

Calgary Association of Parents and School Councils

BYLAWS

ARTICLE 1 - PREAMBLE

1.1 **The Society**

The name of the society is the Calgary Association of Parents and School Councils, which may also be known or referred to as the CAPSC or the Association.

1.2 **The Bylaws**

The following articles set forth the Bylaws of the Calgary Association of Parents and School Councils.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 **Definitions**

In these Bylaws, the following words have these meanings.

- 2.1.1 **Act** means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it.
- 2.1.2 **Annual General Meeting** means the annual general meeting described in Article 5.1.
- 2.1.3 **Board** means the Board of Directors of this Society.
- 2.1.4 **Bylaws** means the Bylaws of this Society as amended.
- 2.1.5 **Director** means any person elected or appointed to the Board.
- 2.1.6 **General Meeting** means the Annual General Meeting and a Special General Meeting.
- 2.1.7 **Member** means a Member of the Society.
- 2.1.8 **Officer** means any Officer listed in Article 6.2.
- 2.1.9 **Registered Office** means the registered office for the Society.

- 2.1.10 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.11 **Society** means the Calgary Association of Parents and School Councils.
- 2.1.12 **Special Meeting** means the special general meeting described in Article 5.2.
- 2.1.13 **Special Resolution** means a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person.
- 2.1.14 **Voting member** means a Member entitled to vote at the meetings of the Society.

2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Masculine and Feminine:** words indicating the masculine gender also include the feminine gender and vice versa.
- 2.2.3 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

ARTICLE 3 - OBJECTS OF THE SOCIETY

3.1 The objects of the Society are:

- 3.1.1 To promote excellence in education, for all children attending Calgary schools.
- 3.1.2 To provide a forum which allows school councils, parents and other organizations to network and to develop a united voice.

- 3.1.3 To empower school councils and parents to participate in and influence decisions about education.
- 3.1.4 To gather and disseminate information that is related to the delivery of education to students in Calgary.
- 3.1.5 To lease, purchase or acquire facilities to house the Society.
- 3.1.6 To raise funds in any way to achieve the objects of the Society. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- 3.1.7 To borrow funds and lease, mortgage, sell and dispose of property of the Society and establish a line of credit to achieve the objects of the Society.
- 3.1.8 To use funds of the Society only according to and in pursuit of these objects or other charitable objects.

ARTICLE 4 - MEMBERSHIP

4.1 Classification of Members

There are three categories of Members:

- (a) School Council members
- (b) Individual members
- (c) Honorary members

4.1.1 School Council Members

To become a School Council member, a School Council must pay the annual membership fees for School Council members. Each member of that school community becomes a member of CAPSC.

4.1.2 Individual Members

To become an Individual member, an individual must:

- (a) pay the annual membership fees for individual member.
- (b) not be a member as defined under 4.1.1.

4.1.3 Honorary Members

An individual may become an Honorary Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

4.2 Admission of Members

Any individual or School Council may become a Member in the appropriate category by meeting the requirements in Article 4.1. The individual will be entered as a Member under the appropriate category in the Register of Members.

4.3 Membership Fees

4.3.1 Membership Year

The membership year is July 1 to June 30.

4.3.2 Setting Membership Fees

At the Annual General Meeting members must vote on any changes to the annual membership fees.

4.3.3 Payment Date for fees

The annual membership fees must be paid on or before January 31 of every year.

4.4 Rights and Privileges of Members

4.4.1 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; and
- (d) exercise other rights and privileges given to Members in these bylaws.

4.4.2 Voting members

The only Members who can vote at meetings of the Society are:

- (a) School Council members in good standing
- (b) Individual members in good standing
- (c) Honourary members in good standing

4.4.3 Number of votes

Each School Council member is entitled to ten (10) votes which may be distributed in any way between representatives of that school council attending meetings.

Each Individual or Honourary Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 Member in Good Standing

A Member is in good standing when the member has paid membership fees or other required fees to the Society.

4.5 Termination of Membership

4.5.1 Resignation

4.5.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.5.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.5.2 Death

The membership of an Individual or Honourary Member is ended upon his death.

4.5.3 Deemed Withdrawal

4.5.3.1 If a Member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

4.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Society.

ARTICLE 5 - MEETINGS OF THE SOCIETY

5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than February 28 of each year in Calgary, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 A notice is sent to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a) adopting the agenda;
- (b) adopting the minutes of the last Annual General Meeting;
- (c) considering the President's report
- (d) reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities;
- (e) electing the Members of the Board;
- (f) considering matters specified in the meeting notice.

5.1.4 Quorum

Attendance by 10% of the Members or 10 School Council members, whichever is fewest, at the Annual General Meeting is a quorum.

5.2 Special General Meeting of the Society

5.2.1 Calling of Special General Meeting

A Special General Meeting may be called at any time:

- (a) by a resolution of the Board of Directors to that effect; or
- (b) on the written request of at least four (4) Directors. The request must state the reason for the Special General Meeting and the motion (s) intended to be submitted at this Special General Meeting; or
- (c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice

A notice is sent to each Member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date and time of the Special General Meeting.

5.2.3 Agenda for the Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or Special General Meeting

5.3.1 Attendance by the Public

General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If canceled, the meeting is rescheduled. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair.

5.3.4 Adjournment

5.3.4.1 The President adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.5 Voting

5.3.5.1 Each School Council member has ten (10) votes. Each Individual or Honourary Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.3.5.3 A Voting Member may not vote by proxy.

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5.3.5.4 A majority of the votes of the Voting Members present decides each

issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

5.3.5.6 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

5.3.6 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

- (a) accidental omission to give any notice to any Member
- (b) any Member not receiving any notice; or
- (c) any error in any notice that does not affect the meaning.

ARTICLE 6 - THE GOVERNMENT OF THE SOCIETY

6.1 The Board of Directors

6.1.1 Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Society.

6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act. 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.

6.1.3 Composition of the Board

The Board consists of:

- (a) the President;
- (b) two (2) Vice-Presidents;
- (c) Secretary;
- (d) Treasurer;
- (e) immediate Past-President;
- (f) other positions as needed.

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6.1.4 Election of the Board

At each AGM the voting members elect members of the Board, with the exception of the Past-President, for a one (1) year term. Members may re-elect any Director of the Board to the same position for a maximum of three (3) years.

6.1.5 Resignation, Death or Removal of a Director

6.1.5.1 A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

6.1.5.2 Voting Members may remove any Director before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

6.1.5.3 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

6.1.6 Meetings of the Board

6.1.6.1 The Board holds at least five (5) meetings each year.

6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.

6.1.6.3 Meetings of the Board shall be called by 10 days notice in writing mailed to each member or by three days notice by fax, email or telephone.

6.1.6.4 A majority of the Directors present at any Board meeting is a quorum.

6.1.6.5 Each Director, including the President and the Past-President, has one (1) vote.

6.1.6.6 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.

6.1.6.7 Meetings of the Board are open to Members of the Society, but only Directors may vote. A majority of the Directors present may ask any other Members to leave.

6.1.6.8 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

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6.2 Officers

6.2.1 Officers are all Board members.

6.3 Duties of the Officers of the Society

6.3.1 The President

- supervises the affairs of the Board;
- when present, chairs all meetings of the Society and the Board;
- is an *ex officio* member of all Committees, except the Nominating Committee;
- acts as the spokesperson for the Society;
- carries out other duties assigned by the Board.

6.3.2 The Vice-President

- presides at meetings in the President's absence;
- replaces the President at various functions when asked to do so by the President or the Board;
- carries out other duties assigned by the Board.

6.3.3 The Secretary

- attends all meetings of the Society and the Board;
- keeps accurate minutes of these meetings;
- makes sure a record of names and addresses of all Members of the Society is kept;
- makes sure all notices of various meetings are sent;
- files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- carries out other duties assigned by the Board.

6.3.4 The Treasurer:

- makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- makes sure a duly audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting;
- carries out other duties assigned by the Board.

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6.4 Board Committees

6.4.1 Establishing Committees

The Board may appoint committees to advise the Board.

6.4.2 General Procedures for Committees

6.4.2.1 A Board Member chairs each committee created by the Board.

6.4.2.2 The Chairperson calls committee meetings. Each committee

- records minutes of its meetings
- distributes these minutes to the committee members
- provides reports to Board meetings at the Board's request.

6.4.2.3 Two (2) days' notice is mailed or delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

6.4.2.4 A majority of the committee members present at a meeting is a quorum.

6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS

7.1 The Registered Office

The Registered Office of the Society is located in Calgary, Alberta. Another place may be established at the Annual General Meeting or by resolution of the Board.

7.2 Finance and Auditing

7.2.1 The fiscal year of the society ends on June 30 of each year.

7.2.2 The books accounts and records of the Secretary and Treasurer shall be audited at least once a year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting of the Society.

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7.3 Cheques and Contracts of the Society

7.3.1 The designated Officers of the Board sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques.

7.3.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.4 The Keeping and Inspection of the Books and Records of the Society

The books and records of the society may be inspected by any member of the society at the Annual Meeting or at anytime upon giving reasonable notice 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.

7.5 Borrowing Powers

For the purpose of carrying out its objects, 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.

7.6 Payments

7.6.1 No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

7.6.2 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.7 Protection and Indemnity of Directors and Officers.

7.7.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

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7.7.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. Not Director or 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. No Director or Officer 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.

- 7.7.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 8 - AMENDING THE BYLAWS

- 8.1 These Bylaws may be canceled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Society.
- 8.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General or Special General Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Society.

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SECTION 10 - CONDUCT OF BUSINESS

10.1 Rules of Order

In the event that any procedural matter arises during the meetings of the Calgary Association of Parents and School Councils which is not addressed by the Bylaws, the Rules of Order as stated in Roberts Rules of Order shall govern.