

# **Brentwood Elementary Home and School Association Bylaws**

**(June 2015)**

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## **Definitions:**

In these bylaws:

- a) "Association" means the Brentwood Elementary Home and School Association
- b) "ECS Parents" means parents or guardians of children attending an early childhood services program at Brentwood Elementary School
- c) "Parents" means parents or guardians and ECS Parents of students attending Brentwood Elementary School
- d) "Regulation" means the Societies Regulation under the Societies Act
- e) "School" means Brentwood Elementary School
- f) "School Community" means persons including parents, ECS Parents, community members and members of the school staff who have an interest in the school
- g) "Consensus" means a process whereby two or more people cooperatively attempt to arrive at a decision they can support, even though it may not be their first choice
- h) "Voting Member" means consenting member
- i) "Majority" means over fifty (50%)

## **ARTICLE 1 – Name & Association Seal:**

- a) The name of the association shall be "Brentwood Elementary Home and School Association" (BEHSA).
- b) The Association has not adopted an Association Seal.

## **ARTICLE 2 - Membership:**

- 1. Membership in the Association shall be open to any staff member, parent, or community member by the completion of a membership form. There will be no membership fee.
  - a) Privacy: The Association shall not collect, use, share, or store personal information for purposes other than those of Association business, and shall destroy it appropriately once it is no longer needed.
- 2. Parents/guardians who move into the school during the school year will automatically become members of the Association by completing a membership form.
- 3. Any member wishing to withdraw from membership may do so upon notice in writing or verbally to an Executive member. Membership must be renewed annually by signing a consent form.
- 4. Any Member having a personal pecuniary or conflict of interest in any matter being discussed by the Association is required to declare such and absent himself/herself from any discussion or vote on such matter.
- 5. Upon simple majority vote of those voting members present at a Special General Meeting duly called, a Member may be removed for any cause the Executive may deem reasonable.

### **ARTICLE 3 - Associate Membership:**

The Principal and Staff Members of Brentwood Elementary School will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Association. As Associate Members, the Principal and all other Staff Members will not have voting rights at any meeting of the Association. Neither the Principal nor any Staff Member shall have signing authority for the Association. 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 Association.

### **ARTICLE 4 - Executive Committee:**

1. Following the Representative Model of Governance, the Executive shall, subject to the bylaws or directions given to it by majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association.
2. The BEHSA shall include the following Executive members:
  - a) President
  - b) Vice President
  - c) Secretary
  - d) Treasurer
  - e) Directors (**up to 3**)
3. No Officer, Director, Executive or Member of the Association shall receive any remuneration for his/her services.
4. The executive will be elected for a one-year term at the Annual General Meeting (AGM) by the voting members.
5. The terms of office shall run from the AGM of one school year to the AGM of the following school year.
6. If a vacancy arises on the Executive before completion of the term, the remaining Members of the Executive have the power to appoint a Member of the Association to that position until the next AGM is called. This allows for the continuation of business for the Association.
7. An Executive Member may withdraw by notice in writing to the President of the BEHSA and if the withdrawing Member is the President, by notice in writing to the Vice President.
8. If one of the Executive Members falls under investigation by police for criminal activity or wrongdoing, then he/she will be suspended from the position without privileges until the investigation is completed. If criminal charges are laid, then that Member may be expelled from being an Executive Member of the Association. A special meeting of the BEHSA may be called to help provide input and guidance to the above process.

## **ARTICLE 5 - Duties of the Executive Committee:**

### **A. President**

1. The President shall be an ex-officio member with voting privileges of all committees unless otherwise delegated to other Members of the Association.
2. He/she, when present, will preside at all meetings of the Association.
3. 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.
4. Further to this, the President shall:
  - a) have general supervision of all activities of the Association
  - b) be the official spokesperson of the Association
  - c) decide all matters relating to rules of order at the meetings
  - d) prepare and present an annual report for the AGM
  - e) have signing authority of any cheques together with the Vice President and/or Treasurer and/or Secretary.

### **B. Vice President**

1. The Vice President shall:
  - a) aid the President and undertake tasks assigned by the President
  - b) in the absence of the President, supervise the affairs and preside at any meetings of the Association
  - c) in the event of resignation, incapacity, or leave of absence of the President, fulfill the President's responsibilities
  - d) have signing authority of any cheques together with the President and/or the Treasurer and/or Secretary.

### **C. Secretary**

1. The Secretary shall:
  - a) attend all meetings of the Association and those of the Executive and keep accurate minutes of the meetings and the proceedings of the same.
  - b) be responsible for ensuring the original minutes are stored in the school office with each page of the minutes initialed by two Executive Members
  - c) have charge of all the correspondence and official records of the Association and be under the direction of the President.
  - d) maintain an annual dated record of all the Members of BEHSA, their addresses, email, addresses, and phone numbers.
  - e) provide notice of Association meetings for either regular, general, and/or special meetings.
  - f) have signing authority of any cheques together with the President and/or the Vice President and/or Treasurer
  - g) be responsible to provide approved minutes to the School Webmaster for posting in a timely manner.

D. Treasurer

a. The Treasurer shall:

- a) receive all monies paid to the Association and be responsible for the deposit of same in whatever Bank, Trust Company, Credit Union, or Treasury Branch the Association may order.
- b) properly account for the funds of the Association and keep such books as may be directed.
- c) present a full detailed account of receipts and disbursements to the Association whenever requested by the Association and properly prepare the financial statements for annual reporting.
- d) provide the Secretary with a copy of any prepared financial reports and/or audited report for the records of the Association.
- e) have signing authority of any cheques together with the Secretary, and/or President and/or Vice President.

E. Directors

a. The Directors shall:

- a) attend all meetings and assist other members in discussions, research, and communication of items specific to the Association.

**ARTICLE 6 - Insurance:**

For the purpose of carrying out its objectives, the Association will annually review and carry liability insurance as deemed necessary by the Executive.

**ARTICLE 7 - Committees:**

1. Committees will be determined by the Executive and will make decisions or recommendations according to the mandate the Executive gives them as deemed necessary from school year to school year.
  - a) Committee members shall consist of volunteers from the Brentwood Elementary School Community.
  - b) Standing Committees will operate on an ongoing basis with specified lengths of terms for members.
  - c) Ad Hoc Committees will be formed as necessary and will work within a specified time period.

## **ARTICLE 8 - Auditing:**

1. The books, accounts, and records of the Treasurer:
  - a) shall be audited at least once a year by a duly qualified accountant or by two members of the BEHSA. The fiscal year end of the Association in each year shall be June 30 for reporting purposes under Section 26(2) of the Societies Act.
  - b) may be inspected in the presence of one of the Executive members, by any Member of the Association at the AGM or at any time upon giving reasonable notice and arranging a time satisfactory to the Executive Member having charge of same. Each Member of the Association shall, at all times, have access to such books and records upon appointment.

## **ARTICLE 9 - Borrowing Powers:**

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

## **ARTICLE 10 - Meetings:**

Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Association or Executive. No action taken at a meeting is invalid due to accidental omission to give notice to any Member.

1. **Annual General Meeting (AGM)** - Only the matters set out in the notice for the AGM may be considered at the AGM.
  - a) The AGM of the Association shall be held not later than thirty (30) days after the first instructional day of the school year.
  - b) The date of the AGM will be determined at any regular meeting on or before June 1. Members will be notified via the school newsletter and/or by a special newsletter and/or email sent by the Association and/or school website at least twenty-one (21) days in advance of the meeting.
  - c) All members with the exception of Associate Members are eligible to vote at the AGM.

- d) The business of the AGM shall include:
- i. the election of the Association Executive Committee Members
  - ii. any proposed bylaw amendments (Special Resolutions)
  - iii. financial statement of the previous year

And may also include:

- iv. plans and budget for the upcoming year
- v. discussion of any major issue(s)
- vi. any formal evaluation of the Association

## 2. **Regular Meeting(RM)**

- a) A minimum of five (5) regular Association meetings will be held per school year or as called by the Executive. It will be decided when these meetings will take place at the first regular meeting of the year. If there is a change in meeting dates the membership will be notified via email. The meetings will take place at a location agreed upon by the majority of members on the Executive.
- b) Upon written request of at least (10) Members, with a description of the matters to be discussed for a meeting, the President must ensure a regular meeting is called within twenty one (21) days.
- c) Only Executive Members are eligible to vote at regular meetings.

## 3. **Special General Meeting (SGM)** - A SGM shall be called if a Special Resolution is proposed at any time other than the AGM. Only the matters set out in the notice for the SGM are considered at the SGM.

- a) At least three (3) Members of the Executive from the Association may, at any time, give notice of a SGM of the Association. The notice will be given in a school newsletter and/or special newsletter and/or email from the Association and must be given at least twenty one (21) days before the meeting. The notice will state the time, date, and place of the meeting and describe the matter(s) to be dealt with.
- b) Upon written request of at least ten (10) Members, with a description of the matters for a SGM, the President must ensure a SGM will be called within twenty one (21) days.
- c) All members with the exception of Associate Members are eligible to vote at a SGM.

## 4. **Executive Special Meeting (ESM)** - Executive Special Meetings can be called by an Executive Member through notification of all Executive Members, setting forth the reason for calling such a meeting.

Only Executive Members are eligible to vote.

#### **ARTICLE 11 - Quorum:**

1. Quorum for the transaction of any business at any meeting of the Association shall be no less than three (3) Executive Members.
2. In the absence of a quorum, no motions may be considered or approved.

#### **ARTICLE 12 - Motions:**

1. Any Voting Member of the Association may make a motion at any RM, SGM, and/or AGM.
2. Any Voting Member may propose a motion for the Association to consider at a regular meeting. If another Member seconds the motion, the President will put the motion before the Association for discussion.

#### **ARTICLE 13 - Voting Procedures:**

1. At any AGM and /or SGM, all Voting Members have the right to vote. In the case of a Special Resolution not less than seventy five percent (75%) vote in favour is required.
2. Decisions at RM and ESM will be made by the Executive by a majority vote.
3. The decision must be clearly stated and recorded as such in the minutes of the meeting.

#### **ARTICLE 14 - Amendments to the Bylaws:**

1. The bylaws remain in force from year to year unless amended at the AGM or SGM by Special Resolution.
2. The bylaws of the Association may be amended, altered, and/or rescinded by a seventy five percent (75%) vote in favour of those members attending the AGM or SGM. Changes to the bylaws do not come into effect until they are registered and approved by the Corporate Registries.
3. Notice of proposed bylaw amendments must be circulated with the notice of meeting at least twenty-one (21) days in advance of the meeting. Notice of the above will take place through the school website and/or school newsletter and/or by a special newsletter and/or by email from the Association.



## **ARTICLE 15 - Conflict Resolution Procedures:**

1. If, at any time, 30 members or greater than fifty percent (50%) of the Executive, are of the opinion that the Association is in a state of conflict such that its operations are significantly impaired, they may deliver a written petition signed by them to all Association Executive Members, and the following will apply:
  - a) the President will call a Special Meeting within five (5) days of receipt of petition
  - b) the Secretary will provide five (5) days written notice to all Members, including the date, time, place, and purpose of the Special Meeting
  - c) at the Special Meeting, Members in attendance will have an opportunity to hear and discuss the issue(s) in conflict
  - d) on motion, seconded, by any Member in attendance at the Special Meeting, a vote will be held respecting a solution, if presented. If the majority of voting Members in attendance are in favour of the solution, it will be enacted immediately.
  - e) if no solutions are presented a vote will be held in consideration of the dissolution of the Association. If the majority of attending Members are in favour of the dissolution, the Executive will immediately take the necessary legal steps required to dissolve the Association in accordance with the Societies Act and Part 17 of the Business Corporations Act.

## **ARTICLE 16 - Actions After Dissolution:**

1. In the event of the dissolution (closing) of the Association, the assets remaining after payment of all debts and liabilities shall be transferred to **Brentwood Elementary School** with the exception of gaming proceeds. All 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.

# Brentwood Elementary Home and School Association

Corporate Access Number (CAN) 507417418

Approved by Special Resolution by not less than seventy five percent (75%) of Association voting Members present at a General Meeting held on \_\_\_\_\_, 20\_\_.

Signature: _____	Address: _____
Print Name: _____	_____

Signature: _____	Address: _____
Print Name: _____	_____

Signature: _____	Address: _____
Print Name: _____	_____

Signature: _____	Address: _____
Print Name: _____	_____

Signature: _____	Address: _____
Print Name: _____	_____

\_\_\_\_\_  
Signature of Secretary

\_\_\_\_\_  
Signature of President

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Printed Name

This information is being collected for the purposes of corporate registry records in accordance with the Societies Act. Questions about the collection of the information can be directed to Alberta Registries, Research and Program Development.