

Spruce Grove Panther Auxiliary Association

BYLAWS

ARTICLE 1 - PREAMBLE

1.1 **The Association**

The name of the Association is the Spruce Grove Panther Auxiliary Association.

1.2 **The Bylaws**

The following articles set forth the Bylaws of the Spruce Grove Panther Auxiliary Association. All terms contained in the By-laws which are defined in the Societies Act shall have the meaning assigned by the Act.

ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

2.1 **Definitions**

In these Bylaws, unless the context otherwise requires the following words have these meanings:

2.1.1 **Act** means the Societies Act R.S.A. 1980, Chapter S-18 as amended, or any statute substituted for it;

2.1.2 **Board** means the Board of Directors of this Association;

2.1.3 **Bylaws** mean the Bylaws of this Association from time to time in force and effect, as amended;

2.1.4 **Registered Office** means the Registered Office of the Association which is located in Spruce Grove Composite High School, Spruce Grove, Alberta.

2.1.5 **Active Group** is an extracurricular or co-curricular group, sanctioned by the school that allows no personal financial gain, and is required to fundraise within the Association and has a school staff advisor.

2.2 **Interpretation**

The following rules of interpretation must be applied in interpreting these Bylaws:

2.2.1 **Gender:** Unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural or feminine gender as the case may be and vice versa.

2.2.2 **Headings:** are for convenience only. They do not affect the interpretation of these Bylaws.

ARTICLE 3 - MEMBERSHIP

3.1 Classification of Members

There are three categories of Members:

- a) Students enrolled at Spruce Grove Composite High School that are members of any of the active groups as defined in 2.1.5
- b) Parents/Guardians of students that are named in (a).
- c) Any individual who desires to be a member is approved by the Board.

3.2 General

The membership year is September 1 to August 31 and there will be no membership fees.

3.3 Rights and Privileges of Members

3.3.1 Any Member is entitled to:

- a) receive notice of meetings of the Association;
- b) attend any meeting of the Association;
- c) speak at any meeting of the Association;
- d) have one (1) vote at an Annual or General meeting of the Association;
- e) withdraw or resign from membership as a result of the student quitting the active group they are involved with and notifying the Parent Rep. by phone or e-mail.

3.4 Suspension of Membership

3.4.1 Decision to Suspend

The Board, at a Special Meeting called for that purpose, may suspend a Member's membership by a recorded two-thirds (2/3) vote of the Board of Directors for actions that are contrary to the goals or objectives of the Association.

3.4.2 Notice to the Member

3.4.2.1 No member shall be expelled without first having been notified of the charge or complaint and without first having an opportunity to be heard by the Board at a meeting called for that purpose.

3.4.2.2 The decision of the Board is final.

3.5 Limitation on the Liability of Members

No Member is, in his individual capacity, liable for any debt or liability of the Association.

ARTICLE 4 - MEETINGS OF THE ASSOCIATION

4.1 The Annual General Meeting (which is the association's only General meeting/year)

- 4.1.1 The Association holds its Annual General Meeting no later than May 31 of each calendar year, in Spruce Grove, Alberta. The Board sets the place, day and time of the meeting.
- 4.1.2 The Secretary is responsible for notifying Members at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and the nature of the business to be transacted thereat. The notice will be posted through the school newsletter and the school web page.
- 4.1.3 Quorum: Quorum is 51% of the Board and 51% of the members in attendance at the Annual General Meeting.

4.2 Special Meeting of the Association

4.2.1 Calling of a Special Meeting

A Special Meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting; or
- c) on the written request of at least one-fifth (1/5) of the Voting Members. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at such Special Meeting.

4.2.2 Notice: The Secretary is responsible for notifying Members at least twenty-one (21) days before the Special Meeting. This notice states the place, date and time of the Special Meeting, and the business to be transacted thereat. The notice will be posted through the school newsletter and school web page.

4.2.3 Agenda for Special Meeting: Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

4.2.4 Procedure at the Special Meeting: Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

4.3 Proceedings at the Annual/General or a Special Meeting

4.3.2 Presiding Officer

4.3.2.1 The President chairs every General & Special Meeting of the Association. The Vice-President chairs in the absence of the President.

4.3.2.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after

the set time for the General or Special Meeting, the Members present choose one (1) of the Members to chair.

4.3.3 Adjournment

4.3.3.1 The President may adjourn any General & Special Meeting with the consent of the members at the meeting. The adjourned General or Special Meeting conducts only the unfinished business from the initial Meeting.

4.3.3.2 No notice is necessary if the General or Special Meeting is adjourned for less than thirty (30) days.

4.3.3.3 The Association must give notice when a General & Special Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General or Special Meeting.

4.3.4 Voting

4.3.4.1 Each Voting Member has one (1) vote. A show of hands decides every vote at every General & Special Meeting.

4.3.4.2 The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

4.3.4.3 A Voting Member may not vote by proxy.

4.3.4.4 A majority of the votes of the Voting Members present decides each issue and resolution.

4.3.4.5 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

4.3.4.6 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

4.3.5 Failure to Give Notice of Meeting

No action taken at a General and Special Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

ARTICLE 5 - THE GOVERNMENT OF THE ASSOCIATION

5.1 The Board of Directors

5.1.1 Governance and Management of the Association

The business and affairs of the Association shall be managed by the Board of the Association who may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the Act, the By-laws, any special resolution of the Association, or by statute expressly directed or required to be done in some other manner.

5.1.2 Composition of the Board

The Board consists of the following:

- a) Executive Officers;
 - a. President
 - b. Vice President
 - c. Secretary
 - d. Treasurer
 - e. Bingo Coordinator
- b) One Director, which is the Parent Representative, from each of the eligible active groups supported by the Association.
- c) School Advisor (Non-Voting)

5.1.3 Duties:

Every director and officer of the Association in exercising his powers and discharging her duties shall:

- a) act honestly and in good faith with a view to the best interest of the Association &
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.1.4 Election of the Executive Officers and appointment of Directors

5.1.4.1 At each annual meeting the 5 executive positions will be elected. Each position will serve a one-year term to a maximum of three consecutive years in the same position.

5.1.4.2 Each group will appoint at least one Parent Representative as Director to the Board for the duration of one year, who will attend the meetings assigned them, plus the Annual General Meeting in May.

5.1.4.3 The school advisor will be appointed by the School Administration as a non-voting member of the Board.

5.1.5 Resignation, Death or Removal of a Director/Officer

5.1.5.1 Director/Officer may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

5.1.5.2 Voting Members may remove any Director/Officer before the end of his term. There must be a two-thirds majority vote at a Special Meeting called for this purpose.

- 5.1.5.3 If there is a vacancy on the Board, the remaining Directors/Officers may appoint a Member in good standing to fill that vacancy for the remainder of the term.
- 5.1.5.4 If a Director/Officer misses three consecutive meetings without just cause, it will be accepted as a resignation.
- 5.1.6 Meetings of the Board
- 5.1.6.1 The Board holds at least six (6) meetings each year.
- 5.1.6.2 The President calls the meetings. The President also calls a meeting if any four (4) Directors make a request in writing and state the business for the meeting.
- 5.1.6.3 Notice for Board meetings is posted on the school's webpage by the end of August. Directors may waive notice.
- 5.1.6.4 A majority of the Directors present at any Board meeting is a quorum.
- 5.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. A majority of the Directors/Officers present at this later meeting is a quorum.
- 5.1.6.6 Each Director/Officer has one (1) vote excluding the School Advisor.
- 5.1.6.7 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.1.6.8 Meetings of the Board are open to Members of the Association, but only Directors/Officers may vote. A majority of the Directors/Officers present may ask any other Members, or other persons present, to leave.
- 5.1.6.9 All Directors/Officers may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 5.1.6.10 A meeting of the Board may be held by a conference call/e-mail. Directors/Officers who participate in this call/discussion are considered present for the meeting.
- 5.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

5.3 **Duties of the Officers of the Association**

5.3.1 **The President:**

- supervises the affairs of the Board,

- when present, chairs all meetings of the Association, the Board and the Executive Committee;
- is an *ex officio* member of all Committees,;
- acts as the spokesperson for the Association;
- carries out other duties assigned by the Board.
- ensures representation of the Association at the Parkland Bingo Association meetings.

5.3.2. The Vice-President:

- presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- replaces the President at various functions when asked to do so by the President or the Board;
- carries out other duties assigned by the Board.

5.3.3 The Secretary:

- attends all meetings of the Association, the Board of Directors, and Executive.
- keeps accurate minutes of these meetings;
- keeps a record of the names and addresses of the Board;
- has charge of the Board's correspondence;
- makes sure all notices of various meetings are sent and posted;
- notes or registers changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- carries out other duties assigned by the Board.

5.3.4 The Treasurer:

- makes sure all monies paid to the Association are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- makes sure a financial review of the Association is prepared and presented to the Annual General Meeting;
- prepare and submit all reports and returns required by the Alberta Gaming Commission for Bingos and Casinos
- files the annual return,
- carries out other duties assigned by the Board.

5.3.5 Bingo Coordinator

- Attends the Board meetings
- Ensures attendance at the Parkland Bingo Association Meetings
- Submits the Bingo License application annually, in cooperation w/ the treasurer
- Supervises all the Bingo's ensuring they are staffed and all responsibilities covered
- Works closely with the Parent Reps and the treasurer to complete all duties

5.3.6 School Advisor:

- act as liaison with the School
- ensures all correspondence is passed to the secretary and

- carries out other duties assigned by the Board.

5.3.7 **Directors/Parent Reps:**

- liaise with the team or club
- ensure bingo forms and cheques are collected
- ensure each member of the team or club is reminded of their bingo/casino responsibilities and that Bingo Coordinator is notified of changes
- ensure acknowledgement of coach and/or volunteers
- report to the Board on the team or club
- must attend Board meetings for the year as stipulated by the executive, relative to the group they represent

5.4 **Board Committees**

5.4.1 Establishing Committees

The Board may establish committees to carry out the work of the Board as necessary.

5.4.2 General Procedures for Committees

5.4.2.1. A Director chairs each committee created by the Board.

5.4.2.2 The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other communities;
- provides reports to each Board meeting at the Board's request

5.4.2.3 Two (2) days' notice is given to each member of the committee meeting. The notice includes the date, place and time of the committee meeting. Committee members may waive notice.

5.4.2.4 A majority of the committee members present at a meeting is a quorum.

5.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

ARTICLE 6 - FINANCE AND OTHER MANAGEMENT MATTERS

6.1 **Finance and Auditing**

6.2.1 The fiscal year of the Association begins on the 1st day of April and ends on the last day of March of each year.

6.2.2. 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 (2) members of the Association

elected for that purpose at a prior 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 (General) meeting of the Association.

6.3 Cheques and Contracts of the Association

6.3.1 The Officers of the Board having signing authority on the cheques drawn on the monies of the Association are the President, Treasurer & Secretary. Two signatures are required on all cheques with one being the Treasurer.

6.3.2 All contracts of the Association must be signed by the Board of Directors or other persons authorized to do so by resolution of the Board.

6.4 The Keeping and Inspection of the Books and Records of the Association.

6.4.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

6.4.2. The Secretary keeps the current Minute Books. Past records are kept at the Registered Office of the Association. This record contains minutes from all meetings of the Association and the Board.

6.4.3 The Board keeps and files all necessary books and records of the Association as required by the Bylaws, the Societies Act, or any other statute or laws.

6.4.4. A Member wishing to inspect the books or records of the Association must give reasonable notice of one (1) month to the President or the Secretary of the Association of his intention to do so.

6.4.5 Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office during normal business hours.

6.4.6 All financial records of the Association are open for such inspection by the Members.

6.4.7 Other records of the Association are also open for inspection, except for records that the Board designates as confidential.

6.5 Remuneration

6.5.1 No Member, Director or Officer of the Association receives any payment for his services as a Member, Director or Officer.

6.5.2 Reasonable expenses incurred while carrying out duties of the Association may be reimbursed upon prior Board approval.

6.6 Protection and Indemnity of Directors and Officers

- 6.6.1 Each Director or Officer holds office with protection from the Association. The Association indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Association. The Association does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 6.6.2 No Director or Officer is liable for the acts of any other Director or Officer. No Director or Officer 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. No Director or Officer 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.
- 6.6.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Association's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

ARTICLE 7 - AMENDING THE BYLAWS

- 7.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Association.
- 7.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Association must include details of the proposed resolution to change the Bylaws.
- 7.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting by a vote of 75% and when accepted by the Corporate Registry of Alberta.

ARTICLE 8 – BORROWING POWERS

- 8.1 Panthers Aux. does not, and will not engage in borrowing activities to achieve their financial objectives. All expenditures are to be financed by fund-raising activities.

ARTICLE 9 – DISTRIBUTING ASSETS AND DISSOLVING THE ASSOCIATION

- 9.1 The Association does not pay any dividends or distribute its property among its Members.
- 9.2 If the Association is dissolved, any funds or assets remaining after paying all debts are paid to Spruce Grove Composite High School. Any gaming proceeds remaining after paying all debts are to be donated to another charitable organization, or purpose or transferred in trust to a municipality as per AGLC Charitable Gaming Policy. In no event do any Members receive any assets of the Association.