



## **SOCIETY BYLAWS**

**Approved March 3, 2017.**

**Updated by Motion October 24, 2020**

## **DEFINITIONS**

Annual General Meeting (AGM) – A general meeting held before November 30 of each year; consideration of financial reports including audit, annual report, elections and other business as deemed appropriate by the Board of Directors and/or Officers

Board of Governors (Board) – The governance board comprised of a director from each charter school board; alternate representatives may be named; the Board elects the Chair every two years at the Annual General Meeting

Member School– A school operating under the governance of a charter school board

Motion – A motion is a formal step to introduce a matter for consideration by a group

Officers – The operational leaders elected by the Board at the Annual General Meeting; must be a Superintendent or Secretary-Treasurer

Simple Majority – More than half

Special Meeting – A special meeting called in writing by the Board Chair to deal with an emergent matter

Special Resolution – A motion to be presented at a general meeting leading to an important decision such as for altering the Bylaws or making some other major changes in an organization

Spring General Meeting (SGM) – General meeting to be held before May 31 of each year; consideration of fees, budget, strategic plan and other business as deemed appropriate by the Board and/or Officers

Superintendents and Secretary-Treasurers Committee – An advisory and consultation committee to provide administrative advice and support to the Executive Committee, the Officers of the Association and the Executive Director

TAAPCS (Association) – The Association of Alberta Public Charter Schools

## **ARTICLE 1: MEMBERSHIP**

- a) Membership in The Association of Alberta Public Charter Schools is open to all charter school authorities that are authorized by the Minister of Education under the Alberta School Act.
- b) Membership is renewed annually through the payment of annual membership dues. Membership dues shall be determined by the Board and any proposed changes in the dues structure shall be considered and voted on at a general meeting.
- c) If any Member School is in arrears for membership dues or other fees or assessments for any year, such Member School shall be automatically suspended at the expiration of six months from the end of such year and shall thereafter be entitled to no membership privileges or powers until reinstated. Reinstatement is automatic once arrears are paid.
- d) Any Member School wishing to withdraw from membership may do so upon written notice to the Board through the Association Secretary.
- e) With a simple majority vote of the Board, any Member School may be expelled from membership for any cause that the Board may decide is reasonable.

## **ARTICLE 2: BOARD OF GOVERNORS (BOARD)**

- a) The Board shall govern the affairs of the Association subject to the Bylaws and directions given by a simple majority vote at any meeting properly called and constituted.
- b) Attendance at Board meetings is open to all Directors, Superintendents, Secretary-Treasurers of Member Schools, Officers of the Association and others as invited.
- c) The Board shall be composed of one Director from each Member School board, who shall be that board's designated Director. A designated Director shall be a charter school board member. Each school board may appoint an alternate who is entitled to vote in place of the designated Director. The name of each designated Director or alternate shall be forwarded to the Association Secretary prior to each meeting.
- d) The Board shall elect one of its members to serve as the Chair of the Board and shall elect one of its members to serve as the Vice-Chair of the Board.
- e) The Chair and Vice-Chair elected by the Board shall be elected at the Annual General Meeting.
- f) The term of office for the Chair and Vice-Chair of the Board shall be up to two years and there shall be no maximum number of successive terms for serving in the position of Chair or Vice-Chair.
- g) The Chair of the Board shall preside at all meetings of the Board.
- h) The Chair of the Board shall be the primary spokesperson for the Association.
- i) The Vice-Chair shall assume the duties of the Chair when necessary.
- j) In the absence of both Chair and Vice-Chair, the President shall preside until the Board chooses an Acting Chair.
- k) Upon a simple majority vote of the Board, any Director may be removed from office for any cause that the Board may decide is reasonable.

### **ARTICLE 3: ADMINISTRATIVE OFFICERS OF TAAPCS**

- a) The Officers of the Association shall be the President, Vice-President, Secretary and Treasurer. The Officers shall be nominated by a Director, a Superintendent or Secretary-Treasurer of a Member School and shall be elected by a simple majority vote of the Board at the AGM.
- b) Officers are Superintendents or Secretary-Treasurers from Member Boards.
- c) The Board of the Association may elect Co-Presidents and/or Co-Vice-Presidents.
- d) A Superintendent from a Member School shall be eligible to serve as President or Vice-President or Secretary of the Association. A Secretary-Treasurer from a Member School shall be eligible to serve as Treasurer or Secretary of the Association.
- e) The term of office for all Officers shall be one year and the maximum number of successive terms for all positions as Officers shall be four. An Officer may serve as an Officer for more than four years; however, the Officer shall not serve in the same position for more than four successive years.
- f) Upon a simple majority vote of the Board, any Officer may be removed from office for any cause that the Board may decide is reasonable.
- g) Should an Officer be removed from office or be unable to complete his or her term, the Board shall elect or appoint a replacement for the duration of the term. Less than a full term served shall not count in the calculation of successive terms.
- h) The Officers of the Association shall administer the day-to-day affairs of the Association subject to the Bylaws and motions passed by the Board.
- i) Unless directed by the Board, the Officers are not authorized to borrow money on behalf of the Association.

#### **3.1 President**

- a) The President shall preside at all meetings of the Officers and the Executive Committee.
- b) The President is authorized to sign letters, contracts, agreements and other correspondence on behalf of the Board.
- c) The President shall be the primary spokesperson for the Association when the Chair and Vice-Chair of the Board are unavailable, or on request by the Chair or Vice-Chair that the President act as the spokesperson on behalf of the Association.

#### **3.2 Vice-President**

The Vice-President shall assume the duties of the President when necessary and shall perform other duties as may be determined by the President or by the Board.

#### **3.3 Secretary**

- a) The Association Secretary may be appointed by the Board of Directors.
- b) The Secretary shall attend meetings of the Board, the Officers and the Superintendents and Secretary Treasurers Committee, and other meetings as requested by the Officers and shall ensure a record is kept of attendance and proceedings at these meetings.
- c) The Secretary shall distribute notices of all meetings in accordance with the Bylaws.

- d) The Secretary shall file the annual return, changes in the Officers of the Association, amendments to Bylaws and other incorporating documents with Corporate Registry.
- e) The Secretary shall prepare the annual work calendar for the Association and shall distribute the calendar to the Board, Officers, Executive Committee, Member School organizations and others as decided by the Officers.
- f) The Secretary shall act as the custodian of corporate records.
- g) The Association does not have a corporate seal.

### **3.4 Treasurer**

The Treasurer shall supervise the business and financial operations of the Association including, but not limited to:

- financial accounting, including accounts payable and receivable;
- instituting adequate internal controls;
- preparing an annual budget and annual financial statements; and
- providing the Board with an accurate accounting of the Association's finances upon request of the Officers of the Association.

### **3.5 Secretary-Treasurer**

Consideration of a Secretary-Treasurer position shall only be made by the Officers should filling both positions be impossible.

## **ARTICLE 4: MEETINGS**

Irregularities or errors made in good faith do not invalidate acts done by any meeting of the Board. No action taken at a meeting is invalid as a result of accidental omission to give notice to any Director or Member School, any Director or Member School not receiving any notice, or any error in any notice that does not affect the meeting.

### **4.1 Annual General Meeting**

- a) The Board Chair shall call for an Annual General Meeting within three months of the end of the fiscal year and provide written notice of the AGM. The written notice shall include the time, date and location as determined by the President, and the purpose of the meeting. Such written notice shall be sent to all Member Schools for distribution to Charter Boards and Superintendents at least 21 days prior to such meeting.
- b) The agenda for the AGM shall include:
  - Election of Chair of the Board unless the current Chair is completing the second year of a two-year term;
  - Election of Officers by the Board;
  - Presentation of the Association's financial statements for the previous fiscal year end;

- Presentation of the Annual Report on the results achieved by the Association;
  - Any special resolutions; and
  - Board Development activities when appropriate.
- c) The Officers of the Association shall serve until the end of the AGM. Following adjournment of the AGM, the elected successors shall assume their positions.
- d) Only matters set out in the notice for the Annual General Meeting shall be considered at the AGM.

#### **4.2 Spring General Meeting**

- a) The Board Chair shall call for a Spring General Meeting (SGM) annually to be held no later than the end of May. Written notice shall include the time, date and location as determined by the President, and the purpose of the meeting. Such written notice shall be sent to all Member Schools for distribution to Charter Boards and Superintendents at least 21 days prior to such meeting.
- b) The agenda for the SGM shall include:
- Fees for the upcoming year;
  - Budget for the upcoming year;
  - Strategic Planning;
  - Any special resolutions; and
  - Board Development activities when appropriate.

#### **4.3 Special General Meeting**

- a) A Special General Meeting shall be called by the Board Chair:
- upon a majority vote of the Board;
  - upon receipt of a written request by the Officers; or
  - upon receipt of a written request from the majority of Member Schools setting forth the reasons for requesting such meeting.
- b) The President shall provide written notice of a Special Meeting, which shall include the time, date and location as determined by the President and the purpose of the meeting. Such written notice shall be sent to all Member Schools for distribution to Charter Boards and Superintendents at least 10 days prior to any such meeting, unless a Special Resolution is proposed, in which case, no less than 21 days' notice is required.
- c) If circumstances warrant a meeting sooner than the notice can be given, the Board can waive the notice requirement if all members of the Board agree.

### **ARTICLE 5: SPECIAL RESOLUTION**

A Special Resolution is a motion to be presented at a general meeting leading to an important decision such as for altering the Bylaws, or making some other major changes in an organization. A Special Resolution is presented at a general meeting of which not less than 21 days' notice in writing

specifying the intention to propose the motion has been given, and requiring the approval of not less than 75% majority of those Directors in attendance who are entitled to vote.

#### **ARTICLE 6: PARTICIPATION BY TELEPHONE OR ELECTRONIC MEANS**

In circumstances where a Director or an Officer is unable to attend the AGM, SGM or a Special General Meeting, the member is permitted to attend by telephone or electronic means provided that all other Directors and Officers confirm their ability to hear the Director or Officer who is participating by such means. Any Director or Officer participating by such means is deemed to be present at the meeting.

#### **ARTICLE 7: QUORUM**

A simple majority of the voting members shall constitute a quorum for the transaction of business at any meeting of the Association.

#### **ARTICLE 8: DECISION MAKING**

- a) At any Board meeting, votes shall be cast through a show of hands, unless a request is made for secret ballot.
- b) The Board shall strive for consensus, but decisions shall be made by majority vote.
- c) Any action that may be taken at a Board meeting may be taken without a meeting if consent, in writing, is obtained from all Directors entitled to vote. Any resulting action may be recorded into the minutes of the next Board meeting, as appropriate.
- d) The Chair may authorize an electronic vote by email if a situation requiring a voted decision on a stated motion must be acted upon by the Board between meetings. In such a case, quorum shall be constituted when a simple majority of the Directors cast a vote by email. Any such motion shall be recorded into the minutes of the next Board meeting.
- e) No proxy voting shall be allowed.

#### **ARTICLE 9: FISCAL YEAR**

The fiscal year of the Association shall be September 01 of any given year to August 31 of the following year.

#### **ARTICLE 10: AUDITING**

- a) All records including but not limited to the record of motions, financial statements, accounts of the Secretary and the Treasurer shall be audited at least once per fiscal year by an individual or committee appointed by the Board.

- b) 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.
- c) The books and records of the Association shall be open at all times for inspection by Directors and Member Schools.

#### **ARTICLE 11: REMUNERATION**

Unless authorized by the Board, no Director or Officer of the Association shall receive remuneration for services rendered.

#### **ARTICLE 12: COMMITTEES**

Standing and ad hoc committees may be formed as necessary by the Board and shall operate within specified terms of reference.

#### **ARTICLE 13: RESCINDING OR AMENDING BYLAWS**

The Bylaws of the Association may be rescinded or amended at any time by Special Resolution. Changes to the Bylaws do not come into effect until any such Special Resolution is registered at Corporate Registries.

#### **ARTICLE 14: DISSOLUTION**

Dissolution of the Association shall require a Special Resolution of the Board.

On dissolution, any assets remaining after payment of all debts and liabilities shall be transferred in equal amounts to the Member School boards at the time of dissolution, or if no Member School boards exist at the time of dissolution, the remaining assets shall be transferred to an educational organization as decided by the Board.