

Walter and Gladys Hill Friends of Ravens Society Bylaws

Membership

1. Any person having a vested interest in the educational well-being of Walter and Gladys Hill Public School students, residing in Alberta, and being of the full age of 18 years, is eligible to become a member of the Society. The majority of the members of the association will be parents or guardians of students attending Walter and Gladys Hill Public School. Membership fees, if any, in the Society shall be determined from time to time, by the members at an Annual General Meeting.
2. Any member wishing to withdraw from membership may do so upon a notice in writing or verbally to the Board through its Secretary.
3. Any member having a personal pecuniary interest or conflict of interest in any matter being discussed by the Association is required to declare such interest and absent himself/herself from any discussion or vote on such matter.

Associate Membership

4. The Principal and Staff Members of Walter and Gladys Hill Public School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Society. As Associate Members, the Principal and the one designated Staff Member, and all other staff members will not have voting rights at any meeting of the Society. Neither the Principal nor any Staff Member shall have signing authority for the Society. 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.

Board of Directors

5. "Board of Directors", "Executive Committee" or "Board", shall mean the Board of Directors of the Society.
 - a. COMPOSITION OF THE BOARD
The Board of Directors will be composed of the following Officers and Directors.
 1. Officers: President, Vice President(s), Secretary, Treasurer - Mandatory
 2. Directors: A maximum of Three (3) Directors at Large - Optional
6. The Board shall, subject to the by-laws or directions given it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Society, and meetings of the Board shall be held as often as may be required, but at least once every three months, and shall be called by the President. Officers/ Directors unable to attend any meeting may provide another Officer/ Director with a general or limited proxy in writing. Email (electronic vote) to the President will be acceptable, provided a printed record of those votes is kept with the minutes of the meeting.
7. A person appointed or elected a director becomes a director if they were present at the meeting when being appointed or elected, and did not refuse the appointment. They may also become a director if they were not present at the meeting but consented in writing to act as director before the appointment or election, or within ten (10) days after the appointment or election, or if they acted as a director pursuant to the appointment or election. The Term of Office is for one year following recruitment and placement unless written notice of resignation is submitted to the Board.

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8. Any director or officer, maybe removed from office at any time with just cause by a majority vote of board members whenever, in its judgment, the best interest of the Society will be served.

President

9. The President shall be an ex-officio (non-voting) member of all Committees. He/she shall, when present, preside at all meetings of the Society and of the Board. The President shall not have a vote at any meeting, unless in the case of a tie. In his/her absence, the Vice-President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside.

Vice President

10. The Vice President shall assist the President in all Association activities. He/she will preside at meetings in the President's absence and will replace the President at various functions when asked to do so by the President. He/she will be copied on all Association communications and will review any communications to the parent body, school community or public prior to distribution and shall include the President in same. The Vice President will carry out other duties assigned by the Association, and, in the event of resignation, incapacity or extended leave of absence of the President, shall fulfill the President's responsibilities.

Secretary

11. It shall be the duty of the secretary to attend all meetings of the Society and of the Board, and to keep accurate minutes of the same. He/she shall have charge of the Seal of the Society, if applicable, which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice-President. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board. The Secretary shall have charge of all the correspondence of the Society except for email proxy and be under the direction of the President and the Board.
12. The Secretary shall also keep a record of all the Officers/Directors and participating members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the annual dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

Treasurer

13. 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. He/she shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual Meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society. The signing signatures of the financial accounts will be any two of the

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elected Officers of the Society. The Office of the Secretary and Treasurer may be filled by one person if the membership at any Annual General Meeting for the election of officers shall so decide.

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Auditing

14. 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 elected or appointed for that purpose at the Annual General Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual General Meeting of the Society. The fiscal year of the Society in each year shall be September 1st to August 31st.
15. 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 or officers having charge of same. Each member of the Board shall at all times have access to such books and records.

Meetings

16. The Society shall hold an **Annual General Meeting** on or before October 31st in each year, by providing ten (10) days' notice in writing in the school newsletter or website, or three (3) days' notice by fax, telephone or email. At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally three directors. The officers and directors so elected shall form a Board, and shall serve until their successors are elected and installed. The maximum number of consecutive terms, in the same Officer position on the Board, shall be five (5). Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any member in good standing shall be eligible to any office in the Society. Four (4) members, excluding the Principal and designated Staff Member, shall constitute a quorum at an Annual General Meeting. If quorum cannot be attained at the meeting, whoever attends the next regularly scheduled meeting of the Society, will constitute quorum for the purposes of conducting Annual General Meeting business such as election of officers and approval of financial statements.
17. A **General Meeting** shall be called if a Special Resolution is proposed. General Meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board by providing twenty-one (21) days' notice in writing in the school newsletter or website, or by fax, telephone or email, specifying the intention of the Special Resolution. Seven (7) members, excluding the Principal and designated Staff Member, two (2) of whom must be elected Officers of the Society, shall constitute a quorum at General Meeting.
18. A **Special Meeting of the Society** shall be called by the Secretary upon the instructions of the President or Board, by providing ten (10) days' notice in writing in the school newsletter or website, or three (3) days' notice by fax, telephone or email, setting forth the reasons for calling such meeting. Any seven (7) members of the Society shall constitute a quorum at a Society Special Meeting.
19. A **Special Meeting of the Board** shall be called by the Secretary upon the instructions of any two (2) Board Members, by providing no less than ten (10) days' notice in writing or three (3) days' notice by fax, telephone or email, to all Board Members. Any two (2) Board Members shall constitute a quorum at a Board Special Meeting.

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20. A **Regular Meeting of the Society** may be called monthly by the President with each date set by majority vote of the members present. Regular Meetings shall be announced to all members by providing ten (10) days' notice in writing in the school newsletter or website, or three (3) days' notice by fax, telephone or email. Four (4) members, excluding the Principal and designated Staff Member, two (2) of whom must be elected Officers of the Society, shall constitute a quorum at any Regular Meeting.
21. A **Regular Meeting of the Board** shall be called at the frequency determined by the Executive Committee which will permit their duties to be accomplished. Regular Meetings of the Executive Committee will be announced to all Executive Committee Members by providing no less than ten (10) days' notice in writing or three (3) days' notice by telephone or email. Two (2) Board Members, two (2) of whom must be elected Officers of the Association shall constitute a quorum at any Regular Meeting of the Board. Regular Meetings of the Board may be held without notice if a quorum of the Board is present provided, however, that any business transactions shall be ratified at the next Regular Meeting of the Board; otherwise they shall be null and void. A topic to be discussed at a Regular Meeting of the Board may be deemed to be "in camera", or closed to all but elected Officers/Directors if the Board determines, by a majority vote of those present, the topic to be of a personal, sensitive or confidential nature.

Voting

22. The Society uses a Representative model of governance. All Members, with the exception of Associate Members, who have not withdrawn from membership nor have been neither suspended nor expelled, will be entitled to vote at Regular, Special and General Meetings of the Society only. Such votes must be made in person or by proxy to the President by email. Members will vote by show of hands or by secret ballot where fifty-one percent (51%) and greater than, will be considered the majority, except in the case of a Special Resolution where seventy-five percent (75%) vote in favour is required. Only those members elected or appointed to Board/Director positions shall have the right to vote at any Regular or Special Meeting of the Board.

Remuneration

23. 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.

Borrowing Powers

24. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it deems fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

Privacy

25. 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.

Special Resolution

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26. Special Resolution will mean a resolution passed at a General Meeting of the Society of which not less than twenty-one (21) days' notice in the school newsletter, on the school website, by fax, telephone or email specifying the intention to propose the resolution has been duly given, and by the approval of not less than seventy-five percent (75%) of those members, entitled to vote, in attendance.

Conflict Resolution

27. If at any time, ten (10) members, or greater than fifty (50%) of the Board members of the Society are of the opinion that the Society is in a state of conflict such that its operation is significantly impaired, they may deliver a written Special Meeting of the Society request signed by them to all Board members. The president will call a Special Meeting of the Society, providing due notice as stated, and members in attendance will have an opportunity to hear and discuss the issues causing conflict. On motion, seconded by any Society member in attendance at the Special Meeting, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of members present vote in favor of the resolution proposed, the Society will immediately act upon the resolution, as directed by the assembly.

Dissolution of the Society

28. In the event of the dissolution (closing) of the Society, which shall require a Special Resolution of the membership, the assets of the Society will be disposed of through donations to one or more charitable organizations with similar objectives related to enriching educational opportunities which are agreed upon by the Board.

Bylaws

29. The Bylaws may be rescinded, amended, altered or added to by a "Special Resolution". Changes to the by-laws do not come into effect until the Special Resolution(s) is registered at Corporate Registries. A Special Resolution(s) sent to the Corporate Registries shall be dated and verified by a person authorized by the Society.

Approved by Special Resolution by seventy-five percent (75%) of Society members present at a General Meeting held on January 23, 2015.

Signature:	Address: 189 Simcoe Way Fort McMurray AB T9H 3B4
Print Name: Cara Anderson	
Signature:	Address: 278 Berens Pl Fort McMurray AB T9K 2C7
Print Name: Carla Hambley	
Signature:	Address: 116 Sandpiper Rd Fort McMurray AB T9K 0L9
Print Name: Nealda Bowry	
Signature:	Address: 104 Grebe Rd Fort McMurray AB T9K 0S2

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Print Name: Larissa Helle	
Signature:	Address: 151 Peterson Lane Fort McMurray AB T9k 0B1
Print Name: Vanessa Harvey	
WITNESS Signature:	Address: 25-100 Millennium Gate Fort McMurray AB T9K 0K3