

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

1. Membership

- A. Any person having a vested interest in the educational well-being of students enrolled in St. Timothy School, residing in Alberta, being of the full age of 18 years, who is in good standing with the Society, is eligible to become a Member of the Society with voting privileges at any General Meeting of the Society Membership.
- B. The majority of the Members of the Society will be parents or guardians of students currently enrolled in St. Timothy School.
- C. Membership must be renewed annually. Membership fees, if any, in the Society shall be determined from time to time by the Members at an Annual General Meeting.
- D. Any Member wishing to withdraw from membership may do so upon giving notice in writing or verbally to any Board member.
- E. Any Member, upon a majority vote of all Members of the Society in good standing and present at a Special General Meeting of the Membership called for that purpose, may be suspended or expelled from membership for any cause that the Society may deem reasonable.

2. Associate Membership

- A. The Principal and staff members of St. Timothy School can choose to have an Associate Membership only.
- B. 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.
- C. Neither the Principal nor any staff member shall have signing authority for the Society.
- D. The Principal, by virtue of the School 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.

3. Board of Directors

- A. "Board of Directors," "Executive," "Council", "Officers, or "Board" shall mean the Board of Directors of the Council.

COMPOSITION OF THE BOARD

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

- 1. Officers: President, Vice-President, Secretary, Treasurer, or Secretary-Treasurer – These positions are mandatory.
- 2. The Board shall, subject to the Bylaws or direction given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every six (6) weeks and shall be called by the President.
- 3. An elected Members term shall commence upon elections or appointment and continue until a successor is elected or appointed.

a. President

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

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

- i. The President shall call all Meetings of the Board, and shall preside at all General Meetings of the Membership and Meetings of the Board.
- ii. The President shall have general knowledge of all activities of the Society and will carry out duties assigned by the Society.
- iii. The President will be the chief spokesperson for the Society, unless otherwise delegated.
- iv. The President shall not have a vote at any meeting, unless in the event of a tie.
- v. The President will be an ex-officio member of all Committees.
- vi. The President is authorized to have signing authority.

b. Vice-President

- i. The Vice-President shall assist the President in all Society activities and will carry out other duties assigned by the President.
- ii. In the event of absence, resignation, incapacity or extended leave of absence of the President, the Vice-President shall fulfill the responsibilities of the President. The President's position remains vacant until the new President is elected.
- iii. In the absence of both the President and the Vice-President from meetings, a President may be elected or appointed at the meeting to preside.
- iv. The Vice-President will be copied on all Society communications and will review any communications to the membership, parent body, School community or public prior to distribution.
- v. Will be authorized to have signing authority if needed.

c. Secretary

- i. It shall be the duty of the Secretary to attend all General Meetings of the Membership and Meetings of the Board, to keep accurate minutes of the same, and to prepare these for distribution.
- ii. In the absence of the Secretary, his/her duties shall be discharged by such Officer or Director as may be appointed by the Board.
- iii. The Secretary shall have charge of all the correspondence and/or documentation of the Society and be under the direction of the President and the Board.
- iv. The Secretary shall keep a Register of Members of the Society and their contact information, as required by the *Societies Act*, and shall send all Society correspondence/notices as required.
- v. The Secretary is authorized to have signing authority if needed.

d. Treasurer

- i. 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.
- ii. The Treasurer shall properly account for the funds of the Society, keep such books as may be directed and disburse funds as required.
- iii. The Treasurer shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

Membership a duly audited statement of the financial position of the Society and shall submit a copy of same to the Secretary for the records of the Society.

- iv. The Treasurer will prepare, and submit with Board 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 three elected Officers of the Society.
- vi. The Treasurer is authorized to have signing authority.

4. Standing and Ad Hoc Committees

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

5. Auditing

- A. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two Members of the Society without signing authority.
- 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 Society in each year shall be **September 1st to August 31st**.
- D. The books and records of the Society may be inspected by any member of the Society at the Annual General Meeting or at any other time upon giving reasonable notice and arranging a time satisfactory to the officer of offices having charge of the same. Each member of the Board shall at all times have access to such books and records.

6. Meetings

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 in conjunction with the School's Meet the Staff night, to be held in the first quarter of the year on or before October 31st, by providing no less than 14 days' notice in writing using a newsletter, website, email, text, weekly memo and/or social media.
- ii. Only the matters set out in the notice for the AGM may be considered at the AGM.
- iii. At this meeting, there shall be elected a President, Vice-President, Secretary, and Treasurer. The officers and Directors so elected shall form a Board and shall serve until the end of the meeting which their successors are elected.
- iv. Quorum at an Annual General Meeting of the Membership shall be 4 Members, 3 of whom must be voting Members, and any number of parents in attendance.
- 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, and approval of financial statements.

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

B. Special General Meeting of the Society (SGM)

- i. A **Special General Meeting of the Society (SGM)** may be called at any time by the President upon the instructions of any 2 Board Members, by providing no less than 10 days' notice in writing using a newsletter, website, email, text, weekly memo and/or social media or 3 days' notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting.
- ii. Only matters set out in the notice for the SGM may be considered at the SGM.
- iii. Quorum at a Special General Meeting of the Board shall be any 3 Board Members.

Meetings of the Board

C. Regular Meetings of the Board

- i. 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 Association are allowed to attend and observe Regular meetings of the board. At the discretion of the President, Members may participate in discussions and ask questions, but shall not be permitted to make, second or vote on a motion.
- ii. Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days' notice in writing using a newsletter, website, email, text, weekly memo and /or social media for 3 days' notice verbally by telephone or in person.
- iii. 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
- iv. 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.

D. Special Meeting of the Board

- i. A **Special Meeting of the Board** shall be called by the President upon instructions of any 2 Board Members, by providing no less than 10 days' notice in writing using a newsletter, website, email, text, weekly memo and/or social media or 3 days' notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such a meeting.
- ii. Quorum at a Special Meeting of the Board shall be any 3 Board Members.
- iii. 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

Special Resolution will mean a resolution passed at a General Meeting of the Membership of which not less than 10 days' notice in writing using a newsletter, website, email, text, weekly memo 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.

8. Election Process

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

- A. Board Members are elected by the voting Members at the (AGM) Annual General Meeting held in conjunction with the School's Meet the Staff night.
- B. Candidates must be voting Members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the election.
- 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 Board.

9. Voting

A. General Meetings of the Membership

- i. The Society uses a Representative mode of governance.
- ii. 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, or Special General Meeting of the Membership.
- iii. Such votes must be made in person and not by proxy or otherwise.
- iv. 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 Board

- i. Only each Member of the Board will have 1 vote excluding the President. In the event of a tie, the President will cast the tie breaking vote.
- 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 President may authorize an electronic vote by email/text 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/text. Any motion taken electronically will be formally recorded into the minutes of the next Board Meeting.

10. 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.
- D. Such inspection may only take place at the registered office of the Association, in the presence of a Board Member, and dual control (2 people present, 1 of whom is a Board Member) will be maintained at all times.

11. Remuneration

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

12. Association Seal

- A. The Association has not adopted an Association Seal.

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

13. Insurance and Indemnity

- A. **Insurance:** For the purpose of carrying out its objectives, the Association 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.
- 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 judgement, or by an act in his/her role for the Association, unless the act is fraud, dishonesty or bad faith.

14. Privacy

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

15. Conflict Resolution

- A. Any disputes arising out of the affairs of the Society or between any Member of the School Advisory Society and the School Administration and /or Staff, will be addressed through the Administrative Policies and Regulations Manual of the Edmonton Catholic School – Resolution of Conflicts – Administrative Regulations 401.
- B. The Executive shall be empowered to expel any Member from membership for any conduct, injurious to the School Society or its purposes. Such a Member shall be given the opportunity to defend oneself and to put forth ones position in writing to the PAS.
- C. A member is disqualified if that person no longer meets the qualifications of the Act, the regulations, Certification of Establishment of these Bylaws (e.g. a Parent who no longer has a student enrolled in the school, a Staff Member that is no longer employed at the school).

16. Bylaws

- A. All Members are responsible for behaving in accordance with the Bylaws and objectives of the Society.
- B. 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.
- C. 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 registered at Corporate Registry. Special Resolution(s) sent to the Corporate Registry shall be dated and verified by a person authorized by the Society.
- D. Any question regarding the proper application and interpretation of these Bylaws shall be determined by the President of any Society meeting. The President's decision may be appealed by a voting Member and

**ST. TIMOTHY SCHOOL
PARENT ADVISORY SOCIETY
BYLAWS
(CAN# 503428898)**

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.

17. Dissolution of the Society

- A. 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 St. Timothy 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 and Liquor Commission regulations.

Date: _____

Signature of President

Signature of Secretary

Printed Name of President

Printed Name of Secretary