

  
CAROL PREST

## **SOCIETY ACT**

### **RIDGEWAY ELEMENTARY SCHOOL PARENT ADVISORY COUNCIL**

## **BYLAWS**

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### **PART 1 - DEFINITIONS AND INTERPRETATION**

1.1 In the Bylaws and in the Constitution, unless the context otherwise requires:

- (a) “Act” means the *Societies Act* of British Columbia as amended from time to time;
- (b) “Board” means the directors of the Society plus the Immediate Past President and any Special Advisors;
- (c) “Bylaws” means these bylaws of the Society as altered from time to time;
- (d) “employee” includes any full-time or permanent part-time employee;
- (e) “ordinary resolution” has the same meaning as in the Act;
- (f) “parent” has the same meaning as in the School Act;
- (g) “Parent Advisory Council” means a council established pursuant to the School Act;
- (h) “School Act” means the *School Act* of British Columbia as amended from time to time;
- (i) “special resolution” has the same meaning as in the Act;
- (j) “Society” means the Ridgeway Elementary School Parent Advisory Council;
- (k) “student” has the same meaning as in the School Act;
- (l) “term” means school year running from September to June.

1.2 The definitions in the Act apply to these Bylaws.

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or regulations, as the case may be, shall prevail.

1.4 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

## **PART 2 - MEMBERS**

### **Members**

2.1 The members of the Society are parents of a child in attendance at Ridgeway Elementary School who have not ceased to be members.

### **Duty of Members**

2.2 Every member shall uphold the Constitution and comply with these Bylaws.

### **Termination of Membership**

2.3 A member shall cease to be a member of the Society by:

- (a) delivering a resignation in writing to the Board or by mailing or delivering it to the address of the Society;
- (b) the death or dissolution of the member; or
- (c) being expelled from the Society.

### **Expulsion**

2.4 A member may be expelled from the Society by a resolution passed by at least 2/3 of the votes cast by members of the Board at a Board Meeting, attended by not less than 80% of the Board, for any cause which the Board may deem reasonable, including engaging in activities which are deemed to be detrimental to the interests or contrary to the objects of the Society or failing to uphold the Constitution or failing to comply with the Bylaws of the Society.

### **Notice of Proposed Expulsion**

2.5 The Board shall give fourteen days written notice of such action to expel a member accompanied by a brief statement of the reason or reasons for the proposed expulsion to the member in question and the Board shall give the member an opportunity to be heard at the Board meeting before the resolution is put to a vote.

## **Appeal**

2.6 An expelled member may appeal the expulsion at a general meeting where the members will determine, by a simple majority vote, whether the member will continue to be expelled.

## **PART 3 - GENERAL MEETINGS OF MEMBERS**

### **Annual general meeting**

3.1 An annual general meeting of the Society shall be held at a time and place, in accordance with the Act, that the Board decides.

### **Extraordinary general meeting**

3.2 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.3 The Board may, when it thinks fit, convene an extraordinary general meeting.

### **Requisition of meeting by members**

3.4 Following the procedure set out in the Act, 10% or more of the voting members of the Society may requisition the directors to call a general meeting for the purposes stated in the requisition and such meeting shall be called in compliance with the Act.

### **Notice**

3.5 Written notice of the date, time and location of a general or extraordinary meeting must be sent to every member of the Society at least 7 days and not more than 30 days before the meeting. Notice of a meeting must include the text of any special resolution to be submitted to the meeting.

3.6 A notice of the date, time and location of a general or extraordinary meeting and text of any special resolution to be submitted to the meeting may be sent by email to every member who has provided an email address to the Society, and notice shall be posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held on a website that is maintained by or on behalf of the Society that is accessible to all of the members.

3.7 The accidental omission to give notice of a general or extraordinary meeting to a member or the non-receipt of notice by a member does not invalidate any proceedings at the meeting.

### **Chair of general meeting**

3.8 The President, or failing him or her, the Vice-President shall preside as chairman at every general or extraordinary meeting. If there is no such chairman present, the regular members shall choose a member to be chairman.

### **Quorum required**

3.9 No business other than the election of a chairperson and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum of members is not present.

### **Quorum for general meetings**

3.10 The quorum for transacting business at a general meeting is three (3) voting member present or represented by proxy at the meeting, or a greater number that the members may determine at a general meeting.

### **Lack of quorum at commencement of meeting**

3.11 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present:

- (a) in the case of a meeting convened at the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **If quorum ceases to be present**

3.12 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **Adjournments by chair**

3.13 The chair of a general meeting may, or if so directed by the voting members at the meeting, must adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than the business left unfinished at the adjourned meeting.

### **Notice of continuation of adjourned general meeting**

3.14 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that when a general meeting is adjourned for 30 days or more notice of the continuation of the adjourned meeting must be given.

### **Order of business at general meeting**

3.15 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
  - (i) receive directors' reports on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements;
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting;
  - (iii) elect or appoint directors;
  - (iv) appoint an auditor, if any, and
  - (v) present a draft budget for the following term;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting, and
- (h) terminate the meeting.

3.16 All other business shall be special business.

### **Methods of Voting**

3.17 At a general meeting, voting must be by show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if before or after such a vote two or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by secret ballot.

### **Announcement of result**

3.18 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

### **Proxy voting**

3.19 Proxy voting shall be permitted at general meetings and may be received from any member in good standing provided the proxy vote is in writing.

### **Matters decided at general meeting by ordinary resolution**

3.20 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

3.21 In no case shall the chair have a second or deciding vote.

## **PART 4 - DIRECTORS**

### **Election or appointment of Directors**

4.1 At each annual general meeting the members must elect or appoint the directors. Elections will be conducted efficiently and with fairness to the members present.

### **Number of directors on Board**

4.2 The Society must have not fewer than 5 directors, which must include:

- (a) a President;
- (b) a Vice-President, and
- (c) at least three (3) directors at large,

and may include:

- (d) a Secretary, and
- (e) a Treasurer.

### **Eligibility**

4.3 Candidates for the office of director shall be a member at the time of election and throughout their term.

4.4 Retiring directors shall be eligible for re-election.

### **Secretary not elected**

4.5 If a Secretary is not elected at an annual general meeting the Board may appoint the Secretary. The Secretary so appointed will not be a director but will be entitled to receive notice of, attend, and speak at, but not vote at, Board meetings.

### **Treasurer not elected**

4.6 If a treasurer is not elected at an annual general meeting, the Board may appoint the Treasurer. The Treasurer so appointed will not be a director but will be entitled to receive notice of, attend, and speak at, but not vote at, Board meetings.

### **Term of Office**

4.7 Directors shall hold office until their successors take office.

4.8 The President and the Vice-President shall not hold their respective offices for more than two (2) consecutive terms.

4.9 The Secretary and Treasurer shall hold office until their respective successors are elected or appointed, whether or not they or their successors are directors.

### **Directors may fill a casual vacancy on Board**

4.10 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as the result of the resignation, death or incapacity of a director during that director's term of office.

### **Term of appointment of director filling casual vacancy**

4.11 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

### **Removal of Board member**

4.12 A Board member may be removed from the Board if the director:

- (a) is absent from two consecutive meetings of the Board without the prior written consent of the President;
- (b) is found to be incapable of managing his or her own affairs by reason of mental infirmity;
- (c) is convicted of a criminal offence or other serious offence, and
- (d) has failed to observe the Constitution and Bylaws, purposes, or policies of the Society.

4.13 A Board member shall receive 14 days written notice of the Board's intention to terminate the Board member's position. The decision to terminate the Board member's position shall be decided by a majority vote at a Board meeting attended by not less than 80% of the Board, excluding the Board member in question.

### **Removal of Board member by members**

4.14 The members may, by special resolution, remove a Board member before the expiration of his or her term of office.

## **PART 5 - DUTIES OF DIRECTORS**

### **Directors Duties**

5.1 All directors shall:

- (a) keep up to date on the affairs of the Society, and
- (b) carry out delegated responsibilities.

### **Role of President**

5.2 The President shall:

- (a) be an ex-officio member of all committees and shall oversee and delegate responsibility to the committees;
- (b) be the chair of the Board and be responsible for supervising the other directors in the execution of their duties;
- (c) if present, preside at all general meetings of the Society and Board;
- (d) speak on behalf of the Society; and
- (e) appoint members to committees in consultation with other Board members as the President sees fit.

### **Role of Vice-President**

5.3 The Vice-President shall carry out the duties of the President during the President's absence and, in the event the President resigns, assume the presidency until the next annual general meeting.

5.4 The Vice-President shall work closely and cooperatively in support of the President.

### **Directors at Large**

5.5 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

### **Role of the Secretary**

5.6 The Secretary is responsible for the following:



- (a) issuing notices of meetings of the Society and Board;
- (b) record proceedings and keep minutes of all meetings of the Society and Board in accordance with the Act;
- (c) oversee all records and documents of the Society except those required to be kept by the Treasurer;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

### **Role of Treasurer**

5.7 The Treasurer must be bondable and is responsible for the following:

- (a) receiving and banking monies collected or paid to the Society;
- (b) keeping accounting records in respect of the Society's financial transactions, including the book of account;
- (c) preparing the Society's financial statements and annual budget;
- (d) making the Society's filings respecting taxes;
- (e) applying for available government grants, such as the gaming grant;
- (f) render a full, detailed account of receipts and disbursements to the board or other members when required, and
- (g) assess all financial undertakings to ensure they are within the annual budget.

### **Secretary-Treasurer**

5.8 The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

### **Immediate Past President**

5.9 The individual who has most recently completed his or her term(s) as President shall be the Immediate Past President and shall be an ex-officio member of the Board whether or not they are a current member of the Society. The Immediate Past President is entitled to notice of, may attend and speak at, but may not vote at Board meetings.

### **Special Advisor**

5.10 Following each annual general meeting the Board may appoint one or more Special Advisor who may or may not be a member of the Society. The Special Advisor is entitled to notice

of, may attend and speak at, but may not vote at Board meetings.

### **Immediate Past-President and Special Advisor**

5.11 The Immediate Past President and Special Advisor shall:

- (a) provide advice and support; and
- (b) provide information about resources, contacts, and other essential information.

### **Remuneration**

5.12 No member, director, or Board member shall be remunerated for being part of the Board or acting as a director.

5.13 The members of the Board shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Society.

### **Powers of the Board**

5.14 The members of the Board may exercise all the powers and do all the acts and things that the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to:

- (a) all laws affecting the Society;
- (a) these Bylaws; and
- (b) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

5.15 No rule, made by the Society in general meeting, invalidates a prior act of the members of the Board that would have been valid if the rule had not been made.

## **PART 6 - BOARD MEETINGS**

### **Calling Board meetings**

6.1 A Board meeting may be called by the president or requested in writing by a majority of the Board, and there shall be at least four (4) Board meetings held yearly between annual general meetings.

6.2 A director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose, fully and promptly, the nature and extent of his interest to each director and excuse him or herself from the meeting while that item is discussed and must not participate in any vote resulting from that discussion.

### **Notice of Board meetings**

6.3 At least 2 days' notice of Board meetings must be given unless all directors agree to a shorter notice period.

### **Proceedings valid despite omission to give notice**

6.4 The accidental omission to give notice of a Board meeting to a director, or the non-receipt of a notice by a director does not invalidate proceedings at the meeting.

### **Conduct and location of Board meetings**

6.5 The directors may meet together at any reasonable location and may regulate their meetings and proceedings as they think fit.

### **Absence of Secretary from meeting**

6.6 In the absence of the Secretary from a general meeting or a Board meeting, the Board must appoint another person to act as Secretary at that meeting.

### **Quorum of Directors**

6.7 The quorum for the transaction of business at a Board meeting is a majority of the directors.

### **Chairperson**

6.8 The President shall be chairperson of all Board meetings, but if at a meeting the President is not present, the Vice-President shall act as chairperson. If neither is present, the Board members present may choose one of their number to be chairperson at that meeting.

### **Resolutions**

6.9 A resolution in writing, signed by all the Board members by original signature or by email confirmation and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the Board.

### **Internal Committees**

6.10 The Board may delegate any, but not all, of their powers to internal committees consisting of directors or members to assume responsibility for specific tasks. An internal committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the Board, and shall promptly report to the Board every act or thing done in exercise of those powers. The terms of reference and privileges of each internal committee shall be specified by the Board at any time it is established.

6.11 An internal committee shall elect a chairperson of its meetings, but if no chairperson is elected, or if at a meeting the chairperson is not present, the members of the committee shall choose one of their number to be chairperson of the meeting.

6.12 The members of an internal committee may meet and adjourn as they think proper and the procedure at internal committee meetings shall be as specified in Robert's Rules of Order.

### **External Committees**

6.13 The Board may appoint representatives to external committees or in liaison positions to external organizations. Persons so appointed shall conform to any directions or instructions imposed on them by the Board and shall promptly report to the Board every act and thing done in exercise of those powers.

### **Determination of Questions**

6.14 At Board meetings, each officially elected director is entitled to one vote.

6.15 At internal committee meetings, each official committee member is entitled to one vote.

6.16 Questions arising at a meeting of the Board and committees shall be decided by a majority of votes. In case of an equality of votes the chairperson does not have a second or casting vote and the motion shall fail.

## **PART 7 - FINANCES**

### **Deposit of Funds**

7.1 All funds of the Society will be on deposit in a chartered bank, credit union, or trust company.

### **Signing Authority**

7.2 The Board shall designate at least three (3) persons to be signing officer who shall have authority to sign any banking and legal documents on behalf of the Society. At least two officers must sign such documents.

### **Fiscal Year**

7.3 The fiscal year of the Society shall end on a date set by the directors.

### **Borrowing Powers**

7.4 In order to carry out the purposes of the Society the Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, including the issue of debentures, but no debenture shall be issued without the sanction of a special resolution.

7.5 The Board shall have power to:

- (a) initiate specific fund-raising projects; or

- (b) seek grants that may be available from governments, charitable foundations and similar sources;

provided that neither (a) or (b) constitutes or implies partisan support of a provincial political party or endorsement of a commercial product, subject to the Act.

7.6 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

### **Liability of Directors**

7.7 Subject to the Act, except for such costs, charges or expenses as are occasioned by his or her own willful neglect or default, each director of the Society shall be indemnified and saved harmless out of the funds of the Society from and against all expenses incurred or lawsuits brought against him in his capacity as a director of the Society.

## **PART 8 - REGISTERED OFFICE AND BOOKS OF ACCOUNTS**

### **Registered Office**

8.1 The Society shall maintain a registered office at such place as determined by the Board.

### **Books of Accounts**

8.2 All books of accounts, records and minutes of the Society, other than minutes of in-camera proceedings of the Board, shall be open for inspection by any member at any reasonable time and upon reasonable notice to the Secretary.

## **PART 9 - AUDITOR**

### **Applicability**

9.1 This Part applies only where the Society is required or has resolved to have an auditor.

### **Appointment of Auditor**

9.2 The first auditor shall be appointed by the Board who shall also fill all vacancies occurring in the office of the auditor.

9.3 At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next general meeting.

### **Removal of Auditor**

9.4 An auditor may be removed by ordinary resolution.

### **Notice to Auditor**

9.5 An auditor shall be promptly informed in writing of appointment or removal.

### **General Meetings**

9.6 The auditor may attend general meetings.

## **PART 10 - RULES OF ORDER**

10.1 The Rules contained in the latest edition of Robert's Rules of Order shall govern all matters of procedure not covered in these Bylaws.

## **PART 11 - PREVIOUSLY UNALTERABLE PROVISIONS**

### **Policy**

11.1 Membership and activities of the Society shall be free of commercial, partisan, sectarian, racial and gender bias. Activities of the Society shall be carried on without purpose of financial gain for its members; any profits acquired by the Society shall be used solely to promote its objectives. This provision was previously unalterable.

### **Dissolution**

11.2 In the event of wind-up or dissolution of the Society and following payment of all outstanding debts, the Society shall transfer all of its property and assets to another registered charitable organization having similar objects or purposes, which will be decided by the members at the final general meeting. This provision was previously unalterable.