

FRIENDS OF GWS BYLAWS

Society Bylaws for Friends of Griffith Woods School Society

Name of Society

Friends of Griffith Woods School Society

1) Membership

- a) Any person having a vested interest in the educational well being of the students enrolled in Griffith Woods school, residing in Alberta, being of full age of 18 years, who has completed the membership requirements and is in good standing with the society, is eligible to become a member of the society with voting privileges at any General meeting of the society membership
- b) The majority of the Members of the Society will be parents or guardians of students currently enrolled in Griffith Woods School
- c) Membership must be renewed annually. Membership fees, if any, in the society shall be determined from time to time by Members at an annual general meeting
- d) Any Members wishing to withdraw from membership may do so upon giving notice in writing or verbally to the board through its Secretary
- e) Any member, upon a majority vote of all Member of the Society in good standing and present at a special general meeting of the membership called for that purpose, may be suspended or expelled from membership for any cause that the society may deem reasonable.

2) Associate membership

- a) The principal and staff members of Griffith Woods School can choose to have associate membership only
- b) As Associate Members, the Principal and all other staff members shall serve as resource people and in an advisory capacity, however they will not have voting rights at any general meeting of the Society or meeting of the board
- c) Neither the principal nor any staff member shall have signing authority for the society
- d) The Principal, by virtue of the School Act, shall have the power of veto relating to actions directly affecting the school building, staff students,, but not relating to financial expenditures, revenues, or investments of the society

3) Board of Directors

- a) Board of Directors, Executive Committee or Board shall mean the Board of directors of the Society
- b) The Board shall, subject to bylaws or directions given it by the majority vote at any meeting properly called and constituted, have full control and management of the affairs of the society. Meeting of the board shall be held as often as may be required, but at least every 3 months and shall be called by the president. A special meeting may be called on the instructions of two members provided they request the president in writing to call such meeting and state the business to be brought before the meeting. Meeting shall be called 10 days notice writing mailed to each member or by three days notice by email, text or telephone. Any four members shall constitute a quorum, and meeting shall be held without notice if a quorum of the Board is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.

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c) Composition of the Board-The board will be composed of the following officers and directors

- i) Officers: President, vice president(s), secretary, treasurer, or secretary-treasurer- these positions are mandatory. The office of the secretary and treasurer may be filled by one person if the membership at any general meeting of the membership for the election of the officers shall decide.
- ii) Directors: A maximum of 5 Directors at Large- these positions are optional, and will be filled provided there are member willing to do so.

(1) President- the president shall have general knowledge of all activities of the society and will carry out duties assigned by the society

(a) The president shall call all meeting of the board, and shall preside at all general meeting of the membership and meetings of the board

(b) The President will be the chief spokesperson for the Society, unless otherwise delegated

(c) The President shall be copied on all society communications and will review any communications to the membership, parent body, school community, or public prior to distribution and shall include the vice president in the same.

(d) The President shall have a vote at any meeting

(e) The President will be an ex-officio member of all committees

(2) Vice President

(a) The vice president shall assist the president in all Association activities and will carry out other duties assigned by the president

(b) In the event of absence , resignation., incapacity or extended leave of absence of the president, the vice-president shall fulfill the Presidents responsibilities. In the absences of both from meetings a chair may be elected or appointed at the meeting to preside.

(c) The Vice president will be copied on all society communications and will review any communications to the membership, parent body, school community or public prior to distribution

(3) Secretary

a) 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 and prepare for distribution.. in the absence of the Secretary, his/her duties shall be discharged by such Officer or Director as may appointed by the board.

b) He/She shall have charge of the Seal of the Society 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.

c) The secretary shall have charge of all correspondences and/or documentation of the society and be under the direction of the president and the Board.

d) The secretary shall also keep a record of all the members of the society and their addresses, send all notices of the various meeting

as required, and collect and receive and annual dues levied by the society. Such monies shall be promptly turned over to the Society Bylaws for Friends of Griffith Woods School Society Treasurer for deposit in the Bank, Trust Company, credit union or Treasury branch as required.

(4) Treasurer

(a) The treasurer shall receive all monies paid to the society and be responsible for deposits 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 books as may be directed. He/She shall present a full detailed account receipts and disbursements to the board whenever requests 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 the same to the secretary for the records of the society.

(b) The treasurer will prepare and submit with board approval, any financial reports required by organizations and agencies in a timely manner.

(c) The signing authorities of the financial accounting will be a minimum of two of four elected officers of the Society.

(5) Officers and Directors at Large

(a) Attend Annual, Regular and special general meeting of the membership[

(b) Be prepared for, attend and actively participate in all meeting of the board

(c) Actively support the initiatives and actions of the Society

(d) Approve, where appropriate, policy and other recommendations received from the board and its standing committees

(e) Review the Bylaws and recommend Board-approved bylaws changes to the membership

(f) Review the boards structure, approve changes, and prepare necessary bylaw amendments

(g) Participate in Development of the Society's plan and annual review

(h) Review the annual budget for the society and submit to membership for approval

(i) Assist in developing and maintaining positive working relations among the board, committees, school and school council to support and enhance education in the school community

(j) Allow for opinions and positions of all members to be voiced and heard in a safe respectful environment.

(k) Act as a leader and an ambassador to the society

(l) Strive to reach consensus in all areas. If a consensus cannot be reached, Board members will accept, and adhere to, the majority decision of the board.

(m) Address operational concerns openly and with input from the board

(n) Address personal concerns relating to Board Members roles privately, constructively, respectfully and in a timely manner.

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d) The Board shall , subject to the Bylaws 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

e) Any director or officer may resign his or her position by providing written notice to any two board members

f) Any director or officer, upon majority vote of all members in good standing , may be removed from office or any cause, which the society may deem reasonable.

4) Auditing

a) 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 elected for that purpose at the Annual 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 meeting at the Society. The fiscal year end of the society in each year shall be April 30 th .

b) The books and records of the society may be inspected by any member of the society at the annual meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the officers have charge of same. Each member of the board shall at all times have access to such books and records.

c) The fiscal year of the society shall be June 1 st – May 31 st

5) Meetings

a) Annual General meeting of the Membership

i) This society shall hold an annual meeting on or before May 31 st in each year, of which notice in writing to the last known address of each member shall be delivered in the mail, email, website, and/or social media 15 days prior to the date of the meeting. If a special resolution will be proposed, no less then 21 days notice shall be required.

ii) At this meeting there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary/treasurer) and three directors The officer and director so elected form a Board and shall serve until their successors are elected and installed. 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

iii) Only the matters set out in the notice for the AGM may be considered at the AGM

iv) Quorum at an Annual General meeting of the membership shall be 4 members, 3 of whom must be voting members.

b) Regular General meeting of the membership (RGM)

i) General meeting of the society may be called at any time by the Secretary upon the instructions of the President or Board by notice in writing to the last known address of each member, delivered by mail or email, posted on the website or social media, eight days prior to date of such meeting.

ii) A RGM may be scheduled at the request of the membership at an annual general meting of the membership

iii) Quorum at an RGM shall 75% members in good standing shall constitute quorum at any meeting of which 2 members must be elected officers of the association

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c) Special general meeting of the Membership (SGM)

i) A SGM may be called at any time by the secretary upon instructions of the president or Board by providing no less than 14 days notice in writing using a newsletter, website, email, text, social media, mail. If a special resolution will be proposed, no less than 21 days notice will be required, specify the intention of the special resolutions.

ii) Only matters set out in the notice for the SGM may be considered at the SGM

iii) Quorum at an SGM shall 75% members in good standing shall constitute quorum at any meeting of which 2 members must be elected officers of the association

d) Regular Meeting of Board

i) A regular meeting of the board shall be called at frequency determined by the Board that will permit their duties to be accomplished.

ii) Regular meetings of the Board will be announced to all board members by providing no less than 7 days notice in writing using website, email, text, or social media or 3 days verbally by telephone.

iii) Quorum at any regular meeting of the Board shall be 4 board members, 2 of whom must be elected officers.

iv) Regular Meeting of the board may be held without notice if a quorum of the Board is present, provided that any business transactions shall be ratified at the next regular meeting of the Board; otherwise shall be null and void

v) A topic to be discussed at a regular meeting of the board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive or confidential nature

e) Special Meeting of the Board

i) A Special meeting of the board shall be called by the Secretary upon the instructions of any 2 board member, by providing not less than 7 days notice in writing using website, email, text, or social media or 3 days verbally by telephone.

ii) Quorum of a Special meeting of the board will be 4 Board members.

iii) All or any portion of the Special meeting of the board may be deemed to be "in camera" or closed to anyone the Board chooses should the Board determine, by a majority vote of those present, that the topic is of a personal, sensitive or confidential nature

6) Special Resolution

a) Special resolution will mean a resolution passed at a General meeting of the membership of which not less than 21 days notice in writing using a newsletter, website, email, text, and/or social media or provided verbally by telephone or in person, specifying the intention to propose the resolution has been duly given, and by the approval of not less than 75% of the members entitled to vote in attendance.

7) Standing and Ad Hoc Committees

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

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8) Election Process

- a) Board Members are elected by the voting members at an AGM held annually on or before May 31 st .
- b) Candidates must be voting members in good standing
- c) Notification of the nomination procedure will be included with the notice of election
- d) The term of office shall be complete at the end of the meeting at which successors are elected unless written notice of resignations is submitted to the Board. Term shall 2 years
- e) The maximum number of consecutive terms, in the same Officer or director position shall be 4 consecutive terms
- f) Any vacancy occurring during the year may be filled at the next meeting , provided it is so stated in the notice calling such meeting..

9) Voting

- a) Any member who has not withdrawn from membership nor has been suspended nor expelled shall have the right to vote at any meeting of the society. Such votes must be made in person and not by proxy or otherwise..
- b) Members will vote by a show of hands or secret ballot where 50% +1 will be considered majority, except in the case of a Special Resolution.
- c) Meeting of the Board
 - i) Only each member of the Board will have 1 vote, either including the President at all meeting of the Board
 - ii) Such votes must be made in person and not by proxy or otherwise
 - iii) Members will vote by show of hands were 50% +1 is majority.
 - iv) The president may authorize an electronic voting if a situation needs to be acted upon by the Board between physical meetings. IN the case of electronic vote, a quorum shall be constituted when at least 60% of the members of the Board cast a vote by email. Any motion taken electronically will be formally recorded into the minutes of the next Board meeting
- d) In the case of a tie the motion is defeated.
- e) Any member having a personal pecuniary gain or conflict of interest in any matter being discussed by the membership or the board is required to declare such and absent himself/herself form nay discussion or vote on such matter

10) General Management

- a) The registered office of the Society shall be located in the Griffith woods school upon official opening of the School.
- b) The mailing Address for all communication or correspondences shall be registered office of the society
- c) To maintain integrity, minute books and financial records will be securely stored and may be inspected by any member in good standing of the Society upon request
- d) Such Inspections may only take play at the registered office of the Society, in the presence of a Board member, and dual control, (2 people present, 1 of

whom is a Board member) will be maintained at all times.

11) Remuneration

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a) Unless authorized at any meeting and after notice for the same shall have been given, no officer, director, or member of the society shall receive any remuneration for his/her services.

12) Borrowing Powers

a) For the purpose of carrying out its objectives, the society may borrow or raise or secure payment of money in such a 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 society, and in no case shall debentures be issued without the sanction of a special resolution of the society.

13) Bylaws

- a) The bylaws may be rescinded, altered, or added to be a Special resolution.
- b) The Society bylaws and operations will be in accordance with the laws of Alberta, the Societies Act, and any other government legislation relating to the society's operation and objectives.
- c) All members are responsible for behaving in accordance with the bylaws and objectives of the society
- d) Any question regarding the proper application and interpretation of these bylaws shall be determined by the Chair of any Society meeting. The Chair's decision may be appealed by a noting member and can be overturned by a simple majority vote at Special General Meeting of the membership called in accordance with conflict resolution clause in these Bylaws.

14) Conflict Resolution

- a) If at any time 10 members or 5 members and greater than 50% of the Board, 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 General Meeting of the Membership" request signed by them to all Board members
- b) Upon receipt of such, the President will call a special general meeting of the membership, providing due notice of the stated, and members in attendance will have an opportunity to hear and discuss that issues causing the conflict.
- c) ON motion, a vote shall be held respecting a proposed resolution to the conflict, and if a majority of voting members present vote in favor of the resolution proposed, the society will immediately act upon the resolution, as directed by the assembly.

15) Society Seal

- a) The Society has not adopted a Society Seal.

16) Insurance and Indemnity

- a) Insurance: for the purpose of carrying out its objectives, the Society will annually review and carry liability insurance as deemed necessary by the Board, or if required by the policies of the School or School Board
- b) Indemnity: Provided appropriate insurance is in place, each Officer and Director holds office protection from the Society

- i) The Society indemnifies each Officer and Director against all costs or charges that result from any act done in her/his role for the Society
- ii) The Society does not protect any Officer or Director for acts of fraud, dishonesty, or bad faith.
- iii) No officer is liable for the acts of any Officer, Director, or Member Society Bylaws for Friends of Griffith Woods School Society
- iv) NO officer or Director is liable for any loss due to oversight or error in judgment, or by an act in his role for the Society, unless that act is fraud, dishonesty or bad faith.

17) Privacy

- a) The Society shall not collect, use, share, or store personal information for purposes other than those of the Society, and shall destroy it appropriately once it is no longer needed.
- b) The Society will adhere to Personal information Protection Act (PIPA) guidelines as required by Alberta legislation, and voluntary where appropriate.

18) Policy and Procedures

- a) A policy and Procedure manual may be created, maintained and reviewed annually by the Board. Members in good standing may put forward policies for consideration and/or implementation.

19) Dissolution of the Association

- a) In the event of Dissolution (closing of the association, which shall require a Special resolution of the membership, the assets remaining after payment of all debts and liabilities shall be transferred to Griffith Woods School with the exception of gaming proceeds.
- b) All remaining gaming proceeds, after payment of all debts and liabilities, shall be distributed to eligible charitable groups or purposes as per the Alberta Gaming and Liquor Commission regulations.