

# BYLAWS OF ALBERTA HOME AND SCHOOL COUNCILS' ASSOCIATION

## 1. ARTICLE 1 - PREAMBLE

### **The Association**

The name of the Association is the "**ALBERTA HOME & SCHOOL COUNCILS' ASSOCIATION**," which may also be known or referred to as the AHSCA or the Association and its operations shall be carried on throughout the Province of Alberta.

### **The Bylaws**

The following articles set forth the Bylaws of the Alberta Home & School Councils' Association.

## 2. ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

### **Definitions**

In these Bylaws, the following words mean:

- 2.1.1. *Act* - the *Societies Act* R.S.A. 2000, c.S-14 as amended, or any statute substituted for it.
- 2.1.2. *Annual General Meeting* - the annual general meeting (AGM) described in Article 4.1.
- 2.1.3. *Appointed Director* - a Director appointed by the Board of Directors.
- 2.1.4. *Association* - the Alberta Home & School Councils' Association.
- 2.1.5. *Board* - the Board of Directors of this Association.
- 2.1.6. *Board Meeting* - a meeting of the Board of Directors of this Association.
- 2.1.7. *Bylaws* - the Bylaws of this Association.
- 2.1.8. *Director* - any person elected or appointed to the Board of Directors, including the President and Vice President.
- 2.1.9. *Executive Director* – Chief Administrative Officer hired by the Board of Directors.
- 2.1.10. *General Meeting* - the meeting of the membership.
- 2.1.11. *Majority* - more than half the votes cast.

- 2.1.12. **Member** - a Member School Council, or an Individual Parent, or Associate Member or Life Member of the Association as described in Article 3.
- 2.1.13. **Parent** – a Parent or guardian of a student in the K-12 education system.
- 2.1.14. **Past-President** – outgoing President.
- 2.1.15. **Provincial Director** - A Director elected to the Board of Directors at an AGM of AHSCA.
- 2.1.16. **Proxy Voting** –a Member School Council appointed Voting Delegate registered to attend the same Annual General, Regular General or Special General meeting, to vote on the Member School Council’s behalf.
- 2.1.17. **Register of Members** - the register maintained by the Board of Directors containing the names of the Members of the Association.
- 2.1.18. **Registered Office** - the registered office for the Association.
- 2.1.19. **School Council** - as described in the *School Act S. 22*.
- 2.1.20. **School Council Representative** - A representative on a School Council, including all Parents/guardians at the school, the principal, and the teacher, student, and community representatives.
- 2.1.21. **Special Meeting** - the special general meeting described in Article 4.3.
- 2.1.22. **Special Resolution** - a special resolution as defined in the *Societies Act*.
- 2.1.23. **Term of Office**
- 2.1.23.1. For President and Vice President: from election at the AGM to the next AGM.
- 2.1.23.2. For Provincial Directors: from election at the AGM for a period of up to 2 years or until the second AGM.
- 2.1.23.3. For Appointed Directors: a minimum of eight (8) months from appointment by the Board until the next AGM following their appointment.
- 2.1.24. **Voting Delegate** - a Parent/guardian designated by their Member School Council to cast a vote or votes at a General Meeting, or

an Individual Parent Member as described in Article 3, with signed credentials.

## **Interpretation**

The following rules of interpretation are to be applied in interpreting these Bylaws:

- 2.1.25.        ***Singular and plural:*** words indicating the singular number also include the plural, and vice-versa.
- 2.1.26.        ***Masculine and feminine:*** words indicating the masculine gender also include the feminine gender and vice-versa.
- 2.1.27.        ***Headings*** are for convenience only. They do not affect the interpretation of these Bylaws.

## **3. ARTICLE 3 - MEMBERSHIP**

### **Classification of Members**

There are four categories of Members:

#### 3.1.1. Member School Council

The School Council, as a whole, is the Member. The School Council pays an annual membership fee, or is included within a divisional membership. Representatives on school councils, including Parents/guardians, are not Individual Parent Members of AHSCA.

All representatives on the School Council, including all Parents/guardians at the school, the principal, the teacher, student, and community representatives are eligible to attend AHSCA events.

#### 3.1.2. Individual Member

A Parent/guardian whose child or children are receiving or have received education through Alberta's public education system may be a Parent Member. They pay an annual individual membership fee.

Any individual who holds membership in another provincial education association representing school trustees or school boards, superintendents, school business officials, professional teachers, or other school staff is ineligible for Individual Parent Membership. They may, however, be designated "Associate Members".

Individual Parent Members are eligible to attend AHSCA events.

### 3.1.3. Life Member

Any individual whose service to the Association warrants recognition and who has been nominated by a Member in good standing and approved by the board may be honored as a Life Member.

Life Members pay no annual membership fees, and are entitled to all the rights and privileges of Individual Parent Members.

### 3.1.4. Associate Member

An Associate Membership is a non-voting membership. This designation will automatically apply to all non-parent School Council Representatives of Member School Councils (principals, teachers, students and community representatives.) No additional membership fee beyond the Member School Council fee will be required.

No principals, teachers, students or community representatives of non-member School Councils will be granted Associate Membership unless specifically applied for and approved by the Board of AHSCA.

Individuals who hold membership in another provincial education association representing school trustees or school boards, superintendents, school business officials, professional teachers, or other school staff, may become Associate Members of AHSCA by application and approval of the board. A membership fee will apply.

Any individual or corporation may apply for Associate Membership. Upon approval of the board, an annual membership fee will apply (at the discretion of the board).

Any individual whose exemplary activities warrant recognition may be nominated by a Member in good standing for an honorary Associate Membership. Upon approval of the board, fees are waived for honorary Members.

### **Admission of Members**

3.1.5. Any School Council, Parent/guardian, individual, or corporation may become a Member in the appropriate category by meeting the requirements in Article 3.1.

3.1.6. The Board may reduce or exempt the membership fee for certain individuals, whose service warrants recognition.

3.1.7. The Board may refuse payment of membership fee in any membership category, if that Member's actions fail to meet the criteria for a Member in Good Standing.

### **Membership Fees**

3.1.8. The membership year is July 1 to June 30.

3.1.9. The Board shall establish the membership fee for all categories and inform all Members.

3.1.10. In order for a Member to vote, all membership fees are due and payable no later than the annual general meeting registration deadline.

### **Member in Good Standing**

A Member is in good standing when:

3.1.11. The Member has paid membership fees or other required fees to the Association; and

3.1.12. The Member acts in support of the Association's mission, vision, values and principles.

### **Suspension of Membership**

3.1.13. The Board, at a Special Board Meeting called for that purpose, may suspend a membership for not more than three (3) months if the Member (or their authorized delegate, in the case of a Member School Council) has failed to abide by AHSCA Bylaws, or has acted in a manner detrimental to the Association or contrary to its mission, vision, values and principles.

3.1.14. The affected Member will receive written notice of the Board's intention to deal with whether that Member should be suspended. The Member will receive at least two (2) weeks notice before the Special Board Meeting.

3.1.15. Decision of the Board

3.1.15.1. The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

3.1.15.2. The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

3.1.15.3. The Board may exclude the Member from its discussion of the matter.

3.1.15.4. The decision of the Board is final.

### **Termination of Membership**

3.1.16. Any Member may resign from the Association by sending or delivering a written notice to the President of the Association.

3.1.17. If a Member has not paid the annual membership fees within one (1) month following the due date the Member is considered to have submitted their resignation.

3.1.18. The Board, at a Special Board Meeting called for that purpose, may expel a Member if the Member (or their authorized delegate, in the case of a Member School Council) has failed to abide by AHSCA Bylaws, or has acted in a manner detrimental to the Association or contrary to its mission, vision, values and principles.

### **Limitation on the Liability of Members**

No Member is liable for any debt or liability of the Association.

## **4. ARTICLE 4 - MEETINGS OF THE ASSOCIATION**

### **Annual General Meeting**

4.1.1. The Association shall hold its Annual General Meeting each year, in Alberta. The Board sets the place and time of the meeting.

4.1.2. A notice will be postmarked to each Member at least sixty (60) days before the Annual General Meeting. This notice states the place, date, and time of the Annual General Meeting.

4.1.3. The Annual General Meeting deals with the following matters:

4.1.3.1. Adopt the agenda;

4.1.3.2. Adopt the minutes of the last Annual General Meeting;

4.1.3.3. Consider the President's report;

4.1.3.4. Review the financial statements setting out the Association's income, disbursements, assets and liabilities and the auditor's report;

4.1.3.5. Appoint the auditors or delegate the Board to do such;

4.1.3.6. Elect the President, Vice President and Provincial Directors to the Board;

4.1.3.7. Consider matters and resolutions included with the meeting notice.

### **Regular General Meeting**

4.1.4. A Regular General Meeting of the Association may be called at any time by the Board for the conduct of any program or business.

4.1.5. Notice for meetings shall be postmarked to Members and the Board, at least twenty-one (21) days prior.

### **Special General Meeting**

4.1.6. A Special General Meeting of the Association shall be called by the Board, upon receipt of a request by 10 percent of the Voting Delegates setting forth the purpose and reasons for calling such meeting, which shall be stated in the notice of meeting. No other business may be transacted at such a Special General Meeting.

4.1.7. Notice for meetings shall be postmarked to Members and the Board, at least twenty-one (21) days prior.

### **Participants**

4.1.8. Any Representative on a Member School Council, any Individual Parent Member, any Life Member, and any Associate Member may register to attend and participate in all general meetings.

4.1.9. Other individuals than Members as noted in 4.4.1, require permission of the assembly to address the general meeting.

### **Quorum**

4.1.10. The quorum for voting at any general meeting shall be one quarter of the voting delegates in attendance.

### **Presiding Official**

4.1.11. The President chairs every General Meeting of the Association. The Vice-President chairs in the absence of the President. The role of Chair may be delegated, for specific portions of General Meetings, in order to facilitate the business of that meeting (e.g., Resolutions Chair at AGM.)

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

## **Adjournment**

- 4.1.13. The President, or duly delegated Chair, may temporarily adjourn and later reconvene any General Meeting with the consent of the Voting Delegates.
- 4.1.14. The reconvened General Meeting conducts only the unfinished business from the initial Meeting.

## **Voting**

- 4.1.15. Voting Delegates - The only delegates who can vote at regular general meetings, Special General Meetings and Annual General Meetings of the Association are:
  - 4.1.15.1. Member School Councils in good standing hold ten (10) votes per council, and the Voting Delegate must be a Parent/guardian.
  - 4.1.15.2. Member School Councils may split their ten votes in half. There must then be two Voting Delegates and both must be Parents/guardians.
  - 4.1.15.3. Each Director on the AHSCA Board holds only one (1) vote, to be cast in person.
  - 4.1.15.4. Life Members hold one (1) vote.
  - 4.1.15.5. Individual Parent Members hold one (1) vote.
- 4.1.16. Business shall be decided by voting with a show of voting cards, or secret ballot upon request at meetings of the Association by a majority of votes cast by Voting Delegates.
- 4.1.17. Five (5) Voting Delegates may request a ballot vote. In such case, the President or the presiding official may set the time, place and method for a ballot vote. The result of the ballot is considered final.
- 4.1.18. Proxy Voting
  - 4.1.18.1. Member School Councils may appoint another Voting Delegate to act as its proxy at an Annual General, Regular General or Special General Meeting.
  - 4.1.18.2. Permission for the Proxy Vote must be received, in writing, using the appropriate form, to the provincial office no later than fourteen (14) days prior to the Annual General, Regular General or Special General Meeting.

- 4.1.18.3. Permission for the Proxy Vote must be signed by a minimum of two (2) Members of the School Council executive delegating their proxy.
- 4.1.18.4. Only the designated Voting Delegate may cast the proxy vote.
- 4.1.18.5. No Voting Delegate may carry more than a total of fifty (50) votes or represent more than a total of five (5) Members [Member School Councils, Individual Parent Members, or Life Members].
- 4.1.19. Voting Delegates may withdraw their request for a ballot.
- 4.1.20. All meetings shall be conducted in accordance with Robert's Rules of Order.
- 4.1.21. A majority of the votes of the Voting Delegates present decides each issue and resolution, unless the issue is a Special Resolution, which requires a vote of not less than seventy-five percent (75%) of those Voting Delegates present.

## **5. ARTICLE 5 - GOVERNANCE OF THE ASSOCIATION**

### **The Board of Directors**

The Board governs the affairs of the Association.

#### 5.1.1. Powers and Duties of the Board

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

- 5.1.1.1. Abides by the oath of office;
- 5.1.1.2. Sets goals and strategies for the Association;
- 5.1.1.3. Promotes membership in the Association;
- 5.1.1.4. Communicates with the Minister of Education;
- 5.1.1.5. Liaises with other education stakeholders;
- 5.1.1.6. Communicates on a regular basis with the membership;
- 5.1.1.7. Communicates on a regular basis with school council networks;
- 5.1.1.8. Hires an Executive Director to manage the Association;
- 5.1.1.9. Sets Executive Director limitations;
- 5.1.1.10. Maintains and protects the Association's assets and property;

- 5.1.1.11. Approves an annual budget for the Association;
- 5.1.1.12. Approves financial operations of the Association, and invests borrows or raises monies;
- 5.1.1.13. Makes policies for governing the Association;
- 5.1.1.14. Appoints legal counsel and/or advisors as necessary;
- 5.1.1.15. Makes policies, rules and regulations for managing the Association and uses its facilities and assets;
- 5.1.1.16. Sells, disposes of, or mortgages any or all of the property of the Association;
- 5.1.1.17. Without limiting the general responsibility of the Board, delegates its powers and duties to the President or the Executive Director of the Association.

5.1.2. Members of the Board of Directors must adhere to:

- 5.1.2.1. The oath of office.
- 5.1.2.2. The code of conduct for the Board.

5.1.3. Composition

The Board of Directors consists of a maximum of Fifteen (15) persons:

- 5.1.3.1. A President and Vice President elected at each Annual General Meeting.
- 5.1.3.2. A Past President appointed to the Board.
- 5.1.3.3. Ten (10) Provincial Directors elected at an Annual General Meeting. Five (5) are open for election at each AGM.
- 5.1.3.4. Up to three (3) Appointed Directors appointed by the Board.
- 5.1.3.5. Additional Appointed Directors may be appointed by the Board to fill vacancies among the Provincial Directors.

**Election of the Board of Directors**

At the Annual General Meeting, Voting Delegates elect the President, the Vice President and five (5) Provincial Directors by secret ballot vote.

5.1.4. Terms of office:

- 5.1.4.1. The President and Vice President will serve a term of approximately one year, ending at the next AGM.

- 5.1.4.2. The Past President, will serve a term from election of a new President for approximately one year ending at the next AGM.
- 5.1.4.3. Provincial Directors serve for a term of approximately two years, ending at the second-next AGM.
- 5.1.4.4. Appointed Directors will serve for up to one year, from appointment by the Board, until the next AGM.
- 5.1.4.5. A President, Vice President or Provincial Director may be re-elected for a maximum of three (3) consecutive terms in any one position.
- 5.1.5. Eligibility:
  - 5.1.5.1. Directors shall not hold more than one position on the Board of Directors at a time;
  - 5.1.5.2. Provincial Directors shall be a Parent Representative on a Member School Council, or an Individual Parent Member;
  - 5.1.5.3. Directors shall be a Member in good standing and not be in a conflict of interest position.
  - 5.1.5.4. To run for President, a candidate must have served two (2) year's as a Member of the Board;
  - 5.1.5.5. To run for Vice President, a candidate must have served one (1) year as a Member of the Board;
  - 5.1.5.6. Associate Members are not eligible to be President, Vice President or Provincial Director.
- 5.1.6. Resignation, Vacancy or Removal of a Director:
  - 5.1.6.1. A Director may resign from office by giving one (1) month's notice in writing. The resignation takes effect no later than the end of the month's notice, or, if the resignation is accepted earlier, on the date the Board accepts the resignation.
  - 5.1.6.2. If there is a vacancy on the Board, the Board may appoint a person to fill that vacancy until the next annual general meeting.
  - 5.1.6.3. Any Provincial or Appointed Director of the Board, upon a two-thirds vote of Board Members at any Regular or Special Meeting of the Board for which thirty (30) days notice of intent has been given, may be removed from office for cause as defined by 2/3 Board members present at that meeting.

5.1.6.4. For clarification and without limiting the generality of the foregoing, “removal for cause” shall mean: Being convicted of an indictable offence or offence involving abuse of another person, or having engaged in activities which are deemed to be detrimental to the interests or contrary to the mission, vision, values and principles of the Association or oath of office.

#### 5.1.7. Meetings of the Board

5.1.7.1. The Board holds at least four (4) meetings each year. Attendance at all board meetings is expected.

5.1.7.2. The President calls the meetings. Two thirds (2/3) of the Board members may also call a meeting.

5.1.7.3. The date of the next board meeting should be set prior to adjournment of each board meeting.

5.1.7.4. Fifty percent (50%) present of total current voting Board members is a quorum at a board meeting.

5.1.7.5. Each Director of the Board, including the President and Vice President, has one (1) vote.

5.1.7.6. A tie vote means the motion is defeated.

5.1.7.7. Meetings of the Board may be attended by Members of the Association, but only Directors of the Board may vote.

5.1.7.8. A meeting of the Board may be held by a conference call. Directors of the Board who participate in this call are considered present for the meeting.

5.1.7.9. Irregularities errors or omissions do not invalidate the intended purpose of a Board decision. The appropriate correction will be made at the earliest opportunity.

5.1.7.10. A Special Meeting of the Board shall be called upon request of one third of the Board Members setting forth the reasons for calling such meeting, which shall be stated in the notice of meeting. No other business may be transacted at such a Special Meeting.

#### **Duties of Directors**

##### 5.1.8. President

5.1.8.1. Supervises the affairs of the Board;

- 5.1.8.2. When present, chairs all meetings of the Association and the Board;
- 5.1.8.3. Mentors the Vice President;
- 5.1.8.4. Acts as the spokesperson for the Association; and
- 5.1.8.5. Carries out other duties assigned by the Board.
- 5.1.9. Vice President
  - 5.1.9.1. Will preside at meetings in the President's absence.
  - 5.1.9.2. Replaces the President at various functions when asked to do so by the President or Board.
  - 5.1.9.3. Aids the President and undertakes other duties assigned by the President or Board.
- 5.1.10. Provincial Directors and Appointed Directors.
  - 5.1.10.1. Aid the President and undertake tasks assigned by the President or Board.
  - 5.1.10.2. Fulfil other duties designated by the Board.

### **Board Committees**

The Board shall establish committees such as are necessary to carry out its responsibilities.

### **Advisors to the Board**

- 5.1.11. The Executive Director is an advisor to the Board and, as such, is expected to attend all meetings of the Board.
- 5.1.12. Any or all advisors shall attend any meetings of the Board, upon request of the President.

## **6. ARTICLE 6 - FINANCE AND MANAGEMENT**

### **The Registered Office**

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

### **Finance and Auditing**

- 6.1.1. There must be an audit of the books, accounts and records of the Association at least once each year. An accountant whose qualifications

include a professional designation (CMA, CA, or CGA) must do the audit. At each Annual General Meeting of the Association, the auditor submits a complete statement of the books for the previous year.

6.1.2. The fiscal year of the Association ends on June 30 of each year.

### **Seal of the Association**

6.1.3. The Board may adopt a seal as the Seal of the Association.

6.1.4. The Seal of the Association can only be used by designated signing authorities authorized by the Board. The Board must pass a motion to name the designated signing authorities annually.

6.1.5. The Seal of the Association shall be kept in custody at the Registered Office of the Association.

### **Keeping and Inspection of the Books and Records of the Association**

6.1.6. Subject to the provisions of the Societies Act and other applicable legislation, records, books, register of past and present Members, and minutes of the Association shall:

6.1.6.1. Be maintained at the registered office for at least seven years;

6.1.6.2. Be available for inspection by a representative of any Member upon reasonable notice.

6.1.6.3. Be disposed of at the direction of the Board.

6.1.7. Minutes of all meetings of the Association, Board and committees shall be taken.

6.1.8. All financial records of the Association are open for such inspection by the Members during regular business hours of the Registered Office.

6.1.9. Other records of the Association are also open for inspection, during regular business hours of the Registered Office, except for records that the Board designates as confidential.

### **Borrowing Powers**

6.1.10. The Association may borrow or raise funds to meet its mission, vision, values and principles, including:

6.1.10.1. Leasing, purchasing or acquiring facilities to house the Association.

- 6.1.10.2. Obtaining funds to achieve the mission, vision, values and principles of the Association. This includes accepting gifts, donations, grants, legacies, bequests and inheritances.
- 6.1.10.3. Borrowing funds and leasing, mortgaging, selling and disposing of property of the Association and establishing a line of credit.
- 6.1.10.4. Using funds of the Association only according to and in pursuit of its mission, vision, values and principles.
- 6.1.10.5. The Board decides the amounts and ways to raise money, including giving or granting security.
- 6.1.11. The Association may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Association.

### **Payments**

- 6.1.12. Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon submission of an expense claim form with appropriate receipts.
- 6.1.13. No Director of the Board of the Association may hold a paid position with the Association.

### **Protection and Indemnity of Directors**

- 6.1.14. Each Director holds office with protection from the Association. The Association indemnifies each Director against all costs or charges that result from any act done in her/his role for the Association. The Association does not protect any Director for acts of fraud, dishonesty, or bad faith.
- 6.1.15. No Director is liable for the acts of any other Director or employee. No 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. No Director is liable for any loss due to an oversight or error in judgement, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

### **Signing Authority**

All expenses of the Association authorized out of the operating account, shall be paid by cheque signed by two (one from list A and one from list B) of the following:

- 6.1.16. List A: President, Vice President or board-designated Director.

6.1.17. List B: Another board-designated Director, the Executive Director or delegated senior staff.

## **7. ARTICLE 7 - AMENDING THE BYLAWS**

The bylaws of the Association may be rescinded, amended and/or added to by a Special Resolution as described in the Societies Act.

This may occur at an Annual General Meeting or Special General Meeting for which not less than twenty-one (21) days notice has been given specifying the intention to propose the Special Resolution, and details of the proposed Special Resolution.

The vote must be passed by not less than 75 percent of those Members present.

The amended bylaws take effect after approval of the Special Resolution and acceptance by the Corporate Registry of Alberta.

## **8. ARTICLE 8 - DISSOLVING THE ASSOCIATION**

The Association may be dissolved and the remaining assets donated to an organization with similar purpose and goals and which qualifies under current Canadian tax legislation, at a Special Meeting of the Association by passage of a Special Resolution as defined and prescribed in the Societies Act provided that sixty (60) days notice specifying the intention to propose the Special Resolution has been duly given.

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