving all contracts for the Society.

ARTICLE 2: THE EXECUTIVE

- 2.1 The Society shall include the following executive members:
 - (a) Chair;
 - (b) Vice-Chair;
 - (c) Secretary;
 - (d) Treasurer,
 - (e) Immediate Past-Chair
 - (f) Fundraising Director
 - (g) Casino Director
- 2.2 The Directors and the Treasurer will be elected for a two-year term at the AGM. All other Executive will be deemed to be the same as those Executive Members of the School Council having been duly elected at the School Council AGM held on the same date as the Society AGM. The Immediate Past-Chair is not elected but assumes the position upon a new Chair being elected, and holds the position until a subsequent Chair is elected, or until resigning. A vacancy in the Immediate Past-Chair position cannot be filled other than by election of a new Chair.
- 2.3 The terms of office shall run from AGM to AGM two years hence.

- 2.4 The Executive will consider the best interest of all students and the School Community in their decisions.
- 2.5 The Executive governs and manages the affairs of the Society. The Executive has the powers of the Society, except as stated in the Societies Act. The powers and duties of the Executive include (but are not limited to):
- (a) Promoting the objects of the Society;
 - (b) Promoting membership in the Society;
 - (c) Maintaining and protecting the Society's assets and property;
 - (d) Paying all expenses for operating and managing the Society;
 - (e) Investing and preserving any extra monies;
 - (f) Financing the operations of the Society;
 - (g) Maintaining all accounts and financial records of the Society;
 - (h) Borrowing monies;
 - (i) Selling, disposing of, or mortgaging any or all of the property of the Society; and
 - (j) Without limiting the general responsibility of the Executive, delegating its powers and duties to any committee that may be duly formed.
- 2.6 Voting Members may remove any Executive Member including the Chair and Directors before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.
- 2.7 An Executive Member may resign at anytime during his/her term at any regular, special or AGM meeting of the Society, provided that two-week's advance written notice has been given by mail, hand delivery, fax or email to the other Executive Members. In the case that a resignation is received outside of an AGM, the Members may appoint a member to fulfill the duties of the resigned Executive Member until the position can be filled by election at the next Society AGM, except as noted in Article 4.2.

ARTICLE 3: EXECUTIVE RESPONSIBILITIES

- 3.1 CHAIR: The Chair shall:
- (a) preside at and participate in, when present, all meetings of the Society;
 - (b) have general supervision of all activities of the Society;
 - (c) be the official spokesperson of the Society; and
 - (d) decide all matters relating to rules of order at the meetings.
 - (e) submit a yearly report which includes the financial details and budget of the Society and minutes of each meeting to the Chair of the School Council for inclusion in the School Council's year-end report.
- 3.2 VICE-CHAIR: The Vice-Chair shall:
- (a) aid the Chair and undertake tasks assigned by the Chair;

- (b) in the absence of the Chair, supervise the affairs and preside at any meetings of the Society;
- (c) in the event of resignation, suspension, expulsion, incapacity or leave of absence of the Chair, fulfill the Chair's responsibilities;

3.3 SECRETARY: The Secretary shall:

- (a) keep accurate minutes of all Executive meetings and Society meetings and proceedings for a period of 7 years;
- (b) have charge of all the correspondence and official records of the Society, other than financial records as held and maintained by the Treasurer (Article 5.4);
- (c) if required, maintain a dated record of all the Members of the Society and their addresses and status;
- (d) provide notice(s) of Society meetings, if not otherwise accomplished together with notice of School Council meetings;
- (e) submit to the Society's Registrar any and all By-law amendments for ratification and advise the Executive of when the amendments are effective;
- (f) submit to the Society's Registrar all changes and updates of the Society as required by the Societies Act.

3.4 TREASURER: The Treasurer shall:

- (a) supervise the affairs and preside at any meetings of any financial committee(s);
- (b) be responsible for the deposits of all monies paid to the Society in whatever bank, trust company, credit union or treasury branch the Society may order;
- (c) and renumber accordingly: Include all invoices and back-up upon issuance of each cheque for verification by the two signatories;
- (d) properly account for funds of the Society and keep such books as may be directed for a minimum of seven (7) years;
- (e) present a full detailed account of receipts and disbursements to the Society, prepare the budget and prepare the financial statements (See Article 15), and;
- (f) file any/all required documents pertaining to maintaining the status of the Society, including, but not limited to, the Society's Annual Return and Corporate Tax Return.

3.5 FUNDRAISING DIRECTOR: The Fundraising Director shall:

- (a) assume such duties and responsibilities as may be required from time to time on the consensus of the Membership (such as funding applications, communications, and membership or event organization).

- 3.6 IMMEDIATE PAST-CHAIR: The Immediate Past-Chair shall:
- (a) chair the Nominating Committee, (if required);
 - (b) carry out other duties assigned by the Executive, and;
 - (c) in the event the Vice-Chair is unable to fulfill the responsibilities as Chair, the past-chair will return as Chair until the election of a new Chair at the next AGM.
- 3.7 CASINO DIRECTOR: The Casino Director shall:
- (a) be responsible for all communications with the Alberta Gaming and Liquor Commission regarding the status and upkeep of the Society's Casino/Gaming License, including 'Allowable Use of Proceeds' applications and 'Final Accounting' summaries for each licensing period;
 - (b) hire Casino Advisors for each Gaming Event;
 - (c) organize volunteers from the Members to staff each Society Gaming Event;
 - (d) report all pertinent Gaming correspondence to the Members; and
 - (e) coordinate with the Treasurer to complete the appropriate required financial documents at the end of each Gaming Event.

ARTICLE 4: COMMITTEES

- 4.1 The Members may appoint committees from the Membership to advise the Executive or Society at any regular or Special Meeting of the Society.
- 4.2 General procedures for committees shall be:
- (a) An Executive Member, or other appointed Member, chairs each committee;
 - (b) The committee chair calls committee meetings. Each committee records minutes of its meetings, distributes these minutes to the committee members and provides written reports to each Society meeting.
 - (c) Two days notice to each member must be given of any committee meeting. Committee members may waive notice. A majority of the committee members present at a meeting is a quorum.
 - (d) Each member of a committee, including the chair of the committee, has one vote at a committee meeting. The chair does not have a casting vote in case of a tie.
- 4.3 Standing committees will operate on an ongoing basis with specified lengths of terms for members not to exceed two years.
- 4.4 Ad hoc committees will be formed as necessary and will work within a specified time period.

- 4.5 Chairs of standing committees shall submit a written report of their work at the AGM.

ARTICLE 5: SOCIETY MEETINGS

- 5.1 A minimum of two (2) Society meetings will be held per school year or as called by the Executive.
- 5.2 The Chair calls the Society meetings, usually held immediately following a meeting of the School Council, and sets the time and place. Notice of the Society meeting will be delivered to Members at least 10 days in advance of the meeting. There may be 5 days notice by telephone, fax or email. Members may waive notice.
- 5.3 Each Member has one vote at a Society meeting and the Chair has a second or casting vote in the case of a tie vote.

ARTICLE 6: SPECIAL MEETINGS

- 6.1 Upon written notice signed by at least five (5) Members, the Chair must ensure a Special Meeting of the Society be called as per the notice, by communication of notice to all Members. The notice must be in writing and delivered to the Chair and the Secretary at least twenty-one (21) days before the meeting. The notice will state the time, date and place of the meeting, and describe the matters to be dealt with.
- 6.2 At any Special Meeting all Members in attendance shall have the right to vote.

ARTICLE 7: QUORUM

- 7.1 The quorum for the transaction of any business at any Society meeting will consist of fifty percent (50%) of the Executive. The quorum for the transaction of any business at an AGM or a Special Meeting will be 5 members (inclusive of Executive Members) or attendance by 10% of the Members, whichever is less.
- 7.2 In the absence of a quorum,
- (a) no motions may be considered or approved;
 - (b) if a majority of Members in attendance wish the meeting to proceed in the absence of a quorum, the Society will continue the meeting for purposes of discussion of issues, but 9.2.(a) will continue to apply.
- 7.3 If a quorum is present at the start of a meeting, the meeting may continue even if a quorum is not maintained throughout.

ARTICLE 8: VOTING PROCEDURES

- 8.1 Most decisions at Society meetings will be made by consensus. The decision must be clearly stated and recorded as such in the minutes of the meeting. Decisions relating to uses of funds will be made by way of a motion and vote. (See Article 9.2)

- 8.2 If a vote is taken, the motion must be moved and seconded and passed by a fifty one per cent (51%) majority.
- 8.3 Meetings of the Society are open to Members of the Society. The Chair may call for a motion to be moved at any time during a Society meeting.
- 8.4 If a motion is approved under Article 9.3, each Member present at any Society meeting will have one vote (See Article 7.3) and a motion will be approved if a majority of those voting vote in favour of the motion.

ARTICLE 9: ANNUAL GENERAL MEETING

- 9.1 The Annual General Meeting of the Society shall be held immediately following the School Council AGM.
- 9.2 The AGM shall be called and its place and date set by the Chair, and notice of the AGM will be delivered to Members at least 21 days in advance of the meeting.
- 9.3 Election of Executive from among Members, and their Executive positions, will take place at the AGM.
- 9.4 All Members are eligible to vote or cast motions at the AGM.
- 9.5 The business of the AGM shall include (but is not limited to):
 - (a) the election of Executive from among Members, and their Executive positions;
 - (b) any proposed bylaw amendments; and
 - (c) plans and budget for the upcoming year.
- 9.6 And the business of the AGM may also include:
 - (a) financial statement of the previous year, if not done earlier at a regular Society meeting;
 - (b) discussion of any major issue in which all Members should have input; and
 - (d) any formal evaluation of the Society.

ARTICLE 10: AMENDMENTS TO THE BYLAWS

- 10.1 The bylaws remain in force from year to year unless amended by a Special Resolution of the Members at an AGM.

ARTICLE 11: CONFLICT RESOLUTION PROCEDURES

- 11.1 All Members shall resolve conflicts by adhering to the following protocol and procedures.

- 11.2 Anyone in the School Community has the freedom to voice their concerns in an appropriate manner.
- 11.3 Person(s) who have a concern have a responsibility to begin addressing the concern directly with those persons with whom they have the concern before taking their concern elsewhere.
- 11.4 If no resolution can be found, the conflict may be brought to the Chair.
- 11.5 All parties in a conflict situation shall be treated with, and have the responsibility to treat each other with fairness, dignity and respect.
- 11.6 If a Member is not following the protocol or procedures set out, the Chair will ask them to comply with the rules. Should the Member refuse, they will be asked to leave the meeting. The Member will not be allowed to attend further meetings until the issue is resolved and the Society votes on their return.
- 11.7 Attempts will be made to deal with all concerns in an appropriate and timely fashion.

ARTICLE 12: BORROWING MONEY

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

ARTICLE 13: COLLECTION AND DISBURSEMENT OF MONIES

- 13.1 All monies of the Society are to be handled in the manner set out in this article.
- 13.2 At any fundraising event, money received is to be counted and verified by two Members assigned to the task, usually the chair of organizing committee for that event and the Treasurer.
- 13.3 A tally of the monies received will be made, and be given to the Treasurer forthwith.
- 13.4 The Treasurer shall deposit all monies as soon as possible and prior to the next Society meeting.
- 13.5 Any questions or difficulties the Treasurer may have in preparing the financial statements will be brought to the immediate attention of the Chair.
- 13.6 All cheques require the signature of any two of the following: Treasurer, Secretary, Chair, and Vice-Chair.
- 13.7 Both signatories must review and initial the invoices and back-up for each cheque.
- 13.8 Cheques payable to a signing Member shall not be signed by that person.

- 13.9 At least 2 banking accounts will be maintained by the Society, one for general fundraising monies and one for gaming proceeds in accordance with Alberta Gaming Regulations. Other banking accounts may be opened from time to time as approved by the Members.
- 13.10 Gaming proceeds may be invested from time to time in accordance with Alberta Gaming regulations.

ARTICLE 14: AUDITING

- 14.1 The financial records of the Society must be audited once a year by two Members of the Society assigned to that purpose. A complete financial statement will be presented to the Society at the next AGM.
- 14.2 All books, accounts and records of the Society are open for inspection by any Member of the Society. A Member wishing to inspect the books or records of the Society must give reasonable notice to the Chair and the Secretary or the Treasurer of the Society. Unless otherwise permitted by the Executive, such inspection will take place at the Registered Office of the Society, during normal business hours.

ARTICLE 15: PAYMENTS

- 15.1 There will be no remuneration for any services carried out by Members or Executive Members, including Directors, of the Society.
- 15.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Executive approval.

ARTICLE 16: THE SOCIETY SEAL

- 16.1 At this point in time the Society has not adopted a society seal.

ARTICLE 17: PROTECTION AND INDEMNITY OF EXECUTIVE AND MEMBERS

- 17.1 Each Executive Member holds office with protection from the Society. The Society indemnifies each Executive Member or Member against all costs or charges that result from any act done in their role for the Society. The Society does not protect any Executive Member or Member for acts of fraud, dishonesty or bad faith.
- 17.2 No Executive Member or Member is liable for the acts of any other Executive Member or Member. No Executive Member or Member 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. No Executive Member or Member is liable for any loss due to an oversight or error in judgment, or by an act in his or her role for the Society, unless the act is fraud, dishonesty or bad faith.

17.3 Executive Member or Members can rely on the accuracy of any statement or report prepared by the Society's financial statement preparer. Executive Members or Members are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 18: DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

18.1 The Society does not pay any dividends or distribute its property among its Members.

18.2 If the Society is dissolved, any funds or assets remaining after paying all debts shall be paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. Funds remaining that had been acquired by way of gaming events shall be distributed or returned in accordance with Alberta Gaming regulations. Funds remaining that had been acquired by way of grant applications shall be distributed or returned in accordance with the grantors regulations. In no event do any Members receive any assets of the Society.

Dated at the City of Calgary, in the Province of Alberta, this _____ day of _____, 2009.

Signature

Address

Print Name

City, Province, Postal Code

Signature

Address

Print Name

City, Province, Postal Code

Signature

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WITNESS

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