

# Winston Churchill High School Parent Association Bylaws

## Final Draft

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### 1. Name

- A. The name of the organization shall be the Winston Churchill High School Parent Association hereinafter referred to as the Association.

### 2. Objectives

The objectives of the Association, in keeping with the policies and procedures as set out by the Education Act, the School Councils Regulations and Lethbridge School Division are as follows:

- a. To raise money in an appropriate manner to be used for funding approved events and purchases of the Winston Churchill High School, Lethbridge, Alberta.
- b. To continuously promote and facilitate community support and participation in school activities.
- c. To provide advice and support to the staff and principal on issues of fundraising importance.
- d. To encourage greater parent participation in the projects of the School Council and the Association.

### 3. Membership

The membership of the Winston Churchill High School Parent Association (meeting the criteria set out by Alberta Education and Lethbridge School District #51) shall consist of the following:

- a. Any person having a vested interest in the educational well-being of students enrolled in the Association, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Association, is eligible to become a Member of the Association with voting privileges at any General Meeting of the Association Membership.
- b. The majority of the Members of the Association will be parents or guardians of students currently enrolled in Winston Churchill High School, and is limited to one person per household
- c. Membership must be renewed annually.
- d. Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to the Executive through its Secretary.
- e. Any Member, upon a majority vote of all Members of the Association in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the Association may deem reasonable.
- f. 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 Executive.
- g. Neither the Principal nor any staff member shall have signing authority for the Association.
- h. 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 Association.

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### 4. Executive

Board of Directors, Executive Committee or Officers shall mean the Executive Committee of the Society. The Executive will be composed of the following Officers and Directors:

1. Officers: Chair, Vice Chair, Secretary, Treasurer, Past-Chairperson – 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. The power of the executive committee will be to manage the affairs of the Association. No director or member of the Association shall receive any remuneration for services.

#### a. Chairperson

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

- i. The Chairperson shall call all Meetings of the Executive and shall preside at all General Meetings of the Membership and Meetings of the Executive;
- ii. The Chairperson will be the chief spokesperson for the Association, unless otherwise delegated;
- iii. The Chairperson shall be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution and shall include the Vice-Chairperson in same;
- iv. The Chairperson shall have a vote at any meeting;
- v. The Chairperson will be an ex-officio member of all Committees;
- vi. Designate in their own absence, the Vice-Chairperson or some other member to their responsibilities;
- vii. Assume other duties and responsibilities as assigned by the Association.

#### b. Vice-Chairperson

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

#### c. Secretary

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- i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Executive, to keep accurate minutes of the same, and to prepare these for distribution;
- ii. The minutes will be distributed within 7 days of the meeting to allow for proper time to review for errors/omissions and are not formal minutes until passed by motion at the next Association meeting;
- iii. In the absence of the Secretary, his/her duties shall be discharged by such Officer or Director as may be appointed by the Executive;
- iv. The Secretary shall have charge of all Association membership forms, correspondence and/or documentation and be under the direction of the Chairperson and the Executive. All documentation, literature, correspondence, forms, thumb drives, etc. are the property of the Association. The outgoing Secretary shall transition this property to the incoming Secretary at the end of his/her term;
- v. The Secretary shall keep an accurate Register of Members of the Association, including contact information, as required by the *Societies Act*, and shall send all Association correspondence/notices as required.

#### d. Treasurer

- i. The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union or Treasury Branch the Executive may order;
- ii. The Treasurer shall properly account for the funds of the Association, keep such books as may be directed and disburse funds as required. All records, receipts, documentation, forms, thumb drives, etc. are the property of the Association. The outgoing Treasurer shall transition this property to the incoming Treasurer at the end of his/her term;
- iii. The Treasurer shall present a full detailed account of receipts and disbursements to the Executive 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 Association and shall submit a copy of same to the Secretary for the records of the Association;
- iv. The Treasurer will prepare, and submit with Executive approval, any financial reports required by organizations and agencies in a timely manner;
- v. The signing authorities of the financial accounts will be a minimum of two elected Officers of the Association;
- vi. The Treasurer will present a Treasurer's Report at each Association meeting.

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### e. Past-Chairperson

- i. The Past-Chairperson remains a member of the Association with full voting privileges at Association meetings, irrespective of whether they have children at the school.

2. Directors: A maximum of 10 additional Directors (at Large) – These positions are optional. The Executive will determine the number of Directors at Large needed on an annual basis (up to the maximum).

### a. Directors (at Large)

All Members of the Executive will:

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

3. The Executive shall, subject to the Bylaws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
4. Any Director or Officer may resign his/her position by providing written notice to the Executive.

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5. Any Director or Officer may be removed from the Executive at any time with cause by a majority vote of the Executive whenever, in its judgment, the best interest of the Association will be served.

### 5. 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 voting Members of the Association who are not Executive members, have no signing authority, and who are not related. Auditors will be elected or appointed for that purpose at the Annual General Meeting of the Membership.
- B. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor for presentation at the Annual General Meeting of the Membership.
- C. The fiscal year of the Association in each year shall be **October 1 to September 30.**

### 6. Standing and Ad Hoc Committees

- A. Standing and ad hoc committees will be formed as necessary by the Executive and will operate on an ongoing basis with specified lengths of terms for Members.
- B. Committees will meet outside of Meetings of the Executive or General Meetings of the Membership to complete their assigned tasks as per the direction of the Executive and present a report of their activities at meetings as requested.

### 7. Meetings

- A. **Association meetings will be held on a specified day of the month of the school year (minimum of three per school year) as determined by Association during the AGM.**
- B. Members in attendance only are allowed to vote. There will be no Proxy voting.
- C. Meetings of the Membership and/or the Executive may be held in-person or using a virtual or online platform suitable for conducting Association business, or a combination of the two. The Executive will determine the meeting format and notify members.
- D. The quorum for Association Meetings shall be any seven of the Association members provided the majority consists of parents of students enrolled in the school.
- E. The Meetings shall have a Town Hall form of governance.
- F. In all procedural matters not covered by these bylaws, Roberts 'Rules of Order' shall be employed.

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### General Meetings of the Membership

- A. Annual General Meeting of the Membership (AGM)
- i. An Annual General Meeting of the Membership (AGM) will take place on or before October 31<sup>st</sup> in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.
  - ii. 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 Chairperson, Vice-Chairperson, Secretary, Treasurer, (or Secretary-Treasurer), and optionally 5 Directors. The Officers and Directors so elected shall form a Executive, and shall serve until the end of the meeting at which their successors are elected.
  - iv. Quorum at an Annual General Meeting of the Membership shall be 7 Members, 7 of whom must be voting Members.
  - v. 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 that General Meeting will constitute quorum for the purposes of conducting Annual General Meeting business such as election of Officers, determining signing authority, and approval of financial statements.
- B. 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 Chairperson or Executive 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 7 Members, 5 of whom must be voting Members and 2 of whom must be elected Officers of the Association.

### Meetings of the Executive

- C. Regular Meeting of the Executive
- i. A Regular Meeting of the Executive shall be called at the frequency determined by the Executive that will permit their duties to be accomplished but will have a minimum of 3 per school year. All Members of the Association are allowed to attend and observe Regular Meetings of the Executive. At the discretion of the Chairperson, 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 Executive will be announced to all Executive Members by providing no less than 7 days' notice in writing using a newsletter, website, email, text and/or social media.

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- iii. Quorum at any Regular Meeting of the Executive shall be 7 Members, 2 of whom must be elected Officers.
- iv. Regular Meetings of the Executive may be held without notice if a quorum of the Executive is present, provided that any business transactions shall be ratified at the next Regular Meeting of the Executive; otherwise they shall be null and void.

#### D. Special Meeting of the Executive

- i. A Special Meeting of the Executive shall be called by the Secretary upon the instructions of any 2 Executive Members, by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person, to all Executive Members setting forth the reasons for calling such meeting.
- ii. Quorum at a Special Meeting of the Executive shall be any 5 Executive Members.
- iii. All or any portion of a Special Meeting of the Executive may be deemed to be "in camera" or closed to anyone the Executive chooses should the Executive 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.

### 8. 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, and by the approval of not less than 75% of those Members entitled to vote in attendance.

### 9. Election Process

- A. Executive Members are elected by the voting Members at an AGM held annually on or before October 31<sup>st</sup>.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the AGM.
- D. The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignation is submitted to the Executive.
- E. The same executive position may not be held for more than two consecutive terms by one Association member. The Officer/Director still must stand for election annually.
- F. Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting, with the exception of the position of Chairperson.



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### 10. Voting

The Executive may hold in-person or virtual meetings, or a combination of the two. The Executive will determine the voting process for meetings, including what type of electronic voting will be used for virtual meetings (ie. Raise Hand feature, Chat Window, private message, mic). In-person and electronic voting will not include voting by proxy.

#### A. General Meetings of the Membership

- i. Any voting Member, including each Member of the Executive, 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.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution.

#### B. Meetings of the Executive

- i. Only each Member of the Executive will have 1 vote, including the Chairperson (See Clause 3.A.2.a.iv Chairperson) at all Meetings of the Executive.
- ii. Such votes must be made in person and not by proxy or otherwise.
- iii. Members will vote by show of hands where 50% + 1 will be considered the majority.
- iv. The Chairperson may authorize an electronic vote by email if a situation needs to be acted upon by the Executive between physical meetings. In the case of an electronic vote, a quorum shall be constituted when at least 60% of the Members of the Executive cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Executive meeting.

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

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

### 11. General Management

- A. The registered office of the Association is located within the School.
- B. The mailing address for all communication or correspondence shall be the registered office of the Association.
- C. To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Association upon reasonable request, including the reason for inspection.

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

### 12. Remuneration

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

### 13. Insurance and Indemnity

- A. **Insurance:** For the purpose of carrying out its objectives, the Association may annually review and carry liability insurance as deemed necessary by the Executive, or if required by the policies of the School or School Executive.
- B. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Association.
  - i. The Association indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Association.
  - ii. The Association does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
  - iii. No Officer or Director is liable for the acts of any other Officer, Director or Member.
  - iv. No Officer or Director is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Association.
  - v. No Officer or Director is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

### 14. Privacy

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

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### 15. Dispute Resolution

- A. If at any time 10 Members, or 5 Members and greater than 50% of the Executive Members, believe a dispute causing significant impairment of Association operations is occurring, they may deliver a written “Special General Meeting of the Membership” request, signed by them, to the Executive.
- B. Upon receipt of such, the Chairperson 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 the dispute.
- C. On motion, a vote shall be held respecting a proposed resolution to the dispute, and if a majority of voting Members present vote in favour of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.

### 16. Bylaws

- A. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Association.
- B. The Association Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Association’s operation and objectives.
- C. Notice of proposed bylaw amendments must be circulated with the notice of meeting at least twenty one days in advance of the meeting.
- D. At this meeting, a minimum of 75% of the members who if entitled to do so, vote in person must support the Special Resolution.

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**17. Policies and Procedures**

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

**18. Dissolution of the Association**

The Association may, by special resolution, surrender its certificate of incorporation.

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

Date: \_\_\_\_\_

\_\_\_\_\_  
Chairperson (clearly print name)

\_\_\_\_\_  
Chairperson's Signature

\_\_\_\_\_  
Vice-Chairperson (clearly print name)

\_\_\_\_\_  
Vice-Chairperson's Signature

\_\_\_\_\_  
Secretary (clearly print name)

\_\_\_\_\_  
Secretary's Signature

\_\_\_\_\_  
Treasurer (clearly print name)

\_\_\_\_\_  
Treasurer's Signature