

**SPECIAL RESOLUTION**

I hereby certify that the following special resolution was passed at a meeting of the members of

Wilson Middle School Parent Advisory Council

on October 12, 2016.

The by-laws were changed as follows:

- The existing by-laws are repealed and replaced by the attached by-laws.

RECEIVED  
DR  
FEB 28 2017  
CORPORATE REGISTRAR

*Andrea Niemann*  
Andrea Niemanns, Treasurer

*February 22, 2017*  
Date

FILED 108  
FEB 28 2017  
Registrar of Corporations  
Province of Alberta

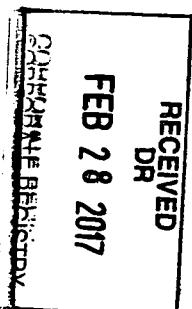
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# Wilson Middle School Parent Advisory Council Bylaws



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## 1.0 Name

- 1.1 The name of the Society shall be the Wilson Middle School Parent Advisory Council.
- 1.2 The Society is located in Lethbridge, AB.

## 2.0 Membership

- 2.1 Any person having a vested interest in the educational well-being of students enrolled in Wilson Middle School, residing in Alberta, being of the full age of 18 years, who has completed the membership requirements and is in good standing with the Association, is eligible to become a Member of the Association with voting privileges at any General Meeting of the Association Membership.
- 2.2 Any member wishing to withdraw from membership may do so upon a notice in writing to the Executive Committee through its Secretary. Any member, upon a majority vote of all members of the Advisory Council in good standing, may be expelled from membership for any cause which the Advisory Council may deem reasonable.
- 2.3 Any member who has not withdrawn from membership nor has been suspended nor expelled as herein provided shall have the right to vote at any meeting of the Advisory Council. Such votes must be made in person and not by proxy or otherwise.
- 2.4 Five (5) members in good standing shall constitute a quorum at any meeting.

## 3.0 Executive Committee

- 3.1 Executive Committee, Board of Directors, Officers or Board shall mean the Executive Committee of the Advisory Council. The following four positions of the Executive Committee will be elected from its membership: Chair, Vice-Chair, Treasurer and Secretary for the purpose of meeting the requirements of the Alberta Societies Act. The power of the Executive Committee will be to manage the affairs of the Advisory Council.
- 3.2 Every member in good standing of the Society is eligible to be elected to an Executive Committee position.
- 3.3 The election of the Executive Committee will occur at the end of the Annual General Meeting. Terms shall be for a one-year period. An opportunity will be provided at the annual general meeting for persons interested in serving on the Advisory Council to indicate their willingness to hold those positions.
- 3.4 The term of office shall run from Annual General Meeting to the next consecutive Annual General Meeting.
- 3.5 The same executive position should not be held for more than two consecutive years by one Advisory Council member. However, if no other candidates are available, and the incumbent agrees to continue and Advisory Council members are in favor, then terms may be extended as required to ensure the continuance of the Advisory Council. Members holding an executive position who wish to resign must do so in writing to the Chair of the Advisory Council. If the Chair wishes to resign he/she will provide his/her resignation in writing to the Vice-Chair of the Advisory Council.
- 3.6 Any Executive Committee member, upon a majority vote at a special meeting that has quorum, may be removed from office for any cause which the Advisory Council may deem reasonable. The Executive Committee member involved must be notified in writing 21 days in advance of the date of this special meeting by a hand-delivered letter or registered mail.

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- 3.7 No Executive Committee member or member of the Advisory Council shall receive remuneration for his/her services.

### 4.0 Duties of the Executive Committee

- 4.1 To participate in regular and special meetings of the Society;
- 4.2 Share information regarding the activities of the Society with the membership and obtain the view and opinions of these individuals;
- 4.3 Perform other duties and responsibilities as assigned by the Advisory Council.
- 4.4 The Chairperson shall be responsible to:
- 4.4.1 Call and preside of the AGM, bylaw, regular and any other meetings;
- 4.4.2 Cause the agenda to be prepared and circulated for all meetings;
- 4.4.3 Act as an ex-officio member of all sub-committees that may be established;
- 4.4.4 Represent the Advisory Council at external functions;
- 4.4.5 Delegate responsibilities to others as required;
- 4.4.6 Sign cheques on behalf of the Advisory Council;
- 4.4.7 Assume other duties and responsibilities as assigned by the Advisory Council.
- 4.5 The Vice-Chairperson shall be responsible to:
- 4.5.1 Assume duties of the Chairperson/Co-Chairpersons in his/her absence;
- 4.5.2 Assist the Chairperson/Co-Chairpersons as required;
- 4.5.3 Participate in the meetings of the Advisory Council;
- 4.5.4 Review the bylaws annually, or designate this responsibility;
- 4.5.5 Participate as a member of sub-committees as required;
- 4.5.6 Sign cheques on behalf of the Advisory Council.
- 4.6 The Secretary shall be responsible to:
- 4.6.1 Record and maintain an accurate record of all Advisory Council meetings;
- 4.6.2 Cause this record to be typed into minute form and arrange for the distributions of these minutes;
- 4.6.3 Ensure that official records are maintained at the school;
- 4.6.4 Maintain a list of names, positions and phone numbers of the Executive Committee and members of committees;
- 4.6.5 Compile the minutes for and provide an annual report;
- 4.6.6 Prepare and file correspondence on behalf of the Advisory Council;
- 4.6.7 Sign cheques on behalf of the Advisory Council.
- 4.7 The Treasurer shall be responsible to:
- 4.7.1 Receive monies paid to the Advisory Council and to deposit these monies into the Advisory Council's bank account(s);
- 4.7.2 Ensure that any single expenditure of greater than \$50.00 be introduced at an Advisory Council meeting prior to purchase and be approved by a motion;
- 4.7.3 Prepare all disbursements of the Advisory Council for expenses occurred and keep a record of this;
- 4.7.4 Maintain records of all financial matters of the Advisory Council and present a report of these at each Advisory Council meeting for review and approval;
- 4.7.5 Prepare a report for the appointed auditor no later than July 31 of each year;
- 4.7.6 Sign cheques on behalf of the Advisory Council.

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## 5.0 Meetings

- 5.1 The Advisory Council shall have an annual general meeting (AGM) no later than 45 days after the commencement of the school year, of which notice shall be made at least fourteen (14) days in advance by means of newsletter, email, website notification and any other method made available to the Advisory Council. At this meeting there shall be elected the Executive Committee that will serve until their successors are elected and installed. Any member in good standing shall be eligible to any office in the society.
- 5.2 General meetings of the Advisory Council may be held regularly as determined by the Advisory Council at the AGM, with a minimum of three (3) meetings per year. Notice of the meetings will be given to the members eight (8) days prior to the date of such meeting by means of newsletter, email, website notification and any other method made available to the Advisory Council.
- 5.3 Special meetings of the Advisory Council may be called as necessary:
  - 5.3.1 At the discretion of the Chairperson/Co-Chairpersons;
  - 5.3.2 At the written request of 1/3 of the members in good standing, setting forth the reasons for calling such a meeting which shall be by newsletter, email, website notification eight (8) days prior to the meeting.
- 5.4 Five (5) members in good standing shall constitute a quorum at any meeting.

## 6.0 Meeting Procedures

- 6.1 In the absence of the Chairperson/Co-Chairpersons and Vice-Chairperson, the Members shall choose by simple majority vote from those present an acting Chairperson for that meeting;
- 6.2 In the absence of the Secretary (Secretary/Treasurer), the Members shall choose by simple majority vote from those present an acting Secretary who will record the meeting;
- 6.3 Motions
  - 6.3.1 Any Member may make a motion at any meeting;
  - 6.3.2 The motion must be seconded by another Member prior to discussion;
  - 6.3.3 Any Member, with a vote, may request tabled to the next meeting if they believe that additional time is required by the Members to consider the motion.

## 7.0 Voting

- 7.1 Each Member will receive one vote per motion;
- 7.2 No proxy votes allowed;
- 7.3 A Member may abstain from any vote;
- 7.4 If it is believed that a Member has a conflict of interest, the Chairperson/Co-Chairpersons shall ask them to refrain from participation in the discussion regarding the motion and will be ineligible to vote on the motion;
- 7.5 A motion is passed by simple majority of those present at a meeting vote in favor of it.

## 8.0 Committees

- 8.1 The Advisory Council may appoint committees to perform specific functions;
- 8.2 The Advisory Council will determine the committees' role and functions.

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## 9.0 Annual Reports

- 9.1 The Chairperson/Co-Chairpersons shall prepare an annual report which includes:
  - 9.1.1 A summary of the Advisory Council's activities for the past year;
  - 9.1.2 The financial statement of the Advisory Council;
  - 9.1.3 Dates of meeting held and copies of the minutes from these meetings.
- 9.2 The Advisory Council shall make available the annual report and financial records to any interested Member at the regular meetings;
- 9.3 Two members of the Advisory Council will audit the financial records prior to the completion of the annual report.

## 10.0 Amendments to the Bylaws

- 10.1 Any amendments to the Advisory Council's bylaws will be according to Section (d) of the Societies Act. The bylaws will only be amended by a Special Resolution done at a general meeting. Notice of this meeting will be given to members of the Advisory Council less the twenty-one (21) days before the meeting. At this meeting only a minimum of 75% of the members must vote in favor of this Special Resolution.

## 11.0 Borrowing Powers

- 11.1 For the purpose of carrying out its objectives, the Advisory Council may not borrow or secure the payment of money by the issue of debentures.

## 12.0 Conflict Resolution

- 12.1 If a conflict exists between or within the Advisory Council members/membership, a committee shall be established to review the conflict and assist with conflict resolution. The Committee shall consist of the Chairperson/Co-Chairperson, Vice-Chairperson and equal representation from both sides of the issue.

## 13.0 Dissolution of the Advisory Council

- 13.1 In the case of dissolution of the Advisory Council, any remaining assets (after payment of Advisory Council debts and liabilities) including any remaining gaming proceeds will be:
  - 13.1.1 Disbursed to an eligible charity or religious group or purposes approved by the School Board
  - or
  - 13.1.2 Transferred in trust to a municipality until such time as the assets can be transferred from the municipality to an eligible charity or religious group or purposes approved by the School Board.

## 14.0 Custody and Use of Society Seal

- 14.1 Wilson Middle School Parent Advisory Council will not adopt a seal for the use of this Advisory Council.