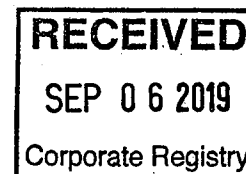


# Bylaws of the Alberta School Councils' Association



## ARTICLE 1 NAME

The name of the Association is the "ALBERTA SCHOOL COUNCILS' ASSOCIATION," which will also be known or referred to as the ASCA or the Association and its operations will be carried on throughout the Province of Alberta.

## ARTICLE 2 BYLAWS

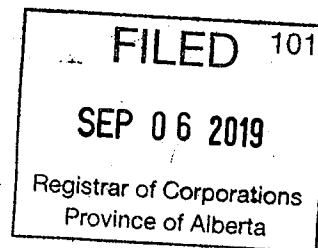
The following Articles form the Bylaws of the Alberta School Councils' Association. Words indicating the singular number also include the plural, and vice-versa. Words indicating the masculine gender also include the feminine gender and vice-versa. Headings are for convenience only and do not affect the interpretation of these Bylaws.

Any question regarding the proper application and interpretation of these Bylaws will be determined by the Chair of any Association Meeting or Board Meeting. The Chair's decision may be appealed by a Voting Member and can be overturned by a Majority Vote at a Special General Meeting of the Association, or a Special Meeting of the Board, called in accordance with these Bylaws.

## ARTICLE 3 DEFINITIONS

In these Bylaws, the following definitions apply:

- 3.1 **Advisor** - any individual identified by the Board to assist them in their work.
- 3.2 **Affirm** - the process by which Voting Delegates show support.
- 3.3 **Annual General Meeting (AGM)** - the general meeting of the Association occurring annually as described in Article 5.1.
- 3.4 **Appointed Director** - a Director appointed by the Board of Directors as described in Article 6.7.
- 3.5 **Associate Member** - as described in Article 4.4.
- 3.6 **Association** - the Alberta School Councils' Association.
- 3.7 **Board** - the Board of Directors of this Association.
- 3.8 **Board of Directors** - the group of individuals elected to govern the Association and represent its members.
- 3.9 **Bylaws** - the rules adopted by this Association chiefly for the governance of its members and the regulation of its affairs.



- 3.10 **Conflict of Interest** - applies to an individual who has the ability to influence or impact decisions of the Board in which she/he has a financial or material interest, or to an individual who has a conflict between their private interests and their official responsibilities as a Director.
- 3.11 **Credentials** - the documents required by the Association proving an individual's authority to represent a Member School Council at any General Meeting of the Association.
- 3.12 **Current Board** - the Board of Directors presently governing the Association and representing its members.
- 3.13 **Director** - any Parent elected or appointed to the Board of Directors, including the President and Vice President.
- 3.14 **Emergent Resolution** - an advocacy policy being proposed for consideration past the submission deadline.
- 3.15 **Extraordinary Resolution** - an advocacy policy being proposed for consideration as the result of business conducted at the same meeting.
- 3.16 **Executive Director** - the highest-ranking executive in the Association, with ultimate responsibility for making managerial decisions, hired by the Board of Directors.
- 3.17 **Honorary Life Member** - an individual recognized by the Board for their service to the Association.
- 3.18 **In Camera** – without the public, guests or media; in private; confidential.
- 3.19 **Individual Parent Member** - a Parent, as defined in Sections 1 & 2 of the Alberta School Act, holding Individual Parent Membership in ASCA as described in Article 4.2.
- 3.20 **Majority** - more than half.
- 3.21 **Majority Vote** - a vote carried by 50% + 1 of the Voting Delegates present.
- 3.22 **Member in Good Standing** – having paid all required fees and payments to the Association and acting in accordance with the Association's Bylaws.
- 3.23 **Member School Council** - as described in Article 4.1.
- 3.24 **Parent** - as defined in Sections 1 & 2 of the Alberta School Act.
- 3.25 **Past-President** - the immediate outgoing President.
- 3.26 **Proxy Holder** - a Parent from a Member School Council who has been authorized, with Credentials, to vote on behalf of another Member School Council.
- 3.27 **Public Education** – education delivered by any school in Alberta that is publicly funded including public, separate, francophone and charter school systems.
- 3.28 **Quorum** - the minimum number of voting individuals who must be present in order to make the proceedings of a meeting valid.

- 3.29 **Register of Members** - the register maintained by the Executive Director, or the Association, containing the information required by the Societies Act regarding the members of the Association.
- 3.30 **Regular Board Meeting** - a regularly scheduled meeting of the Board of Directors of this Association.
- 3.31 **Regular General Meeting** - a regularly scheduled meeting of the Members of the Association other than the Annual General Meeting.
- 3.32 **Registered Office** - the physical address of the Association.
- 3.33 **School Act** – the law, most recently R.S.A. 2000, c.S-14, as amended, or any substitute statute, passed in the Alberta Legislature outlining the requirements and expectations of K-12 education.
- 3.34 **School Council** - as described in the School Act Section 22.
- 3.35 **School Council Member** - a member of a School Council, as defined by a School Council's Operating Procedures or governing documents, superseded by the School Councils Regulation.
- 3.36 **School Councils Regulation** - the rules or directives guiding the application of legislation relevant to school councils, most recently Alberta Regulation 113/2007, as amended, or any substitute Regulation, made and maintained by the Alberta Government.
- 3.37 **Societies Act** – the law, most recently R.S.A. 2000, c.S-14 as amended, or any statute substituted for it, passed in the Alberta Legislature outlining the requirements and expectations of registered societies.
- 3.38 **Special Board Meeting** - a separate meeting of the Board, as described in Article 5.13, called for a specific purpose.
- 3.39 **Special General Meeting** - a separate meeting of the Members of the Association, as described in Article 5.2, called for a specific purpose.
- 3.40 **Special Resolution** - a resolution requiring specific notice and support as defined in the Societies Act.
- 3.41 **Student** – a person who is enrolled in a school, or is required under the School Act to attend school.
- 3.42 **Term of Office** - the period of time a person serves on the Board following election or appointment.
- 3.43 **Voting Delegate** - a Parent authorized, with Credentials, by a Member School Council, their own or another, to vote at a General Meeting of the Association.
- 3.44 **Voting Membership** – Voting Delegates of Member School Councils present at a General Meeting.

## ARTICLE 4 MEMBERSHIP

There are two (2) categories of membership: Voting and Non-Voting.

### **Voting Members**

- 4.1 Any School Council in Alberta is eligible to become an ASCA Member School Council upon payment of the membership fee. The School Council as a whole becomes the Member; individual School Council members are able to attend ASCA events.

**Member School Councils** are entitled to:

- a) Vote on any agenda item at any General Meeting of the Association;
- b) Vote for candidates for President, Vice President and Directors;
- c) Have an eligible Parent School Council member stand for election to the Board of Directors;
- d) Speak to any agenda item at any General Meeting of the Association;
- e) Participate on any Board committees as invited;
- f) Participate on the School Council Engagement Task Force;
- g) Pay reduced rates, if any, for attendance at ASCA events;
- h) Inspect the books and records of the Association.

### **Non-Voting Members**

- 4.2 Any Parent in Alberta is eligible to become an ASCA Individual Parent Member upon payment of the membership fee, and may attend ASCA events.

**Individual Parent Members** are entitled to:

- a) Participate in discussions on any agenda item at any General Meeting of the Association;
- b) Participate on any Board committees as invited;
- c) Pay reduced rates, if any, for attendance at ASCA events.

- 4.3 An individual recognized for their service to ASCA by the Board may be granted an Honorary Life Member award. This membership has no membership fee and is eligible to attend ASCA events.

**Honorary Life Members** are entitled to:

- a) Participate in discussions on any agenda item at any General Meeting of the Association;
- b) Participate on any Board committees as invited;
- c) Pay reduced rates, if any, for attendance at ASCA events.

- 4.4 Any organization, as a whole, with an interest in the Alberta K-12 education system and the work of ASCA, is eligible to apply to become an ASCA Associate Member.

Upon approval of membership by the Board, and payment of the membership fee,

**Associate Members** are entitled to:

- a) Pay reduced rates, if any, for attendance at ASCA events.

**Membership Term and Fees**

4.5 The membership year is July 1 – June 30. Memberships must be renewed annually and are non-transferable. Membership fees will be determined by the Board and communicated to all members at the Annual General Meeting. The Board may reduce, eliminate or refuse payment of any membership fee, for reasons determined by the Board. Membership entitlements will only apply once membership fees have been paid.

**Withdrawal, Suspension and Expulsion of Membership**

4.6 Any member may withdraw their membership in the Association by sending written notice to the Registered Office, and will be effective upon receipt by the Registered Office.

4.7 The Board, by resolution at a Special Board Meeting called for such purpose, may suspend a membership for not more than three (3) consecutive months if the member, or their authorized delegate, has failed to abide by Association Bylaws, or has acted in a manner deemed detrimental to the Association.

4.8 The Board, by resolution at a Special Board Meeting called for such purpose, may expel a member for the duration of the membership term if the member, or their authorized delegate, has failed to abide by Association Bylaws, or has acted in a manner deemed detrimental to the Association.

4.9 In the case of considered suspension or expulsion, the member will receive at least twenty-one (21) days’ written notice of the Special Board Meeting and will be provided an opportunity to appear before the Board to address the matter. The Board will determine the agenda and processes for the meeting, as well as the consequence to the member. In all cases, the decision of the Board is final.

**ARTICLE 5 MEETINGS**

All meetings will be conducted in accordance with the ASCA Bylaws, ASCA Meeting Rules of Order, and Robert’s Rules of Order as needed.

Meetings fall under one of two categories: General Meetings (all Members) and Board Meetings (all Directors). Voting Members are able to exercise their voting and participation rights at any General Meeting.

No action taken at a General or Board Meeting is invalid due to an accidental omission to give notice to any Member, any Member not receiving notice, or any error in any notice that does not affect the Meeting.

Irregularities, errors or omissions made in good faith do not invalidate decisions made in any General or Board Meeting.

**In Camera**

All or any portion of any Association Meeting or Board Meeting may be deemed to be “in camera” and closed to anyone the Board chooses.

## GENERAL MEETINGS

### Annual General Meeting

5.1 The Association will hold its Annual General Meeting each year on or before the first Sunday in May. A notice stating the place, date and time of the Annual General Meeting, as determined by the Board, will be sent to each Member at least sixty (60) days before the Annual General Meeting and posted on the Association website. The agenda for the Annual General Meeting will include:

- a) Adoption of the Agenda;
- b) Adoption of any Rules of Order;
- c) Review of the previous Annual General Meeting minutes;
- d) Consideration of the President's Report;
- e) Review of the most recent audited financial statements and auditor's report;
- f) Election of President, Vice President and Directors in accordance with these bylaws;
- g) Consideration of proposed resolutions as noted in Annual General Meeting documents in advance of the meeting;
- h) Consideration of any Emergent or Extraordinary Resolutions proposed at the Annual General Meeting;
- i) Other items deemed appropriate or necessary by the Board.

### Special General Meeting

5.2 A Special General Meeting will be called by the Board, upon receipt of a written request setting forth the purpose and reasons for calling such meeting, from ten (10) percent of the Voting Members, or from ten (10) percent of the Voting Delegates present at a Regular or Annual General Meeting, or from fifty (50) percent of the Board Members, or the President. Notice for Special General Meetings will state the purpose of the meeting and will be sent to Voting Members and posted on the Association website, at least twenty-one (21) days in advance of the meeting. No other business will be transacted at any Special General Meeting.

### Regular General Meeting

5.3 A Regular General Meeting will be called at any time by the Board for the conduct of any program or business not requiring a Special General Meeting. Notice for Regular General Meetings will be sent to Voting Members, and posted on the Association website, at least twenty-one (21) days in advance of the meeting.

### Participants

5.4 Any Member in good standing may register delegates or representatives to attend any General Meetings of the Association. Attendees other than Voting Delegates and Authorized Member representatives require permission of two-thirds (2/3) of the Voting Delegates and Authorized Member representatives present to address the General Meeting assembly.

### Quorum

5.5 The Quorum at any General Meeting will be one-quarter (1/4) of the Voting Delegates in attendance.

**Presiding Official**

- 5.6 The President chairs every General Meeting of the Association. The Vice President chairs in the absence of the President. The role of the Chair may be delegated, for specific portions of General Meetings, in order to facilitate the business of that meeting. 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 Voting Delegates present will choose one (1) of the Board Members in attendance to Chair.

**Adjournment**

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

**Voting**

- 5.8 A Voting Delegate at any General Meeting must be a Parent from a Member School Council in good standing. Each Member School Council holds one (1) vote. Business will be decided with a show of Delegate Cards or by secret ballot. Five (5) Voting Delegates may request a secret ballot vote for any item of business. In such case, the President or the presiding Chair may set the time, place and method for a ballot vote. The result of the ballot vote is final. Voting Delegates may withdraw their request for a secret ballot vote.

- 5.9 Individual Parent, Honorary Life and Associate Members and/or their representatives are not eligible to vote, and cannot be authorized Voting Delegates of Member School Councils.

- 5.10 A Member School Council may authorize a Voting Delegate or Parent representative from another Member School Council to act as its Proxy Holder at any General Meeting of the Association. Appropriately completed Credentials must be provided in the manner required by the Association. A Voting Delegate or authorized Proxy Holder will only represent a maximum of ten (10) Member School Councils.

**Decisions**

- 5.11 A Majority of the votes of the Voting Delegates and Authorized Proxy Holders in attendance decides each issue, unless otherwise stipulated in the Societies Act, Bylaws or the General Meeting Rules of Order.

**BOARD MEETINGS****Regular Board Meeting**

- 5.12 The Board will meet in accordance with its Governance Policies, and at minimum will meet in person at least four (4) times each year. Directors are expected to be in attendance at all Regular Board Meetings. Regular Board Meetings are called by the President or by two-thirds (2/3) of the Board Members. Dates for Regular Board Meetings will be set as early as is reasonable following the Annual General Meeting. Regular Board Meetings may be held in person, digitally or by conference call.

**Special Board Meeting**

- 5.13 A Special Board Meeting will be called by the Board, upon receipt of a written request setting forth the purpose and reasons for calling such meeting, from one-third (1/3) of the Board Members, or the President. Notice for Special Board Meetings will state the purpose, date, time and location of the meeting and will be sent to all Board Members, at least three (3) days in advance of the meeting. No other business will be transacted at any Special Board Meeting. Special Board Meetings may be held in person, digitally or by conference call.

**Quorum and Decisions**

- 5.14 Fifty (50) percent of the Board Members will be Quorum. Each Board Member, including the President and Vice President, has one (1) vote; a tie vote defeats the motion. Board Meetings may be attended by any Member of the Association; however, only Board Members may vote. Members may participate in discussion if invited to do so by the Chair.

**Board Meeting Chair**

- 5.15 The President chairs every Board Meeting of the Association. The Vice President chairs in the absence of the President. The role of the Chair may be delegated, for specific portions of Board Meetings, in order to facilitate the business of that meeting. If neither the President nor the Vice President is present within one-half (1/2) hour after the set time for the Board Meeting, the Board Members present will choose one (1) of the Board Members in attendance to Chair.

**ARTICLE 6 GOVERNANCE OF THE ASSOCIATION**

The Board of Directors governs the affairs of the Association, and has the powers of the Association except as stated in the Societies Act.

The Executive Director is an Advisor to the Board and, as such, is expected to attend all Regular and Special Meetings of the Board. The Board may identify additional Advisors to assist them in their work on behalf of the Association. Without limiting the general responsibility of the Board or Directors, the Board delegates its powers, duties and responsibilities to the President or the Executive Director of the Association.

**Composition**

- 6.1 The Board of Directors consists of a maximum of twelve (12) elected persons: A President, a Vice President and up to ten (10) Directors. Directors will not hold more than one (1) position on the Board at a time.

The immediate outgoing President may seek Affirmation from the Members to assist the Board in an Advisory and non-voting role of Past President for a one (1) year term.



## ***Election, Eligibility and Terms of Office of the Board of Directors***

### **Election**

- 6.2 At the Annual General Meeting in even numbered years, Voting Delegates elect the President, the Vice President and five (5) Directors by secret ballot vote. In odd-numbered years, five (5) Directors are elected by secret ballot vote.

### **Eligibility**

- 6.3 Candidates for President, Vice President or Director must be a Parent of a Student enrolled in K-12 public education from a Member School Council in good standing. Candidates cannot be in a Conflict of Interest position, and must disclose to the Membership any position or affiliation in another education organization.

Individual Parent, Honorary Life and Associate Members are not eligible to be elected.

Candidates for President must have served a minimum of one (1) two (2) year term on the Current Board in an elected position. Candidates for Vice President must have served a minimum of one (1) year of a two (2) year term on the Current Board in an elected position.

### **Terms of Office**

- 6.4 The Term of Office for any elected position is approximately two (2) years, ending at the conclusion of the AGM as specified in Article 6.2. A President and Vice President may be elected for a maximum of two (2) consecutive two (2) year terms in each position. Directors may be elected for a maximum of three (3) consecutive two (2) year terms.

A Director whose children or child exit(s) the public education system during the Director's Term of Office may complete the current term, but shall not stand for re-election without a Student enrolled in K-12 public education. A Director appointed to fill a vacancy on the Board will serve up to two (2) years, ending at the conclusion of the AGM at which the original Director's term would have expired.

## ***Resignation, Removal and Vacancy***

### **Resignation**

- 6.5 A Director may resign from office by giving one (1) month notice in writing to the President and the Executive Director. The resignation will take effect no later than the end of the one (1) month notice, or when accepted by the Board if prior to the end of the one (1) month notice.

### **Removal**

- 6.6 Any Director of the Board will be removed from office for cause upon a two-thirds (2/3) vote of the Board Members present at any Regular or Special Meeting of the Board provided thirty (30) days' Notice of Intent has been duly provided to each Board Member, including the Director so named. Any Director being considered for removal will be invited to provide written or personal representation for the Board to consider prior to a decision being made.

Removal for cause will include, but is not limited to: being convicted of an indictable offence or offence involving the abuse of another person; failure to abide by Association Bylaws, the Oath of Office or Code of Conduct; or acting in a manner deemed detrimental to the Association.

### **Vacancy**

- 6.7 The Board may appoint a Parent from a Member School Council to fill any vacancy on the Board until a by-election can be held at the next AGM.

### **Duties and Responsibilities**

#### **Duties and Responsibilities of the Board**

- 6.8 The **Board** will:
- a) Abide by the ASCA Bylaws, Oath of Office and Code of Conduct;
  - b) Hire an Executive Director to manage the Association, and set clear expectations for such management;
  - c) Set goals and strategies for the Association;
  - d) Make policies, rules and regulations for governing the Association, its facilities and assets;
  - e) Approve the financial operations and annual budget for the Association, which may include raising, investing or borrowing monies;
  - f) Maintain, protect, sell, dispose of, or mortgage any or all of the assets and properties of the Association;
  - g) Promote membership in the Association;
  - h) Communicate on a regular basis with the Membership and School Council networks;
  - i) Communicate with the Minister of Education;
  - j) Liaise with other education stakeholders;
  - k) Establish committees such as are necessary to carry out its responsibilities.

#### **Duties and Responsibilities of Directors**

##### **President**

- 6.9 The President supervises the affairs of the Board and will have general knowledge of all activities of the Association. The President will:
- a) Adhere to governance policies detailing the expectations for the President;
  - b) Chair all meetings of the Association and the Board, unless otherwise delegated;
  - c) Act as the official spokesperson for the Association;
  - d) Mentor the Vice President;
  - e) Be an ex-officio member of all Board committees;
  - f) Carry out other duties assigned by the Board.

##### **Vice President**

- 6.10 The Vice President will have general knowledge of, and assist the President in, all activities of the Association. The Vice President will:

- a) Adhere to governance policies detailing the expectations for the Vice President;
- b) Preside at meetings in the absence of the President;
- c) Represent the Association at events and functions at the request of the President;
- d) Ensure the duties and responsibilities of the President are fulfilled in the event of absence, resignation, incapacity or extended leave of absence of the President;
- e) Carry out other duties assigned by the Board.

#### **Directors**

6.11 Each Director will contribute to the success of the Board. Each Director will:

- a) Adhere to governance policies detailing the expectations for Directors;
- b) Assist the President and Vice President as requested;
- c) Carry out other duties assigned by the Board.

### **ARTICLE 7 FINANCE AND MANAGEMENT**

Financial and physical assets must only be used for, and in pursuit of, the Objects, Mission, Vision, Values and Principles of the Association.

#### **Registered Office**

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

#### **Fiscal Year End and Auditing**

7.2 The fiscal year of the Association ends on June 30 of each year. There must be an audit of the books, accounts and records of the Association at least once each year, performed by an accountant whose qualifications include a professional CPA designation. At each Annual General Meeting of the Association, the Board will present the audited financial statements of the previous year, signed by the Auditor. The Auditor will be reviewed and endorsed by the Membership under recommendation by the Board at least once every four years.

#### **Signing Authority and Seal of the Association**

7.3 All expenses of the Association authorized out of the operating account shall be paid by cheque or through the use of secure electronic banking practices, approved by two (2) of the following:

President, Vice President, Board-designated Director, Executive Director or delegated senior staff.

The Board must annually name the designated signing authorities. The Board may adopt a seal as the Seal of the Association. The Seal of the Association will only be used by designated signing authorities authorized by the Board. The Seal of the Association will be kept in custody at the Registered Office of the Association.

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

7.4 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 will:

- a) Be maintained at the Registered Office for at least seven (7) years;
- b) Be available for inspection by a representative of any Voting Member upon reasonable written notice. Written requests for record inspection will be responded to within thirty (30) days;
- c) Be disposed of at the direction of the Board.

Minutes of all meetings of the Association, Board and committees will be taken. All records of the Association maintained at the Registered Office are open for such inspection by the Members during regular business hours of the Registered Office, except for records that the Board designates as confidential.

#### **Remuneration and Reimbursement**

- 7.5 No Director of the Board of the Association will hold a paid position with the Association, nor receive any payment for services provided to the Association. Reasonable expenses incurred while carrying out approved duties of the Association will be reimbursed upon submission of an expense claim form with appropriate receipts.

#### **Borrowing Powers and Acquiring Funds**

- 7.6 For the purposes of carrying out its objectives, the Association may borrow, raise or secure funds in manners and amounts determined by the Board. Methods may include:
- a) Issuing debentures, only by resolution of the Board confirmed by a Special Resolution of the Association;
  - b) Mortgaging, selling and disposing of property of the Association;
  - c) Establishing a line of credit;
  - d) Leasing, purchasing or acquiring facilities to house the Association;
  - e) Accepting gifts, donations, donations-in-kind, grants, legacies, bequests and inheritances.

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

- 7.7 For the purpose of carrying out its objectives, the Association will annually review and carry liability insurance as deemed necessary by the Board, or by any of its funders or creditors. No Member is liable for any debt or liability of the Association.

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.

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 judgment, or by an act in his role for the Association, unless the act is fraud, dishonesty or bad faith.

**ARTICLE 8 AMENDING THE BYLAWS**

The Bylaws of the Association may be amended, or rescinded and replaced, by a Special Resolution as described in the Societies Act.

This will occur at an Annual General Meeting, or a Special General Meeting, provided 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 seventy-five (75) percent of those Voting Members present.

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

**ARTICLE 9 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.

This will occur at any General Meeting of the Association by Special Resolution as defined and prescribed in the Societies Act provided that not less than sixty (60) days' notice specifying the intention to propose the Special Resolution has been duly given. The vote must be passed by not less than seventy-five (75) percent of those Voting Members present.

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