

# **Ardrossan Elementary Fundraising Association Bylaws**

## **AEPSA CAN: 503283988**

### **1. Membership**

A. Any person having a vested interest in the educational well-being of Ardrossan Elementary students, over the age of 18, who has completed the membership requirements (submitting the AEPSA Membership Form) and is in good standing with the Association, is eligible to become a member of the Association with voting privileges at any meeting of the Association.

B. The majority of the members of the Association will be parents or guardians of students currently enrolled at Ardrossan Elementary.

C. Membership must be renewed annually by submitting the AEPSA Membership Form.

D. Any member wishing to withdraw from membership may do so upon a notice in writing or verbally to the Executive Committee through its Secretary.

E. Any member may be suspended or expelled from membership for any cause which the Association may deem reasonable only upon a majority vote of all members of the Association in good standing and present at a Special Meeting called for that purpose. Notice of expulsion will be in writing to the member if they are not present at the meeting.

F. Any member having a personal pecuniary gain or conflict of interest in any matter being discussed by the Association is required to declare such and abstain from any discussion or vote on such matter.

### **2. Associate Membership**

A. The Principal and/or designated Staff Members of Ardrossan Elementary will be considered to have an Associate Membership and shall serve as resource people and in an advisory capacity to the Association.

B. Associate Members will not have voting rights at any meeting of the Association.

C. Neither the Principal nor any designate nor any Staff Member shall have signing authority for the Association.

D. 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.

### **3. Executive Committee**

A. "Executive Committee" shall mean the Officers of the Association.

#### **COMPOSITION OF THE EXECUTIVE COMMITTEE**

The executive Committee will be composed of the following Officers: President, Vice President, Secretary, Treasurer. These positions are mandatory and may be filled by any voting Member in good standing with the Association. 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.

#### **President:**

- The President shall have general knowledge of all activities of the Association and will be an ex-officio member of all Committees.
- The President will be the chief spokesperson for the Association, unless otherwise delegated.
- The President shall, when present, preside at all meetings of the Association and of the Executive Committee.
- The President shall have a vote at any meeting. In the case of a tie, the motion is defeated.
- The President shall be copied on all Association communications.
- The President shall review any fundraising communications to the parent body, school community or public prior to distribution and shall include the Vice President and Principal in same.

#### **Vice President:**

- The Vice President shall assist the President in all Association activities.
- The Vice President 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.
- The Vice President He/she will be copied on all Association communications and will review any fundraising communications to the parent body, school community or public prior to distribution.
- In the event of resignation, incapacity or extended leave of absence of the

President, the Vice President shall fulfill the President's responsibilities until the new President is elected.

**Secretary:**

- It shall be the duty of the Secretary to attend all meetings of the Association and of the Executive Committee, and to keep accurate minutes of the same.
- In case of the absence of the Secretary, their duties shall be discharged by such person as may be appointed by the Executive Committee.
- The Secretary shall have charge of all the correspondence and/or documentation of the Association and be under the direction of the President and the Executive Committee.
- The Secretary shall annually keep a record of members of the Association and their contact information as required by the Societies Act, and shall send all Association correspondence/notices as required.

**Treasurer:**

- The Treasurer shall receive all monies paid to the Association and be responsible for the deposit of same in whatever financial institution the Executive Committee may order.
- The Treasurer shall properly account for the funds of the Association and keep such books as may be directed and disburse funds as required.
- The Treasurer shall present a full detailed account of receipts and disbursements to the Executive Committee whenever requested.
- The Treasurer shall prepare for submission to the Annual General Meeting a statement duly audited of the financial position of the Association and submit a copy of same to the Secretary for the records of the Association.
- The Treasurer is responsible for all financial reporting to and documentation for AGLC regarding gaming funds.
- The Treasurer will submit audited financial statements to Corporate Registries by November, annually.

B. The Executive Committee shall have full control and management of the affairs of the Association subject to the bylaws.

C. Any Officer may resign his/her position by providing written notice to any two Executive Committee members.

D. Any Officer may be removed from the Executive Committee at any time with cause by a majority vote of the Executive Committee whenever, in its judgment, the best

interest of the Association will be served.

E. All Executive Committee Members shall be familiar with the Association's Policy and Procedures Manual.

## **5. Auditing**

A. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year, either by a duly qualified accountant or by two members of the Association without signing authority.

B. The Auditors will be elected or appointed for that purpose at the Annual General Meeting.

C. The fiscal year of the Association in each year shall be September 1<sup>st</sup> to August 31<sup>st</sup>. The Treasurer shall provide auditors with all financial documents by September 15<sup>th</sup> for the audit to be completed by November 1<sup>st</sup>.

D. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor to the Treasurer to present at the Annual General Meeting of the Association in September.

## **6. Standing and Ad Hoc Committees**

A. Standing and ad hoc committees will be formed as necessary by the Executive Committee and will operate on an ongoing basis with specified lengths of terms for members.

B. Committee members will be selected by the Association from members volunteering for the positions.

C. Committees will report their activities to the Executive and membership at regular meetings of the Association as requested.

D. Committee members may be removed by the Executive Committee at any time with cause by a majority vote, when in its judgement, the best interests of the Association will be served.

## 7. Meetings

A. A **Regular Meeting of the Association** may be called at the discretion of the Executive Committee.

1. Regular Meetings of the Association shall be announced to all members in good standing by providing ten (10) calendar days notice in writing by email, website or set at a previous meeting.
2. Four (4) members, **two (2) of whom must be elected Officers of the Association**, shall constitute a quorum at a Regular Meeting of the Association.

B. A **Special Meeting of the Association** may be called by the Secretary upon the instructions of the President or Executive Committee. 1. Special Meetings of the Association shall be announced by providing three (3) calendar days notice in writing by email, website or set at a previous meeting, setting forth the reason for calling such meeting. 2. Any four (4) members shall constitute a quorum at a Special Meeting of the Association. Only matters set out in the notice for the Special Meeting may be considered at the Special Meeting.

C. There will be an **Annual General Meeting of the Association (AGM)** held annually on or before September 30th.

1. Notice of the AGM shall be by fourteen (14) calendar days notice in writing by email, website or set at a previous meeting.
2. If a Special Resolution will be proposed, twenty-one (21) calendar days notice will be required.
3. Only the matters set out in the notice for the AGM are considered at the AGM.
4. At this meeting there shall be elected a President, Vice- President, Secretary, and Treasurer. The Officers so elected shall form the Executive Committee, and shall serve until their successors are elected and installed.
5. Four (4) voting members, 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 Association, will constitute quorum for the

purposes of conducting Annual General Meeting business such as election of officers and approval of financial statements.

D. A **Special General Meeting of the Association (SGM)** shall be called if a Special Resolution is proposed at a time other than the Annual General Meeting (AGM).

1. Special General Meetings of the Association may be called at any time on the instruction of any two members of the Association provided they request the President in writing and state the business to be brought forward.
2. The Secretary shall provide twenty-one (21) calendar days notice in writing by email, website or set at a previous meeting specifying the intention of the Special Resolution.
3. Only the matters set out in the notice for the SGM are considered at the SGM.
4. Four (4) voting members, two (2) of whom must be elected Officers of the Association, and one associate member shall constitute quorum at a Special General Meeting of the Association.

E. A **Special Meeting of the Executive Committee** shall be called by the Secretary upon instructions of any two (2) Executive Committee Members, by providing no less than three (3) calendar days notice by telephone, email or text message to all Executive Committee Members setting forth the reasons for calling such meeting.

1. Any two (2) Executive Committee Members shall constitute a quorum at a Special Meeting of the Executive Committee.
2. A Special Meeting of the Executive Committee may be deemed to be “in camera” if the content of the meeting is of a personal, sensitive or confidential nature (i.e. legal issues).

F. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Association or Executive Committee. No action taken at a meeting is invalid due to accidental omission to give notice to any member, any member not receiving any notice, or any error in any notice that does not affect the meeting.

G. Virtual Meetings

Those in attendance at virtual meetings are considered to be ‘in-person’.

## **8. Election Process**

- A. Executive Committee members are elected by the voting members at the AGM held annually in September.
- B. Candidates must be voting members in good standing.
- C. Notification of the nomination procedure will be included with the notice of the election.
- D. The term of office shall be from the AGM to the following school year's AGM unless written notice of resignation is submitted to the Executive Committee.
- E. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting.

## **9. Voting**

- A. Any voting member in good standing who has not withdrawn from membership nor has been neither suspended nor expelled shall have the right to vote at any regular, general or special meeting of the Association.
- B. Such votes must be made in person and not by proxy or otherwise.
- C. 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 not less than seventy-five percent (75%) vote in favour is required.
- D. In the case of a tie the motion is defeated. However, the motion can be amended and put forward for another vote.

## **10. General Management**

- A. The registered office of the Association is located with the Ardrrossan Elementary office. The mailing address for all communication or correspondence shall be the registered office of the Association.
- B. To maintain integrity, official minutes and financial records will be securely stored and may be inspected by any member in good standing of the Association upon request.
- C. Such inspection may only take place at the registered office of the Association, in the

presence of an Executive Committee member, and dual control (two people present, one of whom is an Executive Committee member) will be maintained at all times.

D. All minutes, financial records, and official documents of the Association must be kept for 6 years (CRA guidelines).

E. The Association follows the Alberta Privacy Legislation and will store and dispose of all member information according to the applicable Personal Information Protection Act (PIPA) guidelines.

F. The signing authorities of the financial accounts will be a minimum of two of the elected Officers of the Association. It is recommended to have all four Officers with signing authority.

G. There will be at least two accounts of the Association: a general account (non-gaming funds) and a gaming account (gaming funds only).

## **11. Remuneration**

A. Unless authorized at any meeting and after notice for the same shall have been given, no Officer, Director, or Member of the Association shall receive any remuneration for his/her services.

## **12. Borrowing Powers**

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

## **13. Association Seal**

A. The Association has not adopted an Association Seal.



## 14. Insurance

**A. For the purpose of carrying out its objectives, the Association will annually review and carry Director and Officer insurance and commercial general liability insurance as deemed necessary by the Executive Committee, or if required by the policies of the school board.**

- A. **Indemnity:** Provided appropriate insurance is in place, each Officer and Director holds office with protection from the Association.
- i. The Association indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Association.
  - ii. The Association does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
  - iii. No Officer or Director is liable for the acts of any other Officer, Director or Member.
  - iv. No Officer or 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.
  - v. No Officer or 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.

## 15. Privacy

A. 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 in accordance with applicable PIPA guidelines.

## 16. Special Resolution

- A. "Special Resolution" will mean a resolution passed
1. at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
  2. by the vote of not less than 75% of those members who, if entitled to do so, vote in person

## **17. Conflict Resolution**

A. If at any time, ten (10) members, or greater than fifty per cent (50%) of the Executive Committee members of the Association, are of the opinion that the Association is in a state of conflict such that its operation is significantly impaired, they may deliver a written “Special Meeting of the Association” request signed by them to all Executive members.

B. The President will call a Special Meeting of the Association, providing due notice as stated, and members in attendance will have an opportunity to hear and discuss the issues causing conflict.

C. On motion, seconded by any voting Member in attendance at the Special Meeting, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting Members present vote in favour of the resolution proposed, the Association will immediately act upon the resolution, as directed by the assembly.

## **18. By-laws**

A. The Association by-laws and operations will be in accordance with the laws of Alberta, the Societies Act, AGLC regulations, applicable PIPA guidelines, and any other governmental legislation relating to its operation and objectives.

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

C. All Members are responsible for behaving in accordance with the by-laws and objectives of the Association.

D. Any question regarding the proper application and interpretation of these by-laws shall be determined by the Chair of any Association meeting. The Chair’s decision may be appealed by a voting Member and can be overturned by not less than seventy-five (75) percent majority vote at any Special Meeting called in accordance with the Conflict Resolution clause in these by-laws.

## **19. Policies and Procedures**

A. A Policy and Procedure Manual may be created, maintained and reviewed annually by the Executive Committee. Members in good standing may put forward policies, in writing, to the Executive Committee for consideration and/or implementation.

## **20. Dissolution of the Association**

In the event of the dissolution (closing) of the Association shall:

1. Require a Special Resolution of the membership, any assets remaining after payment of all debts and liabilities will be donated to a local charitable or not-for-profit organization with the exception of gaming proceeds.
2. All remaining 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.