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## DR. ROY WILSON COMMUNITY ASSOCIATION BYLAWS

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A Bylaw relating generally to the conduct of the affairs of  
**Dr. Roy Wilson Community Association**

BE IT ENACTED AND IT IS HEREBY ENACTED as a Bylaw of  
**Dr. Roy Wilson Community Association**  
(hereinafter referred to as the "Association")

**Once enacted, this Bylaw rescinds and replaces the original Bylaw of the Association.**

### Division One

#### INTERPRETATION

1.01 In this Bylaw and all other Bylaws of the Association, unless the context otherwise specifies or requires:

"Act" means the *Societies Act* of Alberta, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the Bylaw of the Association to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

"Articles" means the Article of Incorporation of the Association filed the 21st day of January, A.D., 2014, as from time to time amended, supplemented or restated;

"Board of Directors," "Executive," or "Board" shall mean the Board of Directors of the Association;

"Bylaws" means this Bylaw and all other Bylaws of the Association from time to time in force and effect;

"Director" means a Member of the Board which consists of both Officers and Directors at Large;

"Meeting of Members" includes an annual or other general meeting of members, regular meeting of the members and special meetings of members;

"Ordinary Resolution" means a resolution passed by a majority if the votes cast on that resolution;

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

Save as aforesaid, all terms which are contained in the Bylaws of the Association and which are defined in the Act or Regulations shall have meanings given to such terms in the Act

or the Regulations. Words importing the singular number include the plural and vice versa; the masculine shall include the feminine; and the word "person" shall include an individual, partnership, association, body corporate, corporation, company, syndicate, trustee, executor, administrator, legal representative, and any number or aggregate of persons.

## **Division Two**

### **MEMBERSHIP**

#### **2.01 Membership Conditions:**

Any person having a vested interest in the educational well-being of students enrolled in Dr. Roy Wilson Learning Centre, 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.

The majority of the Members of the Association will be parents or guardians of students currently enrolled in Dr. Roy Wilson Learning Centre.

#### **2.02 Renewal**

Membership must be renewed annually. Membership fees, if any, in the Association shall be determined from time to time by the Members at an Annual General Meeting.

#### **2.03 Termination of Membership**

A membership in the Association is terminated when:

- a. The Member dies.
- b. The Member gives notice in writing or verbally to the Board through its Secretary.
- c. The Member fails to renew their membership annually.
- d. The Member is expelled in accordance with Section 2.04 below or is otherwise terminated in accordance with the articles or Bylaws.
- e. The Association is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

#### **2.04 Suspension and Expulsion of Membership**

Any Member, upon a majority vote of all Members of the Association 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 Association may deem reasonable.

## 2.05 Associate Membership

The Principal and staff members of Dr. Roy Wilson Learning Centre can choose to have an Associate Membership only.

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 Membership or Meeting of the Board.

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.

## Division Three

### **BOARD OF DIRECTORS**

#### 3.01 Composition of the Board

The Board will be composed of the following Officers and Directors.

**Officers:** President, Vice-President, 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 Officers shall so decide.

**Directors:** A maximum of 3 Directors at Large – These positions are optional, and will be filled provided there are Members willing to do so.

#### 3.02 President

The President shall have general knowledge of all activities of the Association and will carry out duties assigned by the Association. The President shall:

- a. Call all Meetings of the Board, and preside at all General Meetings of the Membership and Meetings of the Board.
- b. Be the chief spokesperson for the Association, unless otherwise delegated.
- c. Supervise the affairs of the Board.
- d. Review all contracts and legal documents
- e. Be copied on all Association 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.
- f. Carry out other duties assigned by the Board.

### 3.03 Vice-President

The Vice-President shall:

- a. 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 President's responsibilities.
- c. Replace the President at various functions when asked to do so by the President.
- d. Be copied on all Association communications and will review any communications to the membership, parent body, School community or public prior to distribution.
- e. Carry out other duties assigned by the Board.

### 3.04 Secretary

The Secretary shall:

- a. Attend all General Meetings of the Membership and Meetings of the Board and keep accurate minutes of the same, and to prepare these for distribution.
- b. Be the custodian of all the correspondence and/or documentation of the Association and be under the direction of the President and the Board.
- c. Keep a Register of Members of the Association and their contact information, as required by the *Societies Act*, and shall send all Association correspondence/notices as required.
- d. Ensure changes of Directors of the Association and amendments in the Bylaws are filed with the Registrar of Corporations
- e. Carry out other duties assigned by the Board.

### 3.05 Treasurer

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 Board may order.
- b. Properly account for the funds of the Association, keep such books as may be directed and disburse funds as required.
- c. Present a full detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting of the Membership a duly audited statement of the financial position of the Association and shall submit a copy of same to the Secretary for the records of the Association.
- d. Prepare, and submit with Board approval, any financial reports required by organizations and agencies in a timely manner.

- e. File the Association's Annual Return with the Registrar of Corporations each year.
- f. Carry out other duties assigned by the Board.

### 3.06 Officers and Directors at Large

All Members of the Board will:

- a. Attend Annual, Regular and Special General Meetings of the Membership.
- b. Be prepared for, attend and actively participate in all Meetings of the Board.
- c. Actively support the initiatives and actions of the Association.
- d. Approve, where appropriate, policy and other recommendations received from the Board and its standing committees.
- e. Review the Bylaws and recommend Board-approved Bylaw changes to the membership.
- f. Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- g. Participate in the development of the Association's plan and annual review.
- h. Review the annual budget for the Association and submit to the 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 of the Association.
- 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 Board Members.
- n. Address personal concerns relating to Board Members roles privately, constructively, respectfully and in a timely manner.

### 3.07 Authority of the Board

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 Association.

## Division Four

### FINANCIAL STATEMENTS

#### 4.01 Annual Financial Statements:

The Association may, instead of sending copies of the annual financial statements and other documents to the Members, publish a notice to its Members stating that the annual financial statements and documents are available at the registered office and any Member may, on request, obtain a copy free of charge at the registered office or receive an electronic copy via e-mail.

#### 4.02 Auditing

The annual financial statements shall be audited annually by either an independent qualified accountant or by two Members of the Association, elected or appointed for that purpose at the Annual General Meeting of the Membership.

#### 4.03 Fiscal Year

The fiscal year of the Association in each year shall be April 1<sup>st</sup> to March 31<sup>st</sup>.

## Division Five

### COMMITTEES

#### 5.01 Formation

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.

#### 5.02 Meetings

Committees will meet outside of Meetings of the Board or General Meetings of the Membership to complete their assigned tasks as per the direction of the Board and present a report of their activities at meetings as requested.

## Division Six

### GENERAL MEETINGS OF THE MEMBERSHIP

#### 6.01 Annual General Meeting of the Membership (AGM)

- a. An Annual General Meeting of the Membership (AGM) will take place on or before June 30th in each year, by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required.

- b. Only the matters set out in the notice for the AGM may be considered at the AGM.
- c. At this meeting, there shall be elected a President, Vice-President, Secretary, Treasurer, (or Secretary-Treasurer), and optionally 3 Directors at Large. The Officers and Directors so elected shall form a Board, and shall serve until the end of the meeting at which their successors are elected.
- d. If quorum cannot be attained at AGM, a General Meeting (GM) of the Membership will be scheduled for the same day, time and location the following week. The voting that Members in attendance at General Meeting will constitute quorum for the purposes of conducting AGM business such as election of Officers and approval of financial statements.

#### 6.02 Regular General Meeting of the Membership (RGM)

- a. A Regular General Meeting of the Membership (RGM) may be scheduled at the request of the Membership at an Annual General Meeting of the Membership.
- b. Regular General Meetings of the Membership shall be announced to all Members in good standing by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media.

#### 6.03 Special General Meeting of the Membership (SGM)

- a. A Special General Meeting of the Membership (SGM) may be called at any time by the Secretary upon the instructions of the President or Board by providing no less than 14 days' notice in writing using a newsletter, website, email, text and/or social media. If a Special Resolution will be proposed, no less than 21 days' notice will be required, specifying the intention of the Special Resolution.
- b. Only the matters set out in the notice for the SGM may be considered at the SGM.

#### 6.04 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act.

#### 6.05 Quorum

A quorum at any Meeting of the Members shall be 3 of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

#### 6.06 Special Resolution

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 two thirds of those Members entitled to vote in attendance.

#### 6.07 Errors and Omissions

Irregularities or errors done in good faith do not invalidate acts done by any General Meeting of the Membership. 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.

### **Division Seven**

#### **MEETINGS OF THE BOARD**

##### 7.01 Regular Meeting of the Board

- a. A Regular Meeting of the Board shall be called at the frequency determined by the Board that will permit their duties to be accomplished.
- b. Regular Meetings of the Board will be announced to all Board Members by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person.
- c. Regular Meetings 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 they shall be null and void.
- d. 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.

##### 7.02 Special Meeting of the Board

- a. A Special Meeting of the Board shall be called by the Secretary upon the instructions of any 2 Board Members, by providing no less than 10 days' notice in writing using a newsletter, website, email, text and/or social media or 3 days' notice verbally by telephone or in person, to all Board Members setting forth the reasons for calling such meeting.
- b. All or any portion of a 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 content of the meeting or agenda item is of a personal, sensitive or confidential nature.

##### 7.03 Quorum

A quorum at any meeting of the board shall be any 3 of Board Members. If a quorum is present at the opening of a Meeting of the Board, the Directors present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.



#### 7.04 Errors and Omissions

Irregularities or errors done in good faith do not invalidate acts done by any Meeting of the Board. 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.

#### 7.05 Resolution in Lieu of Meeting:

Notwithstanding any of the foregoing provisions of this Bylaw, a resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board is as valid as if it had been passed at a Meeting of the Board.

### **Division Eight**

#### **ELECTION PROCESS**

##### 8.01 Election of Board Members

Board Members are elected by the voting Members at an AGM held annually on or before June 30<sup>th</sup> and all the Directors then in office shall retire, but shall be eligible for re-election. Notification of the nomination procedure will be included with the notice of the election.

##### 8.02 Removal of Directors:

Subject to the Act, the Members may by ordinary resolution passed at a meeting specially called for such purpose remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

##### 8.03 Qualification:

Candidates must be voting Members in good standing.

##### 8.04 Consent:

No election or appointment of a person as Director shall be effective unless:

- a. he was present at the meeting when he was elected or appointed and did not refuse to act as a Director, or
- b. he consents in writing to act as a Director before his election or appointment or within ten (10) days thereafter, or
- c. he acts as a Director pursuant to the election or appointment.

##### 8.05 Vacation of Office:

Any vacancy occurring during the year may be filled at the next meeting, provided it is so stated in the notice calling such meeting. A Director ceases to hold office when:

- a. The Director dies.

- b. The Director provides written notice to any two Board Members.
- c. The Director is removed from office by the Members who elected him, as the case may be.
- d. The Director cease to be qualified for election as a Director.
- e. The Association is liquidated or dissolved under the Act.

## **Division Nine**

### **VOTING**

#### **9.01 General Meetings of the Membership**

Any voting Member, including each Member of the Board, who has not withdrawn from membership and who has been neither suspended nor expelled shall have the right to vote at any Annual, Regular or Special General Meeting of the Membership. Such votes must be made in person and not by proxy or otherwise.

Members will vote by show of hands or by secret ballot where 50% + 1 will be considered the majority, except in the case of a Special Resolution. Voting to elect Board Members will be made by secret ballot.

#### **9.02 Meetings of the Board**

Each Member of the Board will have 1 vote at all Meetings of the Board. Such votes must be made in person and not by proxy or otherwise.

Members will vote by show of hands or when requested, by secret ballot, where 50% + 1 will be considered the majority.

The President may authorize an electronic vote by email if a situation needs to be acted upon by the Board between physical meetings. In the case of an 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.

#### **9.03 Ties**

In the case of a tie at a General Meeting of the Members or a Meeting of the Board, the the President may cast a second vote.

#### **9.04 Conflict of Interest**

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 from any discussion or vote on such matter

## **Division Ten**

### **PROTECTION OF DIRECTORS AND OFFICERS**

#### 10.01 Limitation of Liability

Every Director and Officer of the Association in exercising his powers and discharging his duties shall act honestly in good faith with a view to the best interest of the Association and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing:

- a. 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.
- b. The Association does not protect any Officer or Director for acts of fraud, dishonesty or bad faith.
- c. No Officer or Director is liable for the acts of any other Officer, Director or Member.
- d. 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.
- e. 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.

#### 10.02 Insurance

For the purposes of carrying out its objective, the Association 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, for the benefit of any person referred to in the proceeding section against any liability incurred by him, his capacity as an Officer or Director of the Association where he acts or acted in that capacity at the Association's request.

## **Division Eleven**

### **BANKING AND DOCUMENT EXECUTION**

#### 11.01 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company, other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and any/or other persons as the Board may by resolution from time to time designate or authorize.

### 11.02 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 Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

### 11.03 Execution of cheques, drafts and notes

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer(s) or Person(s), whether or not Officers of the Association and in such manner as the Board may from time to time designate by resolution.

### 11.04 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Association by any two (2) of its Officers or Directors. Any signing officer may certify a copy of any instrument, resolution, Bylaw or other document of the Association to be a true copy thereof.

## **Division Twelve**

### **CONFLICT RESOLUTION**

#### 12.01 Requesting Meeting

If at any time 10 Members, or 5 Members and greater than 50% of the Board 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 General Meeting of the Membership" request signed by them to all Board Members.

Upon receipt of such, the President will call a Special General Meeting of the Membership, providing due notice as stated, and Members in attendance will have an opportunity to hear and discuss the issues causing conflict.

#### 12.02 Voting

At the Special General Meeting, on motion, 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.

#### 12.03 Tie

In the event of a tie during a vote respecting a proposed resolution to the conflict, despite section 9.03, the President will not have a second vote and the resolution will not pass.

#### 12.04 Mediation

If the conflict cannot be resolved during the Special General Meeting, as an alternative to instituting a law suit or legal action, the dispute or controversy will be submitted to a mediator (or

panel of mediators, as determined by the Board) in an attempt to mediate a resolution between the parties.

## **Division Thirteen**

### **GENERAL MANAGEMENT**

#### 13.01 Registered Office

The registered office of the Association is located within the School. The mailing address for all communication or correspondence shall be the registered office of the Association.

#### 13.02 Inspection of Records

To maintain integrity, minute books and financial records will be securely stored and may be inspected by any Member in good standing of the Association upon request. Such inspection may only take place at the registered office of the Association, 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.

#### 13.03 Remuneration

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

#### 13.04 Bylaws

All Members are responsible for behaving in accordance with the Bylaws and objectives of the Association. The Association Bylaws and operations will be in accordance with the laws of Alberta, the *Societies Act* and any other governmental legislation relating to the Association's operation and objectives.

#### 13.05 Invalidity of any provisions of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

#### 13.06 Amendments to Bylaws

The Bylaws may be rescinded, altered or added to by a "Special Resolution." Changes to the Bylaws do not come into effect until the Special Resolution is registered at Corporate Registries. Special Resolution sent to the Corporate Registries shall be dated and verified by a person authorized by the Association.

#### 13.07 Interpretation of Bylaws

Any question regarding the proper application and interpretation of these Bylaws 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 a simple majority vote at a Special General Meeting of the Membership called in accordance with the Conflict Resolution clause in these Bylaws.

13.08 Policies and Procedures

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

13.09 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. The Association will adhere to *Personal Information Protection Act* (PIPA) guidelines as required by Alberta legislation, and voluntarily where appropriate.

13.10 Dissolution of the Association


In the event of the dissolution 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 Dr. Roy Wilson Learning Centre with the exception of gaming proceeds.

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.

Approved by Special Resolution by not less than two-thirds (2/3) of Association voting Members present at a General Meeting of the Membership held on September 13, 2017

  
\_\_\_\_\_  
Signature of Treasurer

Stephanie Williams.  
Printed Name

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

Nicole Libciran  
Printed Name