

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

BY-LAWS

Table of Contents

	<u>Page</u>
Preamble	2.
Section 1. Interpreting and Defining By-Laws	2.
Section 3. Membership	3.
Section 4. Offices	3.
Section 5. Seal	3.
Section 6. Board of Directors	4.
Section 7. Officers	5.
7.1 Chair	
7.2 First Vice-Chair	
7.3 Directors	
7.4 Secretary	
7.5 Treasurer	
Section 8. Finances	7.
8.1 Signing Authority	
8.2 Financial Audit	
8.3 Spending Limit	
Section 9. Meetings	8.
9.1 Annual General Meeting	
9.2 General Meetings	
9.3 Special Meetings	
9.4 Quorum	
Section 10. Voting	9.
Section 11. Remuneration	9.
Section 12. Borrowing	9.
Section 13. By-Laws	10.
Section 14. Relationship	10.
14.1 To the Henry Wise Wood School Council	
Section 15. Conflict Resolution	11.
Section 16. Dissolution	11.

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

BY-LAWS

PREAMBLE

In April 1992, the Parent Advisory Committee of Henry Wise Wood High School received permission from the Calgary Board of Education to pursue status as a society, using the name "Henry Wise Wood Parents and Alumni Association". It was constituted a non-profit organization, incorporated under the Societies Act of Alberta on July 06, 1992, with Corporate Access Number 5053273. June 12, 2000 the establishment of by-laws were rescinded and renewed by the Membership to reflect the changes in the relationship between the Henry Wise Wood School Council as mandated by the Alberta Government in revisions to the School Act in 1995 and as supported by the Calgary Board of Education. This document was revised and adopted by the members on April 16, 2007, again on October 7, 2013, and again on October 24, 2022.

SECTION 1 – INTERPRETING AND DEFINING BY-LAWS

1.1 These by-laws must be interpreted broadly and generously and in keeping with the objectives of the Vision Statement.

1.2 In these by-laws the following words have these meanings:

Association refers to Henry Wise Wood Parent and Alumni Association, a constituted non-profit organization incorporated under the Societies Act of Alberta on July 06, 1992.

Board of Directors, Executive Committee or Board, shall mean the Board of Directors of the Association.

Henry Wise Wood or the School refers to Henry Wise Wood High School, a school established at 910-75th Avenue S.W., Calgary, Alberta, T2V 0S6 and organized under the Alberta School Act.

School Council refers to the Henry Wise Wood School Council, established on June 10, 1996 at 910-75th Avenue S.W., Calgary, Alberta T2V 0S6 and organized under Section 22(1) the Alberta School Act.

Henry Wise Wood Learning Community refers to the students, staff, parents and alumni of Henry Wise Wood High School.

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

SECTION 3 – MEMBERSHIP

- 3.1 Any parent or legal guardian of a student in attendance at Henry Wise Wood is automatically a member of the Henry Wise Wood Parents and Alumni Association. Membership shall be automatically granted to parents and legal guardians of students without charge.
- 3.2 Any alumnus of Henry Wise Wood or any person residing in Alberta, and being the full age of 18 years, may apply to become a member of the Association. The application must be in writing to the Board and the person may become a member by a favourable vote passed by a majority of members at a regular meeting of the society.
- 3.3 Any member wishing to withdraw from membership may do so upon a notice in writing to the Board through its secretary.
- 3.4 By Special Resolution, and by a $\frac{3}{4}$ (75%) majority vote of the members of the Association present at a duly constituted meeting, any member may be expelled from the membership for any cause which the Association may deem reasonable.

SECTION 4 – OFFICES

- 4.1 The books and records of the Association shall be maintained at Henry Wise Wood High School situated at 910- 75th Avenue S.W. in the City of Calgary, in the Province of Alberta or at such other place as the Board may from time to time determine due to the *Freedom of Information of Privacy Act* requirements for addresses and phone numbers instituted by the Calgary Board of Education.

SECTION 5 – SEAL

- 5.1 The Association does not have a seal.

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

SECTION 6 – BOARD OF DIRECTORS

- 6.1 The Board shall, subject to the by-laws or directions given it by any majority vote at any meeting properly called and constituted, have full control and management of the affairs of the Association. Meetings of the Board shall be held as often as required, but at least once every three months and shall be called by the Chair. Meetings of the Board shall be called by 10 days notice in writing mailed to each Board member or by three days notice by email or fax or telephone. Board Meetings shall be held without notice only if notification has been waived by all Board members or all members are present. Any four Board members present shall constitute a quorum, provided that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Association, otherwise they shall be null and void.
- 6.2 A Special meeting may be called on the instructions of any two members provided they request is made to the Chair in writing to call such a meeting, and state the business to be brought before the meeting.
- 6.3 A person appointed or elected a Director becomes a Director if they were present at the meeting and consent to their appointment or election. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election, or within 10 days after the appointment or election.
- 6.4 Any Director or Officer, upon a 2/3 majority vote of all members in good standing in attendance at a Special Meeting properly called and constituted may be removed for any cause which the Association may deem reasonable. The Board will give 21 days written notice to the person being removed and allow that person time on the agenda to address the members before the vote is taken. If the director or Officer is removed, the Board will appoint an appropriate person to fulfill the duties of this position until an election can take place.
- 6.5 Any Director or Officer may resign before his/her term of office is finished upon written notice presented to the Chair and a copy given to the Secretary for the records. If the person resigning is the Chair, written notice should be given to the Vice-Chair with a copy for the Secretary. The Board will notify the membership of the resignation and appoint an appropriate person to fulfill the duties until an election can take place.

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

SECTION 7 – OFFICERS

Election of the Board of Directors will take place at the Annual General Meeting.

7.1 Chair

7.1.1 The Chair shall be ex-officio a member of all Committees. He/she shall, when present, preside at all meetings of the Association and of the Board. In his/her absence, the First (*strike through*) Vice-Chair- shall preside at any such meetings. In their absence, a Chair may be appointed at the meeting to preside.

7.1.2 The Chair shall act at the direction of the membership and be responsible to the membership.

7.1.3 The Chair may act as a signing authority on the Association's bank account.

7.2 Vice-Chair

7.2.1 The Vice-Chair shall share the duties of the Chair. In the absence of the Chair, he/she shall preside at meetings of the Association and the Board.

7.2.3 The Vice Chair may act as a signing authority on the Association's bank account.

7.3 Directors

7.3.1 At least one member of the Association will be elected as a Director at the Annual General Meeting to assist in the running of the Association. If there is a Past-Chair of the Association who remains a member, this person will be a Director. Directors may be drawn from the following positions: Volunteer Coordinator, CAPSC representative, Key communicator, and Casino Chair.

7.3.2 A Director may act as a signing authority on the Association's bank account.

7.4 Secretary

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

- 7.4.1 It shall be the duty of the Secretary to attend all meetings of the Association and of the Board, and to keep accurate minutes of the same. In the case of the absence of the Secretary, his/her duties shall be discharged by such Officer as may be appointed by the Board.
- 7.4.2 The Secretary shall be aware of where the names and addresses of the membership are kept and shall send all notices of the various meetings as required.
- 7.4.3 The Secretary shall have charge of all correspondence of the Association and be under the direction of the Chair of the Board.
- 7.4.4 The Secretary may act as a signing authority on the Association's bank account.
- 7.5 Treasurer
 - 7.5.1 The Treasurer shall 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.
 - 7.5.2 He/she shall properly account for the funds of the Association and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board and/or Association at each meeting to be ratified by membership.
 - 7.5.3 The Treasurer shall prepare for submission to the Annual General Meeting a statement duly reviewed by two members appointed for that purpose, of the financial position of the Association and submit a copy of the same to the Secretary for the records of the Association. Current fiscal year-end is June 30.
 - 7.5.4 The Treasurer will be responsible to file all applicable forms with the appropriate government agencies as required by law.
 - 7.5.5 The Treasurer will provide access to the financial records:
 - 7.5.5.1 by any member of the Association at the Annual General Meeting

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

- 7.5.5.2 by any member, given a written request to the Board and arranging a time mutually satisfactory with the Treasurer
- 7.5.5.3 by the Chair and/or the Board within three banking days
- 7.5.6 The Treasurer shall be a member of the Casino committee if such a committee is struck.

SECTION 8 - FINANCES

8.1 Signing Authority

- 8.1.1 There are to be at all times four signing authorities on the Association's bank accounts to include the Treasurer (s) and the remaining signing authorities to be appointed from the other Officers or Directors at the Annual General Meeting. Cheques will only be issued upon the signature of any two signing authorities.

8.2 Financial Audit

- 8.2.1 The books, accounts and records of the Treasurer shall be audited once each year by a duly qualified accountant or by two members of the Association appointed for that purpose at a regularly scheduled meeting of the Association. The fiscal year end of the Association in each year shall be **June 30th**.
- 8.2.2 The books; accounts and records of the Association may be inspected any member of the Association at the Annual General Meeting or at any time upon giving reasonable notice in writing to the Board and arranging a time satisfactory to the Officer or Officers having charge of the same. Each member of the Board shall at all times have access to such books and records.

8.3 Spending Limit

- 8.3.1 A spending limit of no more than \$50 can be disbursed at the discretion of the signing Officers. Any disbursements over \$50 shall be approved by the members at a regularly scheduled General Meeting.

SECTION 9 - MEETINGS

9.1 Annual General Meeting:

- 9.1.1 The Association shall hold an Annual General Meeting on or before October 31st in each school year, of which notice in writing to the membership in the School Newsletter and via electronic means as they become available (e.g. Henry Wise Wood website, email) **21 days** prior to the date of the meeting.
- 9.1.2 At this meeting there shall be elected a Chair, Vice-Chair, Secretary, Treasurer, and at least one Director. The Officers and Directors so elected shall form the Board of Directors and shall serve for one year until their successors are elected and installed. Any vacancy occurring during the year

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

shall be appointed at an Association meeting. Any member in good standing shall be eligible to any office in the Association.

- 9.1.3 At this meeting an Officer of the Board will present the annual report and the Financial Statement for ratification by the membership.

9.2 General Meetings

General Meetings of the Association will be called as needed, at least once every 3 months throughout the school year. The dates and times will be posted in the School Newsletter and on the School website.

- 9.2.1 These meetings may be cancelled if there is no Association business to conduct.

9.3 Special Meetings

- 9.3.1 A Special Meeting shall be called by the Chair or Secretary upon receipt of a petition signed by 10 members in good standing, setting forth the reasons for calling such meeting, which shall be by the newsletter and/or electronic means be sent to each member at least eight days prior to the meeting.

- 9.3.2 A Special Meeting can be called by the Chair to deal with special issues that arise provided proper notification is given to the membership - reasons for calling the meeting sent via School newsletter or electronic means at least eight days prior to the meeting.

9.4 Quorum

- 9.4.1 The presence of at least five members in good standing shall constitute a quorum at any meeting of the Association.

SECTION 10 - VOTING

- 10.1 Any member who has not withdrawn from membership or has been suspended or expelled shall have the right to vote at any meeting of the Association. Such votes must be made in person and not by proxy or otherwise.
- 10.2 Unless otherwise stated elsewhere in the by-laws or agreed upon by the membership before-hand, a majority vote is 50% + 1.
- 10.3 In General Meetings, the voting will be by a show of hands unless decided otherwise, before-hand by the membership.
- 10.4 Elections and special resolutions will be by ballot unless otherwise decided beforehand by the members.

SECTION 11 - PAYMENT OF OFFICERS AND DIRECTORS OR MEMBERS

- 11.1 No Officer, Director or member of the Association shall receive remuneration for his/her services.

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

SECTION 12 - BORROWING

- 12.1 For the purpose of carrying out its objectives, the Association may borrow or raise money in such a manner as it sees fit, but this power shall be exercised only under the authority of the membership of the Association.

SECTION 13 - BY-LAWS

- 13.1 The By-Laws may be rescinded, altered or added to by a "Special Resolution" with at least 21 days notice to the membership via the School Newsletter and when possible, electronic means.
- 13.2 By-law "Special Resolutions" will be passed with a 3/4 (75%) majority vote by the members in attendance at the meeting as long as there was proper notification
- 13.3 The Executive of the Association will undertake a thorough review of the by-laws annually to determine whether changes are required.

SECTION 14 - RELATIONSHIP

- 14.1 To the Henry Wise Wood High School Council

The Association operates "at arm's length" from the School Council. The parent/guardian membership of the two groups is identical unless the parent/guardian opts out of the Association by written notification.

- 14.1.1 The Association will raise funds to support the purchase/ implementation of the list of items, services or activities which are deemed desirable to enrich the education of the Henry Wise Wood Learning Community as per our Vision Statement This list will be developed through a collaborative process between Association members, school staff, students, and the Henry Wise Wood School Council.

SECTION 15 - CONFLICT RESOLUTION

- 15.1 It is the responsibility of each member of the Association to base all deliberations on the interest of "the common good" of all students in the School and to act in the best interests of all students and the School.
- 15.2 In situations of dispute among members, strategies to promote a "win-win" resolution will be used, including collaborative problem- solving techniques and active listening techniques. A model such as this will be employed:
- Deal with emotion first; listen to positions non-judgmentally and paraphrase arguments/opinions.
 - Define the conflict problem in terms of needs.
 - Brain storm possible solutions
 - Select a solution.
 - Plan who will do what/where/when.
 - Evaluate the process and at a later date the solution.
- 15.3 Facilitation of conflict resolution by a neutral third party may be employed as needed.

HENRY WISE WOOD PARENTS AND ALUMNI ASSOCIATION

SECTION 16 - DISSOLUTION

16.1 Upon dissolution of the Society, any assets of the Society, remaining after paying debts and liabilities, shall be:

16.1.1 disbursed to eligible charitable or religious groups or purpose or

16.1.2 transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board.